

09-19-2001



Form PTO-1594
1-31-92

101848411

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Commonwealth Brands, Inc. 09/19/01

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Kentucky
 Other

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

2. Name and address of receiving party(ies):
SEP 13 2001
Name: Bankers Trust Company
Internal Address: _____
Street Address: One Bankers Trust Plaza, 130 Liberty Street
City: New York State: New York ZIP: 10006

Individual(s) citizenship _____
 Association _____
 General Partnership SEP 13 2001
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent _____

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 Merger
 Security Interest Change of Name
 Other _____

Execution Date: July 19, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)\
831334

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Francis L. McGrath, Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 50

7. Total fee (37 CFR 3.41): \$ 1,265.00
 Enclosed
 Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:
(23-1705 in case of deficiency)
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Francis L. McGrath September 11, 2001
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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09/18/2001 AAHMED1 00000079 831334

01 FC:481 40.00 OP
02 FC:482 new york 800179 v1 [H517011.doc] 225.00 OP

TRADEMARK
REEL: 002368 FRAME: 0804

Commonwealth Brands, Inc.

REGISTERED MARKS IN USE

ATTACHMENT A

COUNTRY	REFERENCE# <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
Bull Durham							
UNITED STATES	T00308USC 08/04/01 RD STATUS CHECK	06/14/66	72/248,004	07/04/67	831,334	REGISTERED	34
34 - smoking tobacco and cigarettes							
Malibu							
UNITED STATES	T00322US0 12/08/07 RENEWAL	05/21/87	662,148	12/08/87	1,468,603	REGISTERED	34
34 - cigarettes							
Montclair							
UNITED STATES	T00328US0 09/18/02 RENEWAL	12/27/61	134,718	09/18/62	737,762	REGISTERED	34
34 - cigarettes							
Montclair M & Design							
UNITED STATES	T00329US0 12/10/01 RENEWAL	01/10/91	74/129,427	12/10/91	1,667,805	REGISTERED	34
34 - cigarettes							
Natural Blend							
UNITED STATES	T00332US0 06/29/05 AFFIDAVIT OF USE	12/22/97	75/408,881	06/29/99	2,258,241	REGISTERED	34
34 - cigarettes							
Natural Blend & Design							
UNITED STATES	T00333US0 05/04/05 AFFIDAVIT OF USE	12/23/97	75/410,156	05/04/99	2,242,656	REGISTERED	34
34 - cigarettes							
Riviera							
UNITED STATES	T00339US0 02/09/10 RENEWAL	07/28/59	72/078,164	02/09/60	692,699	REGISTERED	34
34 - cigarettes							
Sonoma							
UNITED STATES	T00340US0 12/13/04 RENEWAL	09/18/92	74/314,904	12/13/94	1,867,767	REGISTERED	34
34 - cigarettes							
USA Gold & Design							
UNITED STATES	T00344US1 07/04/01 AFFIDAVIT OF USE	07/06/92	74/291,461	07/04/95	1,903,775	REGISTERED	34
34 - cigarettes							

Commonwealth Brands, Inc.
REGISTERED MARKS NOT IN USE

ATTACHMENT B

COUNTRY	REFERENCE# <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
Brahman							
UNITED STATES	T00307US0 08/09/04 RENEWAL	07/06/92	74/291,163	08/09/94	1,849,554	REGISTERED	34
34 - cigars							
Bull Durham & Design							
UNITED STATES	T00309US0 08/04/01 RD STATUS CHECK	01/22/91	74/132,518	03/24/92	1,680,540	REGISTERED	34
34 - cigarettes							
Canada Goose Brand							
UNITED STATES	T00311US0 05/10/04 RENEWAL	01/25/93	74/352,435	05/10/94	1,836,339	REGISTERED	34
34 - smoking tobacco and cigarettes							
Commonwealth							
UNITED STATES	T00312US0 11/01/04 RENEWAL	08/20/92	74/305,824	11/01/94	1,861,444	REGISTERED	34
34 - cigarettes							
Country Value							
UNITED STATES	T00313US0 06/28/01 AU STATUS CHECK	09/11/92	74/312,630	03/28/95	1,886,699	REGISTERED	34
34 - cigarettes							
Crown's							
UNITED STATES	T00314US0 02/06/02 AFFIDAVIT OF USE	04/07/92	74/263,612	02/06/96	1,955,228	REGISTERED	34
34 - cigarettes							
Malibu Thins							
UNITED STATES	T00323US0 04/30/08 RENEWAL	03/15/67	266,718	04/30/68	848,102	REGISTERED	34
34 - cigarettes							
Maui							
UNITED STATES	T00324US0 05/17/04 RENEWAL	10/21/92	74/324,151	05/17/94	1,837,265	REGISTERED	34
34 - cigarettes							
Miscellaneous Design [Bull, Bull Durham]							
UNITED STATES	T00325US0 08/04/01 RD STATUS CHECK	04/17/67	72/269,277	03/12/68	845,757	REGISTERED	34
34 - cigarettes							
Miscellaneous Design [Winged Horse]							
UNITED STATES	T00327US0 12/11/02 RENEWAL	02/16/62	137,833	12/11/62	741,832	REGISTERED	34

