

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
J.R. Tobacco of America, Inc.		12/05/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	Santa Clara, Inc.		
Street Address:	301 Route 10 East		
City:	Whippany		
State/Country:	NEW JERSEY		
Postal Code:	07981		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2008599	5 STAR SECONDS	
CORRESPONDENCE DATA			
Fax Number:	(914)683-6956		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	914-949-2700		
Email:	tbailey@bpslaw.com		
Correspondent Name:	Thomas G. Bailey, Jr.		
Address Line 1:	One North Lexington Avenue		
Address Line 2:	Bleakley Platt & Schmidt, LLP		
Address Line 4:	White Plains, NEW YORK 10601		
NAME OF SUBMITTER:	Thomas G. Bailey, Jr.		
Signature:	/Thomas G. Bailey, Jr./		
Date:	12/12/2005		

OP \$40.00 2008599

Total Attachments: 1

900037657

**TRADEMARK
 REEL: 003208 FRAME: 0107**

ASSIGNMENT

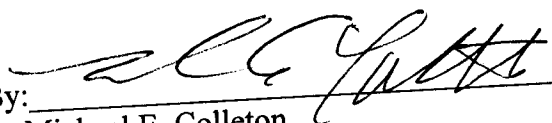
WHEREAS, J.R. Tobacco of America, Inc., is a North Carolina corporation with principal offices located at 301 Route 10 East, Whippany, New Jersey 07981.

WHEREAS, J.R. Tobacco of America, Inc. (hereinafter referred to as "ASSIGNOR") owns the trademark 5 STAR SECONDS, and registration number 2008599 thereof, along with the goodwill of the business in connection with which said trademark is used and which is symbolized by said trademark; and

WHEREAS, SANTA CLARA, INC. is a North Carolina corporation with principal offices located at 301 Route 10 East, Whippany, New Jersey 07981 (hereinafter referred to as "ASSIGNEE"), and is desirous of acquiring the aforesaid trademark, registration thereof and goodwill.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged by said ASSIGNOR, said ASSIGNOR by these presents sells, transfers, conveys and assigns unto said ASSIGNEE, the entire right, title and interest in and to the said trademark and the registration thereof, together with all rights to recover for past misuse or infringement of said trademark and the goodwill of the business in connection with which said trademark is used and which is symbolized by said trademark.

J.R. Tobacco of America, Inc.

By: 
Michael E. Colleton
Chief Financial Officer

Date: 12/5/05