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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

08-13-2001

U.S. Patent & TMO's/TM Mail Rcpt Dt. #57

Owner of Patent

101820092

Attached original documents or copy thereof.

1. Name of conveying party(ies):
 Republic Tobacco L. P.
 8-13-01

Individual(s)
 General Partnership
 Corporation-State
 Other _____

Association
 Limited Partnership
 Delaware

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Top Tobacco L. P.
 Internal Address: _____
 Street Address: 204 Top Tobacco Rd.
 City: Lake Waccamaw State: NC ZIP: 28450

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Nunc Pro Tunc Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 31, 2000

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s)
2,466,864

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Deborah Wing
 Internal Address: Katten Muchin Zavis
Suite 1600
 Street Address: 525 W. Monroe Street
 City: Chicago State: IL ZIP: 60661

7. Total fee (37 CFR 3.41):..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Deborah A. Wing
 Name of Person Signing

Signature

8/13/01
 Date

Total number of pages comprising cover sheet: 1

TRADEMARK ASSIGNMENT NUNC PRO TUNC

Whereas Republic Tobacco L.P. ("Assignor"), a Delaware limited partnership, located at 2301 Ravine Way, Glenview, Illinois 60025, has adopted, used and is using in its business in connection with the sale and distribution of smoking tobacco the following trademark and registration thereof ("Trademark"):

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
AMPHORA	2,466,864	July 10, 2001

Whereas Top Tobacco L.P. ("Assignee"), a Delaware limited partnership, located and doing business at 204 Top Tobacco Road, Lake Waccamaw, North Carolina 28450 is desirous of acquiring said Trademark.

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the Trademark, together with the goodwill of the business connected with the use of and symbolized by the Trademark;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor sells, assigns and transfers to Assignee, Nunc Pro Tunc, effective as of March 31, 2000, the entire right, title, and interest in, to and under the Trademark listed above, together with the goodwill of the business connected with the use of and symbolized

by the Trademark, together with the right to sue for any past infringement of the Trademark.

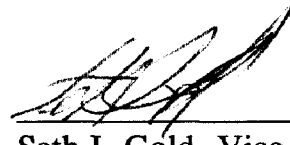
REPUBLIC TOBACCO L.P.

By its General Partner, Republic Tobacco
Management Corp.

Date:

8/8/01

By:



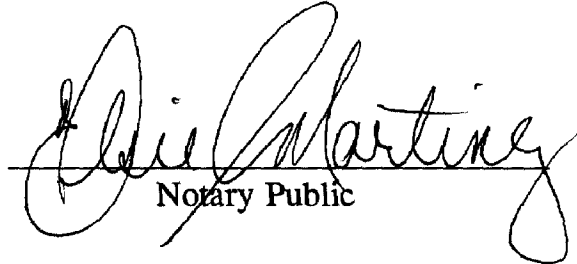
Seth I. Gold, Vice President

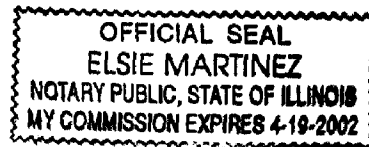
TRADEMARK

REEL: 002352 FRAME: 0318

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 8th day of August, 2001, before me appeared the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified corporation with authority to do so.


Notary Public



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