



03-07-02

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FORM PTO-1574
1-31-92

03-21-2002

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



102025057

To the Honorable Commissioner of Patents and Trademarks, Washington, DC 20231

Attached original documents or copy thereof.

1. Name of conveying party(ies):

P.T.C. Brands, Inc.

3.6.02

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other _____

- Association
- Limited Partnership

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

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

Name: The Pinkerton Tobacco Company

Internal Address: _____

Street Address: Concord Plaza
3411 Silverside Road
204B Weldin Building

City Wilmington State DE ZIP 19810

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: January 1, 2002

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

A. Trademark Application No.(s) See attached schedule

B. Trademark registration No.(s) See attached schedule

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, NY 10036

Attn.: Jennifer Hamilton, Esq.

File No.: 3057-308-999

6. Total number of applications and registrations involved: 161

7. Total fee (37 CFR 3.41):.....\$ 4040.00

Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

03/21/2002 6TON11 00000018 161150 75713303

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:982 4040.00 CH
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.

Jennifer A. Hamilton, Esq.

Name of Person Signing Reg. No.


Signature

March 6, 2002
Date

Total number of pages comprising cover sheet: 11

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

TRADEMARK
REEL: 002464 FRAME: 0312

NY2 - 1293620.1

SCHEDULE A

Trademark Schedule

<u>Mark</u>	<u>Appl. No.</u>	<u>Appl. Date</u>
CINCO	75/713,303	May 25, 1999
COUNTRY PRIDE	76/233,074	April 2, 2001
CUSTOM BLEND PIPE TOBACCO FROM ROYAL HOUSE LTD. and Design	75/643,299	Feb. 18, 1999
EXALT	76/186,445	Dec. 27, 2000
FOLLOW YOUR INSTINCTS	76/336,308	Nov. 9, 2001
GOLDEN BLEND	76/165,161	Nov. 15, 2000
GRIZZLY	75/152,298	Aug. 19, 1996
JUST PUT IT IN YOUR UPPER LIP AND GUM AND GO	76/336,317	Nov. 9, 2001
KENTUCKY NO. 1	75/934,482	March 1, 2000
LEADERS STAND APART BUT NOT ALONE	76/335,962	Nov. 9, 2001
LIVE LARGE	76/336,319	Nov. 9, 2001
LONGHORN	76/186,444	Dec. 27, 2000
NATUR	75/934,484	March 1, 2000
NO SPITTING, NO HASSLES	76/336,318	Nov. 9, 2001
PREMIUM TOBACCO AT A SENSIBLE PRICE	76/336,307	Nov. 9, 2001
RED PRIDE	76/233,331	April 2, 2001
RED MAN SELECT	75/448,509	March 11, 1998
RED ROCK SWEETS	75/376,968	Oct. 21, 1997
RED MAN PRO-AM and (Triangle) Design	75/706,588	May 14, 1999
RED LION	76/233,330	April 2, 2001
RED MAN PRO-AM and (Rectangle) Design	75/706,587	May 14, 1999
SEQUOIA	75/934,483	March 1, 2000
SEQUOIA and Design	76/168,520	Nov. 20, 2000
SEQUOIA MOUNTAIN CIDER	76/105,841	Aug. 9, 2000

