

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
North Atlantic Operating Company, Inc.		06/14/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Fortress Credit Corp.
Street Address:	1251 Avenue of the Americas
Internal Address:	16th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Serial Number:	76357525	CLASSIC AMERICAN BLEND
Serial Number:	76357922	CLASSIC AMERICAN BLEND
Serial Number:	76357543	CLASSIC AMERICAN BLEND
Serial Number:	78092794	H HOMETOWN
Serial Number:	78091716	HOMETOWN
Registration Number:	2850959	MARKET-MASTER
Serial Number:	75824285	
Registration Number:	2610473	NORTH ATLANTIC OPERATING COMPANY
Registration Number:	2635446	NORTH ATLANTIC OPERATING COMPANY
Registration Number:	2664694	NORTH ATLANTIC OPERATING COMPANY, INC.
Registration Number:	2664695	NORTH ATLANTIC OPERATING COMPANY, INC.
Serial Number:	78150948	ROCK CASTLE
Registration Number:	2900985	ZIGARETTES

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Serial Number:	76482377	Z-NOTES
Registration Number:	1472580	ZIG ZAG
Registration Number:	1133291	ZIG ZAG
Registration Number:	2582490	ZIG-ZAG
Serial Number:	75824284	ZIG-ZAG
Registration Number:	1512985	ZIG-ZAG
Registration Number:	2512921	ZIG-ZAG
Registration Number:	1775416	ZIG-ZAG
Serial Number:	75824282	ZIG-ZAG
Registration Number:	2780643	ZIG ZAG CLASSIC AMERICAN BLEND
Registration Number:	2122646	ZIG-ZAG GOLD STANDARD

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 756-2388
Email: daniel.angel@srz.com
Correspondent Name: Daniel Angel (026033-0106)
Address Line 1: 919 Third Avenue
Address Line 2: c/o Schulte Roth & Zabel LLP
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Daniel Angel
Signature:	/d. angel/
Date:	06/28/2005

Total Attachments: 9
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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, North Atlantic Operating Company, Inc., a Delaware corporation (the "Assignor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to the Financing Agreement, dated as of June 16, 2005 (such agreement, as amended, restated, supplemented or otherwise modified from time to time, being hereinafter referred to as the "Financing Agreement") among North Atlantic Holding Company, Inc., North Atlantic Trading Company, Inc., National Tobacco Company, L.P., the Assignor, North Atlantic Cigarette Company, Inc., National Tobacco Finance Corporation, RBJ Sales, Inc., Fred Stoker & Sons, Inc., and Stoker, Inc., (collectively, the "Borrowers"), the financial institutions from time to time party thereto as lenders (each a "Lender" and collectively, the "Lenders"), and Fortress Credit Corp., as agent for itself and the Lenders (the "Agent"), the Lenders have agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, the Assignor, has entered into a Security Agreement, dated as of June 16, 2005 (the "Security Agreement"), in favor of Fortress Credit Corp., as agent for itself and the Lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of itself and the Lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor as collateral security for the full and complete payment and performance when due of the Obligations, hereby mortgages, pledges and hypothecates to the Assignee, for the benefit of itself and the Lenders, and grants to the Assignee for the benefit of itself and the Lenders, a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of itself and the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 14, 2005.

NORTH ATLANTIC OPERATING COMPANY,
INC.

By: 

Name:

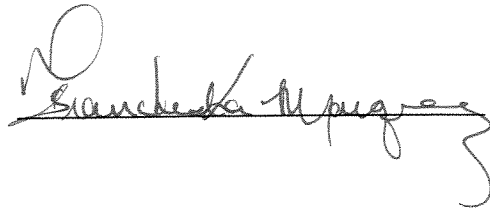
James Dobbins

Title:

Secretary, SVP &
General Counsel



STATE OF New York ss.:
COUNTY OF New York




On this 14th day of June, 2005, before me personally came James Wells Bobbins to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the secretary of Fred Stoker & Sons, Inc., a Tennessee corporation, and that s/he executed the foregoing instrument in the firm name of Fred Stoker & Sons, Inc., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



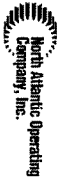








FRANCHESKA MARQUEZ
Notary Public, State of New York
No. 01MA6066704
Qualified in New York County
Commission Expires November 19, 2005

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY (TRADEMARKS)
North Atlantic Operating Company, Inc.




