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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRADEMARK
03414-T0046A ELF/MJS

Assignor	The Havana Group, Inc.
Assignee	North Atlantic Operating Company, Inc.
Application No. 76/042,035	Filing Date May 5, 2000
Service Mark	ZIGARETTES

Mail Stop Assignment Recordation Services
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Trademark Assignment Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

1. Name and Address of Conveying party. The Havana Group, Inc.; a corporation of the State of Delaware; 5701 Mayfair Road NE, North Canton, Ohio 44720-1545.
2. Name and Address of Receiving Party. North Atlantic Operating Company, Inc., a corporation of the State of Delaware, 257 Park Avenue South, New York, NY 10010.
3. Nature of Conveyance: Assignment. Execution Date: September 19, 2003.
4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Eugene L. Flanagan III, Registration No. 27,634
 Attorney for Applicant

ST.ONGE STEWARD JOHNSTON & REENS LLC
 986 Bedford Street
 Stamford, CT 06905-5619
 203 324-6155

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Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Mail Stop Assignment Recordation Services; Director of the United States Patent and Trademark Office, Post Office Box 1450, Alexandria, VA 22313-1450.

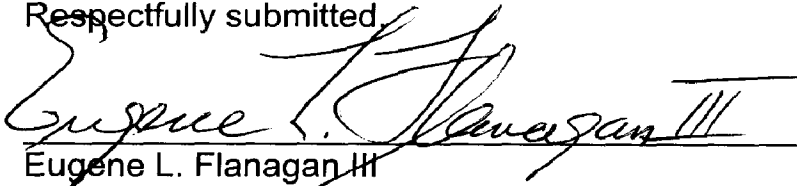
November 10, 2003

Susan K. Drammeh

TRADEMARK
 REEL: 002865 FRAME: 0428

5. Application Number: Application Serial No. 76/042,035, filed May 5, 2000.
6. Total Number of Applications Involved: 1.
7. Total Fee (37 CFR 3.41). \$40.00 due. A check in this amount is enclosed herewith.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 3. To the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted herewith is a true copy of the original document.

Respectfully submitted,



Eugene L. Flanagan III

Arlana S. Cohen

Attorneys for Applicant

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986 Bedford Street

Stamford, CT 06905-5619

203 324-6155

tm-pto@ssjr.com

ASSIGNMENT OF TRADEMARK AND ASSOCIATED GOODWILL

THIS ASSIGNMENT is made this 19th day of September, 2003, between The Havana Group, Inc., a corporation organized under the laws of the State of Delaware and having a place of business at 5701 Mayfair Road NE, North Canton, Ohio 44720-1545 ("Assignor") and North Atlantic Operating Company, Inc., a corporation organized under the laws of the State of Delaware and having a place of business at 257 Park Avenue South, New York, New York 10010 ("Assignee").

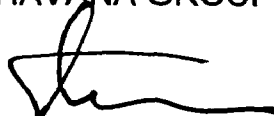
WHEREAS, Assignor has adopted and used in the United States the trademark ZIGARETTES™ ("said trademark") and is the owner of associated U.S. Trademark Application for Registration Serial No. 76/042,035 for cigarette making machines for packing cigarette tobacco into cigarette tubes, cigarettes tobacco, cigarette tubes in International Class 34 ("said '035 Application");

WHEREAS, Assignor wishes to assign, transfer and convey to Assignee all rights, title and interest in and to said trademark and said '035 Application, including all the goodwill associated with said trademark and said '035 Application; and

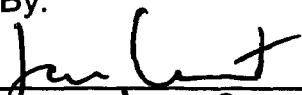
WHEREAS, Assignee wishes to acquire all of Assignor's rights, title and interest in and to said trademark and said '035 Application, including all the goodwill associated with said trademark and said '035 Application.

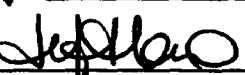
NOW, THEREFORE, in consideration of the compensation in an amount agreed to by Assignor and Assignee and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee all rights, title and interest in and to said trademark and said '035 Application together with the goodwill of the business which is symbolized by said trademark and said '035 Application and further including the right to sue and recover for damages and all other remedies for past infringements of said trademark.

THE HAVANA GROUP, INC.

By  _____
William Miller, Chief Executive Officer

Witnessed By:

Signature: 
Printed Name: Jane Berndt

Signature: 
Printed Name: Jennifer Thames