NY2 - 1274435.1

SCHEDULE A

Trademark Schedule

<u>Mark</u>	<u>Appl. No.</u>	<u>Appl. Date</u>
SEQUOIA CINNAMON ICE	76/105,837	Aug. 9, 2000
SHADOW	76/024,535	April 13, 2000
SHADOW	75/721,754	June 4, 1999
SKIA	76/186,442	Dec. 27, 2000
SOUTHERN PRIDE RACING	76/233,073	April 2, 2001
SPUR	76/017,407	April 4, 2000
STAND TALL	76/366,316	Nov. 9, 2001
STEEL MILL	76/186,441	Dec. 27, 2000
STOCKHOLM NO. 1	75/934,481	March 1, 2000
TASTE THE SPIRIT	76/336,315	Nov. 9, 2001
THE SMOKELESS ALTERNATIVE TO LIGHTING UP	76/336,302	Nov. 9, 2001
TIMBER WOLF and Design	76/156,543	Nov. 1, 2000
TIMBER WOLF RODEO	76/135,638	Sept. 26, 2000
TIPAROMA	75/802,519	Sept. 16, 1999
TOBACCO SATISFACTION IN A POUCH	76/336,309	Nov. 9, 2001
TRUST YOUR SENSES	76/336,214	Nov. 9, 2001
TWIST	75/934,480	March 1, 2000
VAN DYCK	75/802,517	Sept. 16, 1999
WHITE OWL and Design	75/802,520	Sept. 16, 1999
WOODRIDGE CHOICE	75/934,485	March 1, 2000

SCHEDULE A

Trademark Schedule

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
A WORLD OF TASTE FOR EVERY TRUE PIPE SMOKER	2,398,647	Oct. 24, 2000
ALADDIN and Design	150,883	Jan. 10, 1922
AMERICA'S BEST CHEW	1,452,446	Aug. 11, 1987
APPLE and Design	869,284	May 13, 1969
BIG DUKE and Design	1,263,133	Jan. 3, 1984
BIG NINE	848,499	May 7, 1968
BIG DUKE	1,166,723	Aug. 25, 1981
BLACK CLIPPER	1,158,296	June 23, 1981
BLACKBEARD'S TREASURE	2,236,189	March 30, 1999
BLAZER	1,878,267	Feb. 7, 1995
BOBBIE and Design	165,753	March 20, 1923
BON VOYAGE	2,241,308	April 20, 1999
BRASS RAIL	848,506	May 7, 1968
BRAVADOS	853,060	July 23, 1968
BRAVURA	854,524	Aug. 13, 1968
BROWN'S MULE and Design	864,141	Jan. 28, 1969
CAROLA	747,808	April 9, 1963
CHARGER	1,188,005	Jan. 26, 1982
CHESTERFIELD CIGARS and Design	118,351	Aug. 28, 1917
CLIPPER (Stylized Letters)	150,881	Jan. 10, 1922
COCOA BAY	2,243,835	May 4, 1999
COLD SPRINGS	1,215,165	Nov. 2, 1982
COMSTOCK	1,243,827	June 28, 1983
CONQUEST	1,876,068	Jan. 24, 1995
COUNTRY GENTLEMAN	1,042,464	June 29, 1976

NY2 - 1274435.1

SCHEDULE A

Trademark Schedule

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
CRYSTALS (Stylized Letters)	551,686	Dec. 4, 1951
CULVER BROTHERS	1,269,421	March 6, 1984
CUP and Design	864,142	Jan. 28, 1969
CUSTOMROLD and Design	801,693	Jan. 11, 1966
CYCLONE	1,188,006	Jan. 26, 1982
CYCLONE	2,111,386	Nov. 4, 1997
DAYS O WORK and Design	864,140	Jan. 28, 1969
DESIGN ONLY (Robert Burns in Circle)	1,158,298	June 23, 1981
DESIGN ONLY (Robert Burns in Rectangle)	1,158,297	June 23, 1981
DESIGN ONLY (Robt. Burns)	682,770	Aug. 4, 1959
DESIGN ONLY (Picture of a Cowboy Pulling Two Pack Horses)	1,155,817	May 26, 1981
DESIGN ONLY (Colors Gold Bronze Brown and Beige Crest Within Rectangle)	1,256,336	Nov. 1, 1983
DESIGN ONLY (White Owl)	779,753	Nov. 10, 1964
DISCOVER THE WORLD'S RICHEST FLAVORS	2,319,073	Feb. 15, 2000
ENFIELD	1,249,981	Aug. 30, 1983
ENGLISH CORONAS	1,631,056	Jan. 8, 1991
FRESHGARD	1,561,784	Oct. 24, 1989
GALLANTES	861,883	Dec. 17, 1968
GAME COCK	1,188,007	Jan. 26, 1982
GRAN PREMIO	1,011,679	May 27, 1975
GRAN CORONA <CROWN>	1,043,719	July 13, 1976
GRANGER SELECT (Stylized Letters)	1,352,011	July 30, 1985
GRANGER SELECT CHEWING TOBACCO PREMIUM LEAF and Design	1,353,195	Aug. 6, 1985

