

08-06-2003



Form PTO-1594
1-31-92

REC

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

7-31-03

102517529

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

1. Name of conveying party(ies):
Santa Fe Natural Tobacco Company, Inc.

Individuals Association
 General Partnership Limited Partnership

Corporation - New Mexico
 Other

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

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

Internal Address:
Street Address: 270 Park Avenue
City: New York State: NY Zip Code: 10017

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other Collateral Agent

OFFICE OF PRINCIPAL RECORDS
2003 JUL 31 PM 9:55
FINANCE SECTION

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: July 15, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

76/239497
76/239935

Additional numbers attached? Yes No

Trademark Registration No.(s)

2692958	2620467	2658279	1718559
1759227	2578127	2620466	1573725
2581727	2581723	2581724	
2081507	2661935	2620465	
2620468	2671262	2690848	

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Helen Bruno, Senior Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: New York ZIP: 10036

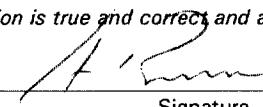
6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41): \$ 490.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705
(Attach duplicate copy of this page if paying by deposit account)

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.

Helen Bruno  July 31, 2003
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 12

OMB No. 0651-0011 (exp. 4/94)

8/05/2003 DBYRNE 00000141 76239497
1 FC:8521
12 FC:8522

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-

TRADEMARK
REEL: 002795 FRAME: 0420

ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES
PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt of which are hereby acknowledged, SANTA FE NATURAL TOBACCO COMPANY, INC., a New Mexico corporation (the "Assignor") with principal offices at 1368 Cerrillos Road, Santa Fe, New Mexico 87505, hereby assigns and grants to JPMORGAN CHASE BANK, as Collateral Agent, with principal offices at 270 Park Avenue, New York, New York 10017 (the "Assignee"), a security interest in (i) all of Assignor's right, title and interest in and to Assignor's trademarks, trademark registrations, and trademark applications more particularly set forth on Schedule A attached hereto (the "Marks"), and all renewals thereof, (ii) all of the Assignor's right, title and interest in and to the patents and patent applications (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the business(es) with which the Marks are associated and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

This ASSIGNMENT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement, among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of July 15, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement") and shall be effective as of the date of the Security Agreement. Upon the termination of the Security Agreement pursuant to Section 10.9(a) of the Security Agreement, the Assignee shall, upon satisfaction, execute, acknowledge, and deliver to

the Assignor an instrument in writing releasing the security interest in the Marks acquired under this Assignment of Security Interest.

This Assignment of Security Interest has been granted in conjunction with the security interest granted to Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those 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 Assignment of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 15th day of July, 2003.

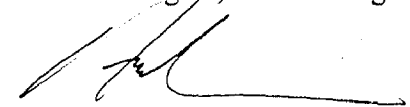
SANTA FE NATURAL TOBACCO
COMPANY, INC.,
as Assignor

By Michael O. Johnson

Name: MICHAEL O. JOHNSON

Title: SUP, GENERAL COUNSEL & SECRETARY

JPMORGAN CHASE BANK,
as Collateral Agent, and as Assignee

By:  _____

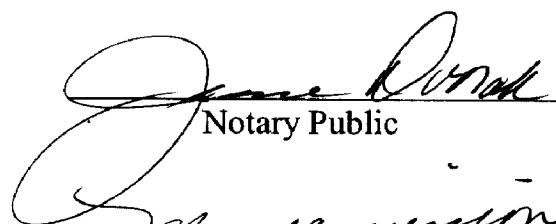
Name: Robert T. Sacks
Title: Managing Director

STATE OF NEW MEXICO)
) ss.:
COUNTY OF SANTA FE)

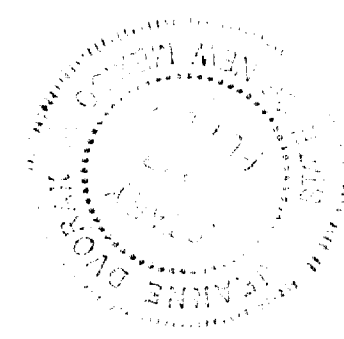
On this 10th day of July, 2003, before me personally came

MICHAEL O. JOHNSON who, being duly sworn, did depose and say that [s]he is
SR. VICE PRESIDENT,
GENERAL COUNSEL
+ SECRETARY of SANTA FE NATURAL TOBACCO COMPANY, INC., that [s]he

is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that [X]he did so by authority of the Board of Directors of said corporation.

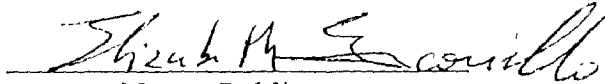

Notary Public

*My commission expires:
March 9, 2006*



STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 17th day of July, 2003, before me personally came
Robert T. Sacks who, being by me duly sworn, did state as follows: that ~~he~~ is
Managing Director of JPMorgan Chase Bank, that ~~he~~ is authorized to execute the
foregoing Assignment of Security Interest on behalf of said corporation and that ~~he~~ did so by
authority of the Board of Directors of said corporation.


