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To the Honorable Commissioner of

100915567

Attached original documents or copy thereof.

1. Name of conveying party(ies):

National Westminster Bank PLC
175 Water Street
New York, NY 10038

- Individual(s)
- General Partnership
- Corporation-State
- Other Banking Corporation
- Association
- Limited Partnership

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

3. Nature of conveyance:

- MRD 12-3-98
- Assignment
 - Security Agreement
 - Other Termination and Release of Security Interest
 - Merger
 - Change of Name

Execution Date: December 2, 1998

2. Name and address of receiving party(ies)

Name: National Tobacco Company, L.P.

Internal Address: _____

Street Address: 257 Park Avenue South, 7th Floor

City: New York State: NY Zip: 10010-7304

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

L & M - Reg. No. 582,520

Additional numbers attached? Yes No

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

Name: Keri A. Christ, Esq.

Internal Address: Milbank, Tweed, Hadley & McCloy (Counsel for owner of record Eve Holdings Inc., successor-in-interest to Chesterfield Assets Inc. of Reg. No. 582,520)

Street Address: 1 Chase Manhattan Plaza

City: New York State: NY ZIP: 10005

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-3250

(Attach duplicate copy of this page if paying by deposit account)

12/07/1998 JSW/ARZZ 00000079 133250 382520

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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.

Keri A. Christ
Name of Person Signing

[Signature]
Signature

December 2, 1998
Date

Total number of pages including cover sheet, attachments, and document: 5

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

RELEASE

RELEASE, dated as of December 2, 1998, effective retroactively as of June 25, 1997 ("Release"), among **NORTH ATLANTIC TRADING COMPANY, INC., NATIONAL TOBACCO COMPANY, L.P., NORTH ATLANTIC OPERATING COMPANY, INC., NATIONAL TOBACCO FINANCE CORPORATION, and NATIONAL WESTMINSTER BANK PLC**, in its individual capacity and as Collateral Agent for the Secured Creditors. Capitalized terms used herein shall have the meanings specified herein or, if not defined herein, the meanings specified in the Security Agreement.

WITNESSETH

WHEREAS, North Atlantic Trading Acquisition Company, Inc. (now known as North Atlantic Trading Company, Inc.) National Tobacco Company, L.P., North Atlantic Operating Company, and National Tobacco Finance Corporation, as Assignors (collectively "Assignors"), and National Westminster Bank PLC, as Collateral Agent for the Secured Creditors and Assignee ("Assignee"), have entered into a Security Agreement, dated as of June 25, 1997 ("Security Agreement"), providing for the grant of security interests in various assets;

WHEREAS, such assets included various trademarks, as set forth in the Schedule of Trademarks attached as Annex D to the Security Agreement ("Annex D");

WHEREAS, Assignors recently discovered that Annex D inadvertently included a certain trademark which was not owned by any of Assignors;

WHEREAS, Assignors and Assignee desire to correct this inadvertent error;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained as well as in the Security Agreement, the parties hereto agree as follows:

The Schedule of Trademarks attached as Annex D to the Security Agreement, previously amended by a Release between the parties hereto dated January 15, 1998, is hereby amended to delete the following trademark: L & M (stylized) Reg. No. 582,580 "Deleted Mark"). A copy of a Revised Schedule of Trademarks reflecting this amendment is attached hereto, as Rev. Amended Annex D.

Assignee confirms that Assignors did not violate the Security Agreement by the inadvertent inclusion of the Deleted Mark in the Security Agreement.

This Release may be executed in counterparts which, taken together, will constitute one and the same agreement and will be effective once executed by both parties, and a faxed copy of the signature page shall be enforceable as if it contained the original signature.

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|-------------------|------------|---------|--------------------|------------|-----|
| Post-It® Fax Note | 7671 | Date | 12/18/98 | # of pages | 3 |
| To | Keri Craig | From | Devin W. [unclear] | | |
| Co./Dept. | | Co. | | | 670 |
| Phone # | - 5049 | Phone # | 418 - 45924 | | |
| Fax # | 530 - 0205 | Fax # | 418 - 4594 | | |

IN WITNESS WHEREOF, the parties hereto have caused this Release to be executed and delivered by their duly authorized officers as of the date first above written.