SCHEDULE A

Trademark Schedule

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
GRANGER (Stylized Letters)	401,584	May 25, 1943
GRANGER	690,792	Jan. 5, 1960
GRANGER ROUGH CUT and Design	194,263	Jan. 20, 1925
HERCULES	1,188,008	Jan. 26, 1982
HIGH CARD	1,219,355	Dec. 7, 1982
HORSE SHOE	1,237,589	May 10, 1983
IRBY'S BLACK LEAF and Design	150,880	Jan. 10, 1922
J.D.'S BLEND	1,850,406	Aug. 16, 1994
KING BEE	1,237,588	May 10, 1983
MAGNUM	1,368,049	Oct. 29, 1985
MASTERPIECE	755,811	Sept. 3, 1963
MOISTURE-LOCK	1,290,579	Aug. 14, 1984
OUTDOORS ILLUSTRATED	2,404,582	Nov. 14, 2000
PAY CAR	848,104	April 30, 1968
PAY CAR CIGARETTES PAY CAR "GOOD AS GOLD" and Design	191,763	Nov. 18, 1924
PITTMAN'S CHOICE	1,233,866	April 5, 1983
PLOW BOY	1,024,835	Nov. 11, 1975
R. J. GOLD	1,160,236	July 7, 1981
RANCHEROS <RANCHER>	854,010	Aug. 6, 1968
RANGER	1,215,166	Nov. 2, 1982
RED MAN GOLDEN BLEND (Stylized Letters)	1,476,139	Feb. 9, 1988
RED MAN	1,654,066	Aug. 13, 1991
RED MAN TOURNAMENT TRAIL & Design	2,498,027	Oct. 16, 2001
RED MAN and Design	1,195,350	May 11, 1982

SCHEDULE A**Trademark Schedule**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
RED MAN TOURNAMENT TRAIL	2,498,026	Oct. 16, 2001
RED MAN and Design	1,120,150	June 12, 1979
RED CHIEF	2,035,881	Feb. 4, 1997
RED MAN	844,874	Feb. 27, 1968
RED HORSE	847,813	April 23, 1968
RED MAN and Design	2,142,010	March 10, 1998
RED MAN ALL-AMERICAN PULLING SERIES	2,253,532	June 15, 1999
RENEGADES	1,349,916	July 16, 1985
RILLO	833,575	Aug. 15, 1967
ROBT. BURNS	682,769	Aug. 4, 1959
ROYAL HOUSE LTD	765,733	March 3, 1964
ROYAL HOUSE LTD.	2,316,527	Feb. 8, 2000
SELECT CHEWING TOBACCO and Design	2,364,359	July 4, 2000
SEQUOYAH SELECT and Design	2,283,039	Oct. 5, 1999
SEQUOYAH SELECT (Stylized Letters)	2,283,041	Oct. 5, 1999
SHADOW	2,334,603	March 28, 2000
SOUTHERN PRIDE	1,304,051	Nov. 6, 1984
SOUTHERN CROWN	1,243,826	June 28, 1983
SPARK PLUG	1,027,521	Dec. 16, 1975
STRAIGHT MOIST SNUFF NIGHT HAWK 20 POUCHES and Design	1,526,051	Feb. 21, 1989
SWEEP-STAKES and Design	864,144	Jan. 28, 1969
TIJUANA SMALLS	923,728	Nov. 16, 1971
TIMBER WOLF	1,539,498	May 16, 1989
TIMBER WOLF RACING	2,316,275	Feb. 8, 2000

