

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Commonwealth Brands, Inc.		12/22/2005	CORPORATION: KENTUCKY

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Deutsche Bank Trust Company Americas
<b>Street Address:</b>	60 Wall Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10005
<b>Entity Type:</b>	Collateral Agent:

**PROPERTY NUMBERS Total: 28**

Property Type	Number	Word Mark
Registration Number:	1849554	BRAHMAN
Registration Number:	845757	
Registration Number:	831334	BULL DURHAM
Registration Number:	1680540	BULL DURHAM
Registration Number:	1836339	CANADA GOOSE BRAND
Registration Number:	1861444	COMMONWEALTH
Registration Number:	1886699	COUNTRY VALUE
Registration Number:	1468603	MALIBU
Registration Number:	848102	MALIBU THINS
Registration Number:	1837265	MAUI
Registration Number:	737762	MONTCLAIR
Registration Number:	1667805	MONTCLAIR M
Registration Number:	1979956	RAVEN
Registration Number:	692699	RIVIERA

**CH \$715.00 1849554**

Registration Number:	1867767	SONOMA
Registration Number:	2905753	USA GOLD
Registration Number:	1903775	USA GOLD
Registration Number:	2032909	WHITETAIL
Registration Number:	741832	
Registration Number:	2242656	NATURAL BLEND
Registration Number:	2258241	NATURAL BLEND
Serial Number:	78671635	Z
Serial Number:	78671622	RHYTHM
Serial Number:	78671618	GREENBRIAR
Serial Number:	78671614	STYX
Serial Number:	78671613	CHARLESTON
Serial Number:	78642565	PIEDMONT
Serial Number:	78641314	CROWN'S

**CORRESPONDENCE DATA**

Fax Number: (212)354-8113  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 819-8753  
Email: trademarkdocket@whitecase.com  
Correspondent Name: Meredith Schorr c/o White & Case LLP  
Address Line 1: 1155 Avenue of the Americas  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1849554+27
NAME OF SUBMITTER:	Meredith Schorr
Signature:	/Meredith Schorr/
Date:	12/28/2005

Total Attachments: 8  
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**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 corporation existing under the laws of Kentucky (the "Grantor") with principal offices at 900 Church Street, Bowling Green, Kentucky, hereby assigns and grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, under and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule 1 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 December 22, 2005 (as amended, modified, restated and/or supplemented 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 22 day of  
December, 2005.

COMMONWEALTH BRANDS, INC., Grantor


By: John C. Polyc, II  
Name: John C. Polyc, II  
Title: Chief Executive Officer /  
President

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By: \_\_\_\_\_  
Name:  
Title:

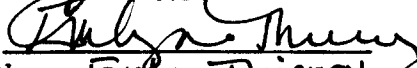
By: \_\_\_\_\_  
Name:  
Title:

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By: 

Name: Omayra Laucella

Title: Vice-President

By: 

Name: Evelyn Thierry

Title: Vice President

STATE OF New York )  
COUNTY OF New York ) ss.:

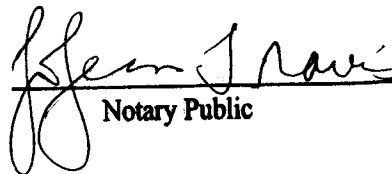
On this \_\_\_ day of December, 2005, before me personally came John C. Potting, II  
who, being by me duly sworn, did state as follows: that [s]he is Chief Executive Officer/  
President of  
Commonwealth Brands, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of  
said corporation and that [s]he did so by authority of the [Board of Directors] of said corporation.

Adam Greenhouse  
Notary Public

**ADAM GREENHOUSE**  
Notary Public, State of New York  
No. 01GR6109518  
Qualified in New York County  
Commission Expires May 10, 2008

STATE OF New York  
COUNTY OF New York ss:

On this 19<sup>th</sup> day of DEC., 2005 before me personally came OMAYRA  
LANCELLA who, being by me duly sworn, did state as follows: that [s]he is  
VICE PRESIDENT of Deutsche Bank Trust Company Americas, that [s]he is authorized to  
execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of  
the Board of Directors of said corporation.

  
Notary Public

JOJEAN TRAVIS  
Registration No. 01TR5013241  
New York County  
July 15, 2007



**SCHEDULE 1****U.S. TRADEMARK REGISTRATIONS**

<b><u>Marks (Registered)</u></b>	<b><u>Registration Date</u></b>	<b><u>Registration No.</u></b>
Brahman	August 9, 1994	1,849,554
#Bull Device	March 12, 1968	845,757
#Bull Durham	July 4, 1967	831,334
#Bull Durham & Label with Bull Device	March 24, 1992	1,680,540
Canada Goose Brand	May 10, 1994	1,836,339
Commonwealth	November 1, 1994	1,861,444
Country Value	March 28, 1995	1,886,699
*Malibu	December 8, 1987	1,468,603
*Malibu Thins	April 30, 1968	848,102
Maui	May 17, 1994	1,837,265
Montclair	September 18, 1962	737,762
Montclair and M Design	December 10, 1991	1,667,805
Raven	June 11, 1996	1,979,956
Riviera	February 9, 1960	692,699
Sonoma	December 13, 1994	1,867,767
USA Gold	November 30, 2004	2,905,753
USA Gold (design)	July 4, 1995	1,903,775
Whitetail	January 21, 1997	2,032,909
Winged Horse Design	December 11, 1962	741,832
Natural Blend	May 4, 1999	2,242,656

<b><u>Marks (Registered)</u></b>	<b><u>Registration Date</u></b>	<b><u>Registration No.</u></b>
Natural Blend	June 29, 1999	2,258,241
Z	July 15, 2005	78/671,635
Rhythm	July 15, 2005	78/671,622
Greenbriar	July 15, 2005	78/671,618
Styx	July 15, 2005	78/671,614
Charleston	July 15, 2005	78/671,613
Piedmont	June 2, 2005	78/642,565
Crown's	June 1, 2005	78/641,314