

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
National Tobacco Company, L.P.		06/14/2005	LIMITED PARTNERSHIP: 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: 35

Property Type	Number	Word Mark
Registration Number:	2499740	ALWAYS FRESH ALWAYS MOIST RIGHT ON TARGET
Registration Number:	501241	BAGPIPE
Registration Number:	896764	BEECH-NUT
Registration Number:	1208850	BEECH-NUT
Serial Number:	78157665	BIG COUNTRY
Registration Number:	2760222	BIG RED
Registration Number:	439796	BLUE RINGS
Registration Number:	828688	BRANDY & BURLEY
Registration Number:	439799	BROTHERHOOD
Registration Number:	2004467	BUZ
Registration Number:	2518530	DURANGO
Registration Number:	2624913	DURANGO CHEWING TOBACCO
Registration Number:	501533	GREEN TURTLE

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Registration Number:	2594416	HAVANA BLOSSOM
Registration Number:	2588575	HAVANA BLOSSOM
Registration Number:	1358381	HAVANA BLOSSOM FRESHER & TASTIER
Registration Number:	438346	HONEST
Registration Number:	501103	JUST SUITS
Registration Number:	2666702	
Registration Number:	2666703	
Registration Number:	2666704	
Registration Number:	2495704	
Registration Number:	2679622	
Registration Number:	2618248	
Registration Number:	2535562	NATIONAL TOBACCO
Registration Number:	2570970	NATIONAL TOBACCO
Registration Number:	438344	OPEN BOOK
Registration Number:	438345	POLAR
Registration Number:	2626653	PROFIT STACKER
Registration Number:	501105	RIPPLE
Serial Number:	78486212	TRAPPER
Registration Number:	2508886	TROPHY
Registration Number:	2508885	TROPHY
Registration Number:	1879989	TROPHY THE SPORTSMAN'S CHEW
Registration Number:	2758881	WINTER GREEN

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, National Tobacco Company, L.P., a Delaware limited partnership (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., the Assignor, North Atlantic Operating Company, Inc., 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.

NATIONAL TOBACCO COMPANY, L.P.

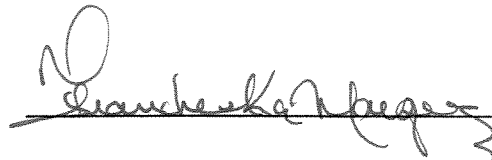
By: National Tobacco Finance Corporation, as its
general partner

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 Robbins 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 National Tobacco Finance Corporation, a Delaware limited partnership, and that s/he executed the foregoing instrument in the firm name of National Tobacco Finance Corporation, 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)
National Tobacco Company, L.P.

<u>Company</u> <u>(Record Title)</u>	<u>Country/</u> <u>State</u>	<u>Trademark</u>	<u>Application or</u> <u>Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
National Tobacco Company, L.P.	US	ALWAYS FRESH ALWAYS MOIST RIGHT ON TARGET & Design 	Reg. No. 2,499,740	1/31/2000	10/23/2001
National Tobacco Company, L.P.	US	BAGPIPE (stylized) BAGPIPE	Reg. No. 501,241	10/6/1947	07/27/1948
National Tobacco Company, L.P.	Bermuda	BEECH-NUT	Reg. No. 4397		1/11/1960
National Tobacco Company, L.P.	US	BEECH-NUT	Reg. No. 896,764	5/21/1969	8/18/1970
National Tobacco Company, L.P.	US	BEECH-NUT & Design 	Reg. No. 1,208,850	8/7/1980	9/14/1982

<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>
National Tobacco Company, L.P.	US	BIG COUNTRY	Apln. No. 78/157,665	8/26/2002	n/a
National Tobacco Company, L.P.	US	BIG RED	Reg. No. 2,760,222	1/29/2001	9/2/2003
National Tobacco Company, L.P.	US	BLUE RINGS	Reg. No. 439,796	7/1/1947	7/20/1948
National Tobacco Company, L.P.	US	BRANDY & BURLEY	Reg. No. S 828,688	2/27/1964	5/9/1967
National Tobacco Company, L.P.	US	BROTHERHOOD	Reg. No. 439,799	7/2/1947	7/20/1948
National Tobacco Company, L.P.	US	BUZ	Reg. No. 2,004,467	11/2/1995	10/1/1996
National Tobacco Company, L.P.	US	DURANGO	Reg. No. 2,518,530	1/31/2000	12/11/2001
National Tobacco Company, L.P.	US	DURANGO CHEWING TOBACCO & Design 	Reg. No. 2,624,913	1/23/2002	9/24/2002