<u>Company (Record Title)</u>	<u>Country/State</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
North Atlantic Operating Company, Inc.	US	CLASSIC AMERICAN BLEND	Serial No. 76-357,525	1/11/2002	n/a
North Atlantic Operating Company, Inc.	US	CLASSIC AMERICAN BLEND	Serial No. 76-357,922	1/11/2002	n/a
North Atlantic Operating Company, Inc.	US	CLASSIC AMERICAN BLEND & Design	Serial No. 76-357,543	1/11/2002	n/a
North Atlantic Operating Company, Inc.	US	H HOMETOWN & Design 	Apln. No. 78/092,794	11/12/2001	n/a
North Atlantic Operating Company, Inc.	US	HOMETOWN	Apln No. 78/091,716	11/5/2001	n/a
North Atlantic Operating Company, Inc.	US	MARKET-MASTER	Reg. No. 2,850,959	6/19/2003	6/8/2004
North Atlantic Operating Company, Inc.	US	MISCELLANEOUS DESIGN 	Apln. No. 75/824,285	10/15/1999	n/a

<u>Company</u> (Record Title)	<u>Country/ State</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
North Atlantic Operating Company, Inc.	Canada	NORTH ATLANTIC OPERATING COMPANY	Apln No. 1093454	2/21/2001	n/a
North Atlantic Operating Company, Inc.	US	NORTH ATLANTIC OPERATING COMPANY	Reg. No. 2,610,473	8/24/2000	8/20/2002
North Atlantic Operating Company, Inc.	US	NORTH ATLANTIC OPERATING COMPANY	Reg. No. 2,635,446	11/5/2001	10/15/2002
North Atlantic Operating Company, Inc.	Canada	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Apln No. 1138732	4/24/2002	n/a
North Atlantic Operating Company, Inc.	European Union	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Reg. No. 002688158	5/7/2002	11/17/2003
North Atlantic Operating Company, Inc.	India	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Apln. No. 1096846	4/19/2002	n/a

<u>Company (Record Title)</u>	<u>Country/ State</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
North Atlantic Operating Company, Inc.	India	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Apn. No. 1252161	11/25/2003	n/a
North Atlantic Operating Company, Inc.	Indonesia	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Reg. No. 535786	5/7/2002	4/11/2003
North Atlantic Operating Company, Inc.	Indonesia	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Reg. No. 535787	5/7/2002	4/11/2003
North Atlantic Operating Company, Inc.	Mexico	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Reg. No. 776905	4/16/2002	1/31/2003
North Atlantic Operating Company, Inc.	Mexico	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Reg. No. 805267	4/16/2002	9/1/2003

<u>Company</u> (Record Title)	<u>Country/ State</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
North Atlantic Operating Company, Inc.	Turkey	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Reg. No. 2002 010784	5/8/2002	5/8/2002
North Atlantic Operating Company, Inc.	US	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Reg. No. 2,664,694	11/8/2001	12/17/2002
North Atlantic Operating Company, Inc.	US	NORTH ATLANTIC OPERATING COMPANY, INC. & Design 	Reg. No. 2,664,695	11/8/2001	12/17/2002
North Atlantic Operating Company, Inc.	Canada	ROCK CASTLE 	Appl. No. 1150172	8/19/2002	n/a
North Atlantic Operating Company, Inc.	Mexico	ROCK CASTLE	Reg. No. 770277	8/16/2002	11/26/2002
North Atlantic Operating Company, Inc.	US	ROCK CASTLE	Appl. No. 78/150,948	8/5/2002	n/a

<u>Company (Record Title)</u>	<u>Country/ State</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
North Atlantic Operating Company, Inc.	US	ZIGARETTES	Reg. No. 2,900,985	5/5/2000	11/9/2004
North Atlantic Operating Company, Inc.	US	Z-NOTES	Apln. No. 76/482,377	1/13/2003	n/a
North Atlantic Operating Company, Inc.	Canada	Z-NOTES	Apln. No. 1168,095	1/13/2003	n/a
North Atlantic Operating Company, Inc.	US	ZIG ZAG	Reg. No. 1,472,580	11/6/1986	1/12/1988
North Atlantic Operating Company, Inc.	US	ZIG ZAG	Reg. No. 1,133,291	4/27/1976	4/15/1980
North Atlantic Operating Company, Inc.	US	ZIG-ZAG	Reg. No. 2,582,490	3/10/1997	6/18/2002
North Atlantic Operating Company, Inc.	US	ZIG-ZAG (stylized) ZIG-ZAG	Apln. No. 75/824,284	10/15/1999	n/a
North Atlantic Operating Company, Inc.	US	ZIG-ZAG & Design 	Reg. No. 1,512,985	11/6/1986	11/15/1988

<u>Company (Record Title)</u>	<u>Country/ State</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
North Atlantic Operating Company, Inc.	US	ZIG-ZAG & Design  ZIG-ZAG	Reg. No. 2,512,921	3/10/1997	11/27/2001
North Atlantic Operating Company, Inc.	US	ZIG-ZAG & Design  ZIG-ZAG	Reg. No. 1,775,416	3/2/1992	6/8/1993
North Atlantic Operating Company, Inc.	US	ZIG-ZAG & Design 	Appl. No. 75/824,282	10/15/1999	n/a
North Atlantic Operating Company, Inc.	US	ZIG ZAG CLASSIC AMERICAN BLEND	Reg. No. 2,780,643	9/19/2001	11/4/2003
North Atlantic Operating Company, Inc.	US	ZIG-ZAG GOLD STANDARD	Reg. No. 2,122,646	5/11/1995	12/23/1997