COUNTRY	REFERENCE# <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
Raven							
UNITED STATES	T00336US0 06/11/02 AFFIDAVIT OF USE	04/19/93	74/379,957	06/11/96	1,979,956	REGISTERED	34
34 - cigarettes							
Special 10's & Design							
UNITED STATES	T00341US0 04/23/02 AFFIDAVIT OF USE	02/19/93	74/361,348	04/23/96	1,970,274	REGISTERED	34
34 - cigarettes							
Whitetail							
UNITED STATES	T00347US0 01/21/03 AFFIDAVIT OF USE	04/20/95	74/663,683	01/21/97	2,032,909	REGISTERED	34
34 - cigars							
Dixie Hot Sauce UNITED STATES	N/A	N/A	N/A	07/18/95	1,906,717	REGISTERED	

Commonwealth Brands, Inc.
ABANDONED APPLICATIONS AND REGISTRATIONS

ATTACHMENT C

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
Angler							
UNITED STATES	T00306US0	07/06/92	74/290,802			ABANDONED	34
	34 - cigarettes						
Bull Durham							
UNITED STATES	T00308US0	12/29/93	74/475,636			ABANDONED	34
	34 - ashtrays not of precious metal; cigarette boxes not of precious metal						
UNITED STATES	T00308US1	11/25/91	74/225,379			ABANDONED	14
	14 - watches						
UNITED STATES	T00308US2	11/25/91	74/225,501			ABANDONED	11
	11 - barbecue grills						
UNITED STATES	T00308US3	12/29/93	74/475,627			ABANDONED	25
	25 - beach floats for recreational use						
UNITED STATES	T00308US4	12/29/93	74/475,626			ABANDONED	16
	16 - account books, time management books, address books, appointment books, business record books, date books; calendars; posters; stationery sets, namely stationery boxes, writing paper and envelopes, pencils and pens; notecards; greeting cards; postcards; gift wrapping paper; playing cards						
UNITED STATES	T00308US5	03/17/97	75/258,150			ABANDONED	34
	34 - non-tobacco moist snuff						
UNITED STATES	T00308US6	12/29/93	74/475,635			ABANDONED	20
	20 - furniture chests; decorative pillows; decorative mirrors						
	22 - trunks for storage						
UNITED STATES	T00308US7	12/29/93	74/475,634			ABANDONED	09
	09 - weather thermometers						
	14 - ashtrays, cigarette boxes and tankards of precious metal; clocks						
UNITED STATES	T00308US8	12/29/93	74/475,632			ABANDONED	06
	06 - tinware, namely boxes and canisters; non-luminous and non-mechanical metal signs						
	21 - coasters, decorative collector plates, canister sets; tankards, serving trays and platters not of precious metals; trivets; bowls; mugs; beverage glassware						
UNITED STATES	T00308US9	12/29/93	74/475,630			ABANDONED	
	24 - beach towels, throw blankets						
UNITED STATES	T00308USB	12/29/93	74/475,628			ABANDONED	
	25 - clothing, namely, sweatshirts, boxer shorts, denim jackets, scarves, ties, caps, aprons						
UNITED STATES	T00308USD	11/25/91	74/224,923			ABANDONED	
	18 - leather and imitation leather goods, namely purses, luggage, saddles, wallets, knapsacks, suitcases, travel bags; umbrellas						
UNITED STATES	T00308USE	11/25/91	74/225,236			ABANDONED	
	20 - sleeping bags						
UNITED STATES	T00308USF	11/25/91	74/225,239			ABANDONED	
	09 - sunglasses						
UNITED STATES	T00308USG	11/25/91	74/225,380			ABANDONED	
	25 - men's and women's clothing; namely, headbands, wristbands, robes, blouses, undergarments, coats, dresses, jeans, warm-up suits, lingerie, sleepwear, pants, shirts, shorts, skirts, socks, suits, sun visors, suspenders, sweaters, T-shirts and beachwear; namely, bathing suits, cover-ups and sandals						
UNITED STATES	T00308USH	11/25/91	74/225,238			ABANDONED	
	42 - retail store and mail order catalog services featuring, tobacco products, luggage, stationery products, foods, clothing, novelty items, tableware, and audio and video recordings						

