

3/1/2000

03-01-2000

FORM PTC



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101257834

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

1. Name of conveying party(ies):

Caribbean Cigar Company
(Florida Corporation)
Finova Capital Corporation
(Delaware Corporation)

Individual(s) Association
 General Partnership Other
 Limited Partnership
 Corporations
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name:
SJI Wholesale, Inc.
Street Address:
P. O. Box 50158
Knoxville, TN 37950
 Individual(s) citizenship:
 Association
 General Partnership
 Limited Partnership
 Corporation - Tennessee
 Other

3. Nature of conveyance:

Assignment Merger
 Change of Name Other -Release of Security
Interests
 Security Agreement

Execution Date: 2/17/99 and 2/15/00

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration (numbers):

A. Trademark Application No(s).

75/084, 590

B. Trademark Registration No(s).

2,136,120 2,176,732
2,092,730 2,080,156
2,062,126 2,082,479
2,082,480 2,050,423
2,289,898

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Robert O. Fox, Esq.
LUEDEKA, NEELY & GRAHAM, P.C.
P. O. Box 1871
Knoxville, TN 37901

6. Total number of applications and registrations involved:

10

7. Total fee (37CFR3.41) ... \$265

Enclosed
 Please charge to deposit account any missing or additional fee

8. Deposit Account No. 12-2355

03/02/2000 TTON11 00000095 75084590

01 FC:481 40.00 OP
02 FC:484 120.00 OP
03 FC:482 225.00 OP

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.

Robert O. Fox
Name of Person Signing

Signature

February 28, 2000
Date

Total number of pages including cover sheet: [5]

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Via Federal Express No. 808 032 2836 559
Date: February 29, 2000

TRADEMARK
REEL: 001996 FRAME: 0601

EXHIBIT "A"

TRADEMARK ASSIGNMENT AND RELEASE OF SECURITY INTERESTS

WHEREAS, Caribbean Cigar Company (a Florida Corporation) by and through its Chapter 7 Estate ("Caribbean") is the owner of certain trademarks including, but not limited to, the trademarks CELESTINO VEGA, C.V., MORRO CASTLE, RUM RUNNER, DOMINO PARK, CALLE OCHO, SIMPLE 70, FUN, CARIBBEAN CIGAR, PACHANGA, SIGNATURE COLLECTION, WEST INDIES VANILLA, ISLAND AMARETTO, FREE CUBA, associated logos, commercial symbols, and trademarks, labeled designs, trade names, and copy rights associated therewith, and logos (hereinafter collectively referred to as the "Marks") for use in connection with cigars and the manufacture and distribution of cigars, and the owner of the following United States Trademark Applications and Registrations for certain of the Marks:

<u>Mark</u>	<u>Reg. No. (Appl. Serial No.)</u>	<u>Issue Date (Filing Date)</u>
CELESTINO VEGA	2,136,120	2/10/98
CELESTINO VEGA & Design	2,092,730	9/2/97
C.V.	2,062,126	5/13/97
MORRO CASTLE	2,082,480	7/22/97
RUM RUNNER	2,050,423	4/8/97
DOMINO PARK	2,082,479	7/22/97
CALLE OCHO	2,080,156	7/15/97
FUN	2,176,732	7/28/98
FREE CUBA	(75/084,590)	(4/5/96)

(the above-mentioned Marks, Registrations and Applications being referred to hereinafter as the "Marks, Registrations and Applications");

WHEREAS, Finova Capital Corporation (a Delaware Corporation) has Security Interests in certain ones of the trademarks of Caribbean including, but not limited to,

- (1) a Security Agreement recorded in the U.S. Patent and Trademark Office on October 31, 1997, and recorded at Reel/Frame 1654/0233; and
- (2) a Security Agreement recorded in the U.S. Patent and Trademark Office on September 8, 1997, and recorded at Reel/Frame 1630/0799;

WHEREAS, pursuant to court order in Case No. 99-30466 in the United States Bankruptcy Court for the Eastern District of Knoxville, Caribbean has been ordered to deliver to Finova such documents or instruments as may be necessary to transfer to Finova the Marks, Registrations and Applications and all goodwill associated with such trademarks;

WHEREAS, SJI Wholesale, Inc. (a Tennessee Corporation) ("SJI") desires to obtain ownership of all trademarks of Caribbean including, but not limited to, the Marks, Registrations and Applications, and all goodwill of the business symbolized by such trademarks;

WHEREAS, the parties desire that Finova fully release all of its Security Interests in the trademarks of Caribbean and that ownership of all trademarks of Caribbean including, but not limited to, the Marks, Registrations and Applications, and all goodwill of the business symbolized by such trademarks be transferred to SJI;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged,

- (1) Finova has released and hereby does fully release all of its present Security Interests claimed in any trademark of Caribbean including, but not limited to, the security interest recorded at Reel/Frame 1654/0233 and the security interest recorded at Reel/Frame 1630/0799; and

- (2) Finova and Caribbean have assigned and hereby do assign to SJI, all of their right, title and interest in and to all trademarks of Caribbean including, but not limited to, the Marks, Registrations and Applications, together with the goodwill of the business symbolized by all such trademarks, and copy rights associated therewith, throughout the World and all present and past rights of action associated therewith, free and clear of all liens and encumbrances.

FINOVA CAPITAL CORPORATION

Date: 2/17/00

By: Raymond F. Eichler
Name: RAYMOND F. EICHLER
Title: AVP

STATE OF New York
COUNTY OF New York :SS

Before me, Gladys Maldonado, of the state and county mentioned, personally appeared Raymond F. Eichler with whom I am personally acquainted, and who acknowledged that he or she is the Assistant Vice President of Finova Capital Corporation and that he or she as such executed the within instrument for the purpose therein contained.

WITNESS my hand and seal, at office in New York,
New York this 17th day of February, 2000.

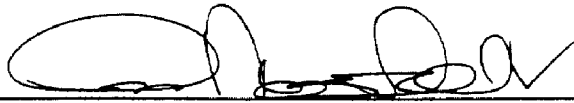
Gladys Maldonado
Notary Public

My Commission Expires: March 17, 2001

GLADYS MALDONADO
Notary Public, State of New York
No. 01MA5074495 Queens County
Term Expires March 17 19 2001

CARIBBEAN CIGAR COMPANY

Date: 2/15/00

By: 
Name: Ann Mostoller, Attorney at Law
Title: Chapter 7 Trustee

STATE OF Tennessee
COUNTY OF Knox :ss

Before me, Cynthia S. Allin, of the state and county mentioned, personally appeared Ann Mostoller, Attorney at Law, with whom I am personally acquainted, and who acknowledged that she is the Chapter 7 Trustee of Caribbean Cigar Company and that she executed the within instrument for the purpose therein contained.

WITNESS my hand and seal, at office in Knoxville,
Tennessee, this 15th day of February, 2000.

Cynthia S. Allin
Notary Public

My Commission Expires: 2/15/00

MWG/MISC/TRADE-1.DOC/February 14, 2000