

08-17-2001



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

8-13-01

1. Name of conveying party(ies):
Bank One, Kentucky, NA

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation-State-
 Other **National Bank Association**

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

2. Name and Address of Receiving party(ies):
 Name: **Commonwealth Brands, Inc.**
 Street Address: **2200 Lapsley Lane**

City: **Bowling Green**
 State: **Kentucky** Zip: **42103**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State **Kentucky**
 Other

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other **Notice of Termination of Security Interests in Trademarks**

Execution Date: **August 7, 2001**

If assignee is not domiciled in the United States, a domestic representative designated is attached:

Yes No

(Designation must be a separate document from Assignment.)
 Additional name(s) & address(es) attached?
 Yes No

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

A. Trademark application No.(s) \ B. Trademark Registration No.(s)

Additional numbers attached? Yes No

831 334

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

Name: **William H. Hollander**
Wyatt, Tarrant & Combs, LLP
 Street Address: **2600 Citizens Plaza**

City: **Louisville,**
 State: **Kentucky** Zip: **40202**

6. Total number of applications and registrations involved:
22

7. Total fee (37 CRF § 3.41) **\$565.00**

Enclosed
 Authorized to be charged to deposit account

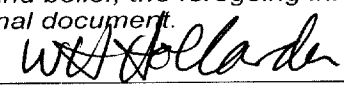
8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account.)

08/17/2001 TBIAZ1 00000002 831334
 01 FC:481 40.00 OP
 02 FC:482 525.00 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.

William H. Hollander 
 Name of person signing Signature

Aug. 8, 2001
 Date

Total number of pages comprising cover sheet: 2

Attachment to Cover Sheet

831,334
1,468,603
737,762
1,667,805
2,258,241
2,242,656
692,699
1,867,767
1,903,775
1,849,554
1,680,540
1,836,339
1,861,444
1,886,699
1,955,228
848,102
1,837,265
845,757
741,832
1,979,956
1,970,274
2,032,909

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**NOTICE OF TERMINATION OF
SECURITY INTERESTS IN TRADEMARKS**

WHEREAS, COMMONWEALTH BRANDS, INC., a Kentucky corporation, with its chief executive office at 2200 Lapsley Lane, Bowling Green, Kentucky 42103 ("Commonwealth"), has granted and conveyed unto **BANK ONE, KENTUCKY, NA**, a national banking association, in its capacity as Collateral Agent (the "Collateral Agent") pursuant to that certain Loan and Security Agreement dated as of November 25, 1998, by and among Commonwealth, Bank One, and the Lenders, as such term is defined therein (Bank One and the Lenders collectively are referred to herein as the "Secured Parties"), a security interest in and to the trademarks set forth on **Exhibit A** (the "Marks"), all as more fully stated in that certain Trademark Collateral Assignment and Security Agreement dated as of November 25, 1998 (the "Assignment");

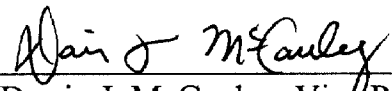
WHEREAS, a collateral assignment of the Marks was recorded in the United States Patent and Trademark Office beginning at Reel 1827, Frame 0638;

WHEREAS, the Secured Parties no longer claim any security interests in the Marks or their registrations;

NOW THEREFORE, the Collateral Agent, for itself and for the other Secured Parties, does hereby confirm the termination of the Collateral Agent's and the Secured Parties' security interests in the trademarks listed on **Exhibit A** and the registrations therefor, and in the goodwill of the business symbolized by said trademarks and registrations.

"Collateral Agent"

BANK ONE, KENTUCKY, NA, a national banking association, in its capacity as Collateral Agent

By: 
Darrin J. McCauley, Vice President

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF JEFFERSON)

BEFORE ME, the undersigned, a Notary Public for the Commonwealth of Kentucky, on this day personally appeared Darrin J. McCauley, Vice President of Bank One, Kentucky, NA, a national banking association, known to me to be the person and officer whose signature is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Bank One, Kentucky, NA, a national banking association, and that he executed the instrument as the act of such national banking association for the purposes therein expressed, and in the capacity therein given.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 7th day of August, 2001.