SCHEDULE A**Trademark Schedule**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
TINSLEY'S	1,024,834	Nov. 11, 1975
TIP TOP (Stylized Letters)	299,361	Nov. 29, 1932
TIPARILLO	730,298	April 24, 1962
TOTEMS	1,549,438	July 25, 1989
TRAPPER	1,216,973	Nov. 16, 1982
TRIPLE CROWN and Design	988,758	July 23, 1974
TRIPLE CROWN	1,252,405	Sept. 27, 1983
TROPICAL BREEZE	2,236,190	March 30, 1999
TWICE AS LONG	1,921,132	Sept. 19, 1995
UNION STANDARD	709,239	Jan. 3, 1961
UNION STATION and Design	1,202,277	July 20, 1982
VELVET (Stylized Letters)	136,516	Nov. 2, 1920
W. N. TINSLEY and Design	1,024,837	Nov. 11, 1975
WALKER EXTRA	1,272,093	March 27, 1984
WELLMAN'S	1,294,827	Sept. 11, 1984
WHITE OWL	683,560	Aug. 18, 1959
WHITE OWL BRAND GENERAL CIGAR CO., INC and Design	150,823	Jan. 10, 1922
WILLOWS	772,134	June 30, 1964
WINKS	1,710,843	Aug. 25, 1992
WM PENN	682,766	Aug. 4, 1959
WOODSMAN	1,208,852	Sept. 14, 1982

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"P.T.C. BRANDS, INC.", A DELAWARE CORPORATION,

"SMNA FINANCIAL CORPORATION", A DELAWARE CORPORATION,

"STERLING TOBACCO COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "THE PINKERTON TOBACCO COMPANY" UNDER THE NAME OF "THE PINKERTON TOBACCO COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A. D. 2001, AT 9:45 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A. D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2159366 8100M

AUTHENTICATION: 1474935

010608325

DATE: 11-30-01

TRADEMARK
REEL: 002464 FRAME: 0320

**CERTIFICATE OF MERGER
OF
P.T.C. BRANDS, INC.
AND
STERLING TOBACCO COMPANY
AND
SMNA FINANCIAL CORPORATION
INTO
THE PINKERTON TOBACCO COMPANY**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

Sterling Tobacco Company	Delaware
P.T.C. Brands, Inc.	Delaware
SMNA Financial Corporation	Delaware
The Pinkerton Tobacco Company	Delaware

SECOND: That a Plan of Reorganization has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with § 251.

THIRD: That this merger is to take place and become effective on January 1, 2002.

FOURTH: That upon the effective date of this merger, each share of stock of Sterling Tobacco Company, P.T.C. Brands, Inc., and SMNA Financial Corporation shall cease to be outstanding and shall be cancelled and these corporations will cease to exist as separate corporate entities.

FIFTH: That the name of the surviving corporation of the merger is The Pinkerton Tobacco Company.

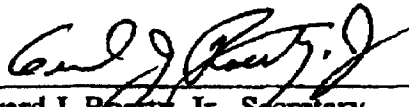
SIXTH: That the certificate of incorporation of The Pinkerton Tobacco Company, a Delaware corporation, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

SEVENTH: That the executed Plan of Reorganization is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 103 Springer Building, 3411 Silverside Road, Wilmington, DE 19810.

EIGHTH: That the surviving corporation upon request will furnish a copy of the Plan of Reorganization.

IN WITNESS WHEREOF, The Pinkerton Tobacco Company has caused the Certificate to be signed by Gerard J. Roerty, Jr., its authorized officer, this 8th day of November, 2001.

THE PINKERTON TOBACCO COMPANY

By: 
Gerard J. Roerty, Jr., Secretary