<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>
National Tobacco Company, L.P.	US	GREEN TURTLE	Reg. No. 501,533	10/21/1947	8/10/1948
National Tobacco Company, L.P.	US	HAVANA BLOSSOM	Reg. No. 2,594,416	3/6/2001	7/16/2002
National Tobacco Company, L.P.	US	HAVANA BLOSSOM (stylized) 	Reg. No. 2,588,575	3/8/2001	7/2/2002
National Tobacco Company, L.P.	US	HAVANA BLOSSOM FRESHER & TASTIER & Design 	Reg. No. 1,358,381	1/6/1984	9/3/1985
National Tobacco Company, L.P.	US	HONEST (stylized) 	Reg. No. 438,346	7/1/1947	4/13/1948
National Tobacco Company, L.P.	US	JUST SUITS	Reg. No. 501,103	10/6/1947	7/20/1948
National Tobacco Company, L.P.	US	MISCELLANEOUS DESIGN 	Reg. No. 2,666,702	3/26/2002	12/24/2002

<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>
National Tobacco Company, L.P.	US	MISCELLANEOUS DESIGN 	Reg. No. 2,666,703	3/26/2002	12/24/2002
National Tobacco Company, L.P.	US	MISCELLANEOUS DESIGN [red, white & blue]	Reg. No. 2,666,704	3/26/2002	12/24/2002
National Tobacco Company, L.P.	US	MISCELLANEOUS DESIGN [green, white, silver & blue]	Reg. No. 2,495,704	1/31/2000	10/9/2001
National Tobacco Company, L.P.	US	MISCELLANEOUS DESIGN 	Reg. No. 2,679,622	8/24/2000	1/28/2003
National Tobacco Company, L.P.	US	MISCELLANEOUS DESIGN 	Reg. No. 2,618,248	1/30/2002	9/10/2002
National Tobacco Company, L.P.	US	MISCELLANEOUS DESIGN 	Reg. No. 2,535,562	1/31/2000	2/5/2002
National Tobacco Company, L.P.	US	NATIONAL TOBACCO	Reg. No. 2,570,970	8/24/2000	5/21/2002

<u>Company</u> (Record Title)	<u>Country/</u> <u>State</u>	<u>Trademark</u>	<u>Application or</u> <u>Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
National Tobacco Company, L.P.	US	OPEN BOOK (stylized)	Reg. No. 438,344	7/1/1947	4/13/1948
National Tobacco Company, L.P.	US	POLAR (stylized) OPEN Book POLAR	Reg. No. 438,345	7/1/1947	4/13/1948
National Tobacco Company, L.P.	US	PROFIT STACKER	Reg. No. 2,626,653	1/8/2001	9/24/2002
National Tobacco Company, L.P.	US	RIPPLE (stylized) RIPPLE	Reg. No. 501,105	10/6/1947	7/20/1948
National Tobacco Company, L.P.	Delaware	SELECT TOBACCO PRODUCTS & Design 	Reg. No. 20011753487	12/18/2001	12/18/2001
National Tobacco Company, L.P.	US	TRAPPER	ApIn No. 78/486,212	9/20/2004	n/a
National Tobacco Company, L.P.	US	TROPHY	Reg. No. 2,508,886	1/31/2000	11/20/2001
National Tobacco Company, L.P.	US	TROPHY & Design TROPHY	Reg. No. 2,508,885	1/31/2000	11/20/2001

<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>
National Tobacco Company, L.P.	US	TROPHY THE SPORTSMAN'S CHEW	Reg. No. 1,879,989	4/20/1992	2/21/1995
National Tobacco Company, L.P.	US	WINTER GREEN (stylized) <i>Winter Green</i>	Reg. No. 2,758,881	5/14/2002	9/2/2003

TRADEMARK
REEL: 003112 FRAME: 0381

RECORDED: 06/28/2005