NORTH ATLANTIC TRADING COMPANY, INC.
(formerly known as NORTH ATLANTIC TRADING ACQUISITION COMPANY, INC.),
as Assignor

By *J. S. Hay*
Name: Jeffrey S. Hay
Title: Executive Vice President & General Counsel

NATIONAL TOBACCO COMPANY, L.P.,
as Assignor

BY: NATIONAL TOBACCO FINANCE CORPORATION, as its General Partner

By *J. S. Hay*
Name: Jeffrey S. Hay
Title: Executive Vice President & General Counsel

NORTH ATLANTIC OPERATING COMPANY, INC.,
as Assignor

By *J. S. Hay*
Name: Jeffrey S. Hay
Title: Executive Vice President & General Counsel

NATIONAL TOBACCO FINANCE CORPORATION,
as Assignor

By *J. S. Hay*
Name: Jeffrey S. Hay
Title: Executive Vice President & General Counsel

NATIONAL WESTMINSTER BANK PLC,
as Collateral Agent, as Assignee

By *Andrew S. Weinberg*
Name: Andrew S. Weinberg
Title: Senior Vice President

Security Agreement

ReAmended ANNEX D

Amended Schedule of Trademarks

| <u>Trademark Name</u> | <u>Registration Number</u> | <u>Type of Trademark (US Class)</u> | <u>Date Registered</u> |
|--|----------------------------|-------------------------------------|------------------------|
| Open Book | 438,344 | 17 | April 13, 1948 |
| Polar | 438,345 | 17 | April 13, 1948 |
| Honest | 438,346 | 17 | April 13, 1948 |
| Blue Rings | 439,796 | 17 | April 20, 1948 |
| Brotherhood | 439,799 | 17 | July 20, 1948 |
| Just Suits | 501,103 | 17 | July 20, 1948 |
| Ripple | 501,105 | 17 | July 20, 1948 |
| Bagpipe | 501,241 | 17 | July 27, 1948 |
| Green Turtle | 501,533 | 17 | August 10, 1948 |
| Buzz | 501,688 | 17 | August 17, 1948 |
| Brandy & Burley | 828,688 | 17 | May 9, 1957 |
| Beech-Nut | 896,764 | 17 | August 18, 1970 |
| Big Red | 911,726 | 17 | May 25, 1971 |
| Gold Rush | 1,132,835 | 17 | April 8, 1980 |
| Beech-Nut | 1,208,850 | 17 | September 14, 1982 |
| Big Red Chewing Tobacco | 1,243,062 | 17 | June 21, 1983 |
| Miscellaneous Design | 1,273,038 | 17 | April 3, 1984 |
| Havana Blossom Fresher & Tastier | 1,358,381 | 17 | September 3, 1985 |
| Trophy The Sportsman's Chew | 1,879,989 | 17 | February 21, 1995 |
| Always Fresh Always Moist Moisturegard Pouch | 1,829,554 | 17 | April 5, 1994 |
| Mechanic's Delight | 516,727 | 17 | October 25, 1949 |
| Havana Blossom | 890,791 | 17 | May 12, 1970 |
| Common Sense | 441,986 | 17 | February 1, 1949 |
| Great Smokies | 895,882 | 17 | August 4, 1970 |
| Durango | 923,094 | 17 | November 2, 1971 |
| Gold Rush | 1,268,143 | 17 | February 21, 1984 |
| Always Fresh Always Moist Moisturegard Pouch | [] | 2, 37 | [] |
| Trophy The Sportsman's Chew | [] | 17 | [] |
| Durango | [] | 17 | [] |
| "Canadian Express" | 1,837,264 | 17 | May 17, 1994 |
| Buz Cigarettes Industrial Strength Flavoring | [] | 2, 8, 9, 17 | [] |
| Buz | [] | 2, 8, 9, 17 | [] |