Catherine H. Minahan

Notary Public

Exhibit A
to
Notice of Termination of Security Interests in Trademarks

COUNTRY	REFERENCE # <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
Bull Durham UNITED STATES	T00308USC <i>08/04/01 RD STATUS CHECK</i>	06/14/66	72/248,004	07/04/67	831,334	REGISTERED	34
34 - smoking tobacco and cigarettes							
Malibu UNITED STATES	T00322USO <i>12/08/07 RENEWAL</i>	05/21/87	662,148	12/08/87	1,468,603	REGISTERED	34
34 - cigarettes							
Montclair UNITED STATES	T00328USO <i>09/18/02 RENEWAL</i>	12/27/61	134,718	09/18/62	737,762	REGISTERED	34
34 - cigarettes							
Montclair M & Design UNITED STATES	T00329USO <i>12/10/01 RENEWAL</i>	01/10/91	74/129,427	12/10/91	1,667,805	REGISTERED	34
34 - cigarettes							
Natural Blend UNITED STATES	T00332USO <i>06/29/05 AFFIDAVIT OF USE</i>	12/22/97	75/408,881	06/29/99	2,258,241	REGISTERED	34
34 - cigarettes							
Natural Blend & Design UNITED STATES	T00333USO <i>05/04/05 AFFIDAVIT OF USE</i>	12/23/97	75/410,156	05/04/99	2,242,656	REGISTERED	34
34 - cigarettes							
Riviera UNITED STATES	T00339USO <i>02/09/10 RENEWAL</i>	07/28/59	72/078,164	02/09/60	692,699	REGISTERED	34
34 - cigarettes							
Sonoma UNITED STATES	T00340USO <i>12/13/04 RENEWAL</i>	09/18/92	74/314,904	12/13/94	1,867,767	REGISTERED	34
34 - cigarettes							

COUNTRY	REFERENCE # <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
USA Gold & Design UNITED STATES	T00344US1 <i>07/04/01 AFFIDAVIT OF USE</i>	07/06/92	74/291,461	07/04/95	1,903,775	REGISTERED	34
34 - cigarettes							
Brahman UNITED STATES	T00307USO <i>08/09/04 RENEWAL</i>	07/06/92	74/291,163	08/09/94	1,849,554	REGISTERED	34
34 - cigars							
Bull Durham & Design UNITED STATES	T00309USO <i>08/04/01 RD STATUS CHECK</i>	01/22/91	74/132,518	03/24/92	1,680,540	REGISTERED	34
34 - cigarettes							
Canada Goose Brand UNITED STATES	T00311USO <i>05/10/04 RENEWAL</i>	01/25/93	74/352,435	05/10/94	1,836,339	REGISTERED	34
34 - smoking tobacco and cigarettes							
Commonwealth UNITED STATES	T00312USO <i>11/01/04 RENEWAL</i>	08/20/92	74/305,824	11/01/94	1,861,444	REGISTERED	34
34 - cigarettes							
Country Value UNITED STATES	T00313USO <i>06/28/01 AU STATUS CHECK</i>	09/11/92	74/312,630	03/28/95	1,886,699	REGISTERED	34
34 - cigarettes							
Crown's UNITED STATES	T00314USO <i>02/06/02 AFFIDAVIT OF USE</i>	04/07/92	74/263,612	02/06/96	1,955,228	REGISTERED	34
34 - cigarettes							
Malibu Thins UNITED STATES	T00323USO <i>04/30/08 RENEWAL</i>	03/15/67	266,718	04/30/68	848,102	REGISTERED	34
34 - cigarettes							
Maui UNITED STATES	T00324USO <i>05/17/04 RENEWAL</i>	10/21/92	74/324,151	05/17/94	1,837,265	REGISTERED	34
34 - cigarettes							

COUNTRY	REFERENCE # <i>Next Action Due</i>	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
Miscellaneous Design [Bull, Bull Durham] UNITED STATES	T00325USO <i>08/04/01 RD STATUS CHECK</i>	04/17/67	72/269,277	03/12/68	845,757	REGISTERED	34
34 - cigarettes							
Miscellaneous Design [Winged Horse] UNITED STATES	T00327USO <i>12/11/02 RENEWAL</i>	02/16/62	137,833	12/11/62	741,832	REGISTERED	34
34 - cigarettes							
Raven UNITED STATES	T00336USO <i>6/11/02 AFFIDAVIT OF USE</i>	04/19/93	74/379,957	06/11/96	1,979,956	REGISTERED	34
34 - cigarettes							
Special 10's & Design UNITED STATES	T00341USO <i>04/23/02 AFFIDAVIT OF USE</i>	02/19/93	74/361,348	04/23/96	1,970,274	REGISTERED	34
34 - cigarettes							
Whitetail UNITED STATES	T00347USO <i>01/21/03 AFFIDAVIT OF USE</i>	04/20/95	74/663,683	01/21/97	2,032,909	REGISTERED	34
34 - cigars							