Notary Public

ELIZABETH IACOVIELLO
Notary Public, State of New York
No. 31-011A463831
Qualified in New York County
Commission Expires June 30, 2006

TRADEMARKS

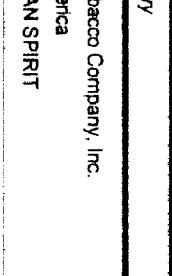
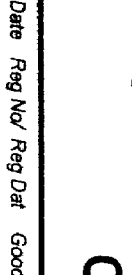
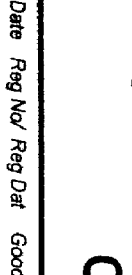
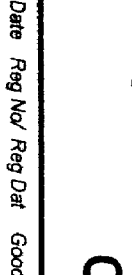
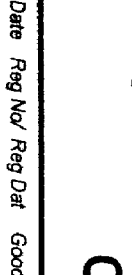
Trademark

Registration/Serial Number

Registration/Filing Date

See attached list.

Report 10 - TM File - Listing by Reg. Owner, Country, Trademark (incl. images)






TMID	Reg. Owner Country	Status and Class	App No/ App Date	Reg No/ Reg Dat	Goods	Image
250	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	76/403,087 02-May-2002	2,692,958 04-Mar-2003	Cigarettes, rolling tobacco	
1	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	74/163,266 03-May-1991	1,759,227 16-Mar-1993	Chemical additive-free cigarettes, rolling tobacco, pipe tobacco and smokeless tobacco, and matches, primarily sold directly to consumers and the purchasing public through mail orders and orders received by telephone and facsimile transmissions and delivered to the purchaser by mail and parcel delivery services.	
55	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	76/239,936 12-Apr-2001	2,581,727 18-Jun-2002	Cigarettes	
244	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	75/147,206 08-Aug-1996	2,081,507 22-Jul-1997	Cigarettes, rolling tobacco, matches	
50	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	76/239,496 12-Apr-2001	2,620,468 17-Sep-2002	Cigarettes	

Report 10 - TM File - Listing by Reg. Owner, Country, Trademark (incl. images)





TMID	Reg. Owner, Country	Status and Class	App No/ App Date	Reg No/ Reg Dat	Goods	Image
48	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	76/239,494 12-Apr-2001	2,620,467 17-Sep-2002	Cigarettes	
54	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	76/239,621 12-Apr-2001	2,578,127 11-Jun-2002	Cigarettes	
52	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	76/239,619 12-Apr-2001	2,581,723 18-Jun-2002	Cigarettes	
51	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	76/239,499 12-Apr-2001	2,661,935 17-Dec-2002	Cigarettes	
45	Santa Fe Natural Tobacco Company, Inc. United States of America	REG 34	76/239,491 12-Apr-2001	2,671,262 07-Jan-2003	Smoking tobacco	

TRADEMARK
REEL: 002795 FRAME: 0429

Report 10 - TM File - Listing by Reg. Owner, Country, Trademark (incl. images)

TMID	Reg. Owner, Country	Status and Class	App No/ App Date	Reg No/ Reg Dat	Goods	Image
49	Santa Fe Natural Tobacco Company, Inc. United States of America NATURAL AMERICAN SPIRIT & Design (Pow- Wow)	REG 34	76/239,495 12-Apr-2001	2,658,279 10-Dec-2002	Smoking tobacco	
47	Santa Fe Natural Tobacco Company, Inc. United States of America NATURAL AMERICAN SPIRIT & Design (turquoise)	REG 34	76/239,493 12-Apr-2001	2,620,466 17-Sep-2002	Cigarettes	
53	Santa Fe Natural Tobacco Company, Inc. United States of America NATURAL AMERICAN SPIRIT & Design (U.S. Grown)	REG 34	76/239,620 12-Apr-2001	2,581,724 18-Jun-2002	Smoking tobacco	
46	Santa Fe Natural Tobacco Company, Inc. United States of America NATURAL AMERICAN SPIRIT & Design (yellow)	REG 34	76/239,492 12-Apr-2001	2,620,465 17-Sep-2002	Cigarettes	
300	Santa Fe Natural Tobacco Company, Inc. United States of America THUNDERBIRD	REG 34	76/421,281 13-Jun-2002	2,690,848 25-Feb-2003	Cigarettes, smoking tobacco	

Report 10 - TM File - Listing by Reg. Owner, Country, Trademark (incl. images)

TMID	Reg. Owner, Country	Status and Class	App No/ App Date	Reg No/ Reg Dat	Goods	Image
42	Santa Fe Natural Tobacco Company, Inc. United States of America Thunderbird Pyramid Logo	PEN 34	76/239,497 12-Apr-2001		Non-tobacco cigarettes	
41	Santa Fe Natural Tobacco Company, Inc. United States of America Thunderbird Pyramid Logo	PEN 25, 34	76/239,935 12-Apr-2001		Class 25 - Apparel Class 34 - Cigarette rolling papers, ashtrays, matchbooks, cigarette lighters	
43	Santa Fe Natural Tobacco Company, Inc. United States of America Tobacco Chief Logo	REG 34	74/186,215 18-Jul-1991	1,718,559 22-Sep-1992	Cigarettes, rolling tobacco, pipe tobacco, smokeless tobacco and matches	
44	Santa Fe Natural Tobacco Company, Inc. United States of America Volcano Design	REG 34	73/783,886 01-Mar-1989	1,573,725 26-Dec-1989	Cigarettes (smoking tobacco), matches	

TRADEMARK
REEL: 002795 FRAME: 0431

RECORDED: 07/31/2003