REVISED 615

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TRADEMARK

REEL: 002368 FRAME: 0808

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
C.W. Singles							
UNITED STATES	T00310US0	07/17/95	74/702,227			ABANDONED	34
34 - cigarettes sold in single quantities							
Canada Goose Brand							
CANADA	T00311CA0	01/14/93	720,554			ABANDONED	34
34 - smoking tobacco and cigarettes							
Commonwealth							
CANADA	T00312CA0	04/20/93	727,101			ABANDONED	34
34 - cigarettes							
Democrat							
UNITED STATES	T00315US0	03/17/97	75/258,405			ABANDONED	34
34 - cigars							
Dixie Kings							
UNITED STATES	T00316US0	09/18/92	74/314,918			ABANDONED	34
34 - cigarettes							
Dozens							
UNITED STATES	T00317US0	07/06/92	74/291,160			ABANDONED	34
34 - cigarettes							
Durham & Design [Bull]							
UNITED STATES	T00318US0	10/10/1919	71/123,596	11/02/1920	136,304	ABANDONED	34
34 - smoking and chewing tobacco							
Genera							
UNITED STATES	T00319US0	10/13/92	74/321,798			ABANDONED	34
34 - cigarettes							
GOP							
UNITED STATES	T00320US0	03/17/97	75/258,447			ABANDONED	34
34 - cigars							
Homegrown							
UNITED STATES	T00321US0	07/09/92	74/292,275			ABANDONED	34
34 - smoking tobacco							
Maui							
JAPAN	T00324JP0	03/25/93	30368/1993			ABANDONED	34
34 - cigarettes							
Miscellaneous Design [Riviera Heraldic Device]							
UNITED STATES	T00326US0	08/17/59	79,615	12/27/60	708,957	ABANDONED	34
34 - cigarettes							
Nation's Best							
UNITED STATES	T00330US0	09/27/93	74/440,564			ABANDONED	34
34 - cigarettes							

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Commonwealth Brands, Inc., a Kentucky Corporation (the "Grantor") with principal offices at 2200 Lapsley Lane, Bowling Green, Kentucky 42103, hereby assigns and grants to Bankers Trust Company, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of July 19, 2001 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 19th
day of July, 2001.

COMMONWEALTH BRANDS, INC., Grantor

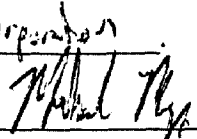
By John C Poling II
Name: John Poling
Title:

BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By Scotty D. Lindsey
Name: SCOTTY D. LINDSEY
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 19th day of July, 2001, before me personally came John Poling who, being by me duly sworn, did state as follows: that he is CEO/CFD of Commonwealth Brands, Inc., that he is authorized to execute the foregoing Grant on behalf of said Corporation and that he did so by authority of the Board of Directors of said Corporation.

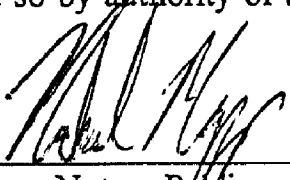


Notary Public

MICHAEL MAGGI
Notary Public, State of New York
No. 01MA6030598
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Sept. 13, 1001

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 19th day of July, 2001, before me personally came _____
Scott Hye Leubing who, being by me duly sworn, did state as follows: that [x]he is
Vice President of Bankers Trust Company, that [x]he is authorized to execute the
foregoing Grant on behalf of said corporation and that [x]he did so by authority of the Board of
Directors of said corporation.



Notary Public

MICHAEL MAGGI
Notary Public, State of New York
No. 01MA6030598
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Sept. 13, 1001