

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
R.J. Reynolds Tobacco Company		06/17/2007	CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	JPMORGAN CHASE BANK, N.A.		
Street Address:	270 Park Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Collateral Agent:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3203472	YOUR HIT PARADE	
CORRESPONDENCE DATA			
Fax Number:	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-819-8923		
Email:	trademarkdocket@whitecase.com		
Correspondent Name:	Matthew Bart		
Address Line 1:	White & Case LLP		
Address Line 2:	1155 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	1107993-0127		
NAME OF SUBMITTER:	Matthew Bart		
Signature:	/Matthew Bart/		

CH 3203472 \$40.00

Date:

06/28/2007

Total Attachments: 9

source=RJ Reynolds#page1.tif

source=RJ Reynolds#page2.tif

source=RJ Reynolds#page3.tif

source=RJ Reynolds#page4.tif

source=RJ Reynolds#page5.tif

source=RJ Reynolds#page6.tif

source=RJ Reynolds#page7.tif

source=RJ Reynolds#page8.tif

source=RJ Reynolds#page9.tif

ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES
PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt of which are hereby acknowledged, R. J. REYNOLDS TOBACCO COMPANY, a North Carolina corporation (the "Assignor") with principal offices at 401 North Main Street, Winston Salem, NC 27101, hereby assigns and grants to JPMORGAN CHASE BANK, N.A., 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 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, amended and restated as of July 30, 2004, and as further amended and restated as of May 31, 2006 (as so amended and restated and as the same may be further 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 17th day of May, 2007.

R. J. REYNOLDS TOBACCO COMPANY,
as Assignor

By: 

Name: Daniel A. Fawley

Title: Treasurer

JPMORGAN CHASE BANK, N.A.,
as Collateral Agent, and as Assignee

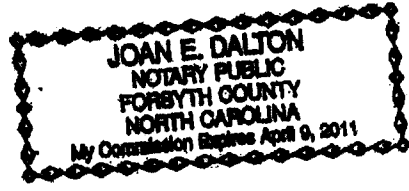
By: _____

Name:

Title:

State of North Carolina
County of Forsyth) ss.:

On this 7 day of May, 2007, before me personally came Daniel A. Fawley who, being duly sworn, did depose and say the he is Treasurer of R. J. Reynolds Tobacco Company, 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.



Joan E. Dalton
Notary Public

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest
as of the 17 day of May, 2007.

June

R. J. REYNOLDS TOBACCO COMPANY,
as Assignor

By: 

Name: Daniel A. Pawley
Title: Treasurer

JPMORGAN CHASE BANK, N.A.,
as Collateral Agent, and as Assignee

By: 

Name: Thomas T. Hou
Title: Executive Director

MARKS

REGISTRATIONS:

Country/ Trademark	Registration No.	Registration Date	Application No.	Application Date
United States YOUR HIT PARADE	3203472	1/30/2007	78/626750	5/10/2005

APPLICATIONS:

NONE

SCHEDULE BPATENTS

APPLICATIONS:

Country	Application No.	Filing Date	Title
United States	11/483,311	July 7, 2006	<i>Apparatus and Methods for Manufacturing Cigarettes</i>
United States	11/489,334	July 19, 2006	<i>Methods and Apparatus for Manufacturing Cigarette Tubes</i>
United States	11/461,628	August 1, 2006	<i>Smokeless Tobacco (packaging)</i>
United States	11/461,633	August 1, 2006	<i>Smokeless Tobacco (tobacco formulations)</i>
United States	11/461,941	August 2, 2006	<i>Equipment and Associated Method for Insertion of Material into Cigarette Filters (Threaded Filters)</i>
United States	11/462,505	August 4, 2006	<i>Filtered Cigarette Possessing Tipping Material</i>
United States	11/499,154	August 4, 2006	<i>Method and Apparatus for Incorporating Objects into Cigarette Filters</i>
United States	11/462,505	August 4, 2006	<i>Filtered Cigarette Possessing Tipping Material</i>
United States	11/499,154	August 4, 2006	<i>Method and Apparatus for Incorporating Objects into Cigarette Filters</i>
United States	11/503,219	August 14, 2006	<i>Filtered cigarette incorporating a breakable capsule</i>
United States	11/537,812	October 2, 2006	<i>Filtered Cigarette</i>
United States	11/550,634	October 18, 2006	<i>Tobacco-Containing Smoking Article</i>
United States	11/584,378	October 20, 2006	<i>Cigarette Package - (Twin Pack)</i>
United States	11/584,436	October 20, 2006	<i>High Threonine Producing Lines of Nicotiana Tobacum and Methods for Producing</i>
United States	60/855,539	October 31, 2006	<i>Cigarette Package</i>
United States	To Be Assigned	November 21, 2006	<i>Smoking Articles and Wrapping Materials Therefor</i>
United States	11/623,870	January 17, 2007	<i>Reconstituted Tobaccos Containing Additive Materials</i>
United States	11/625,000	January 19, 2007	<i>Filtered Smoking Articles</i>
United States	11/710,595	February 23, 2007	<i>Tobacco-Related Consumer Products Processing System and Method</i>
United States	11/678,672	February 26, 2007	<i>Cigarette Customization Apparatus and Associated Method</i>

TRADEMARK

REEL: 003569 FRAME: 0844

Country	Application No.	Filing Date	Title
United States	To Be Assigned	March 12, 2007	<i>Cigarette Package (CIP of 11/584,436)</i>
United States	To Be Assigned	March 22, 2007	<i>Cigarette Package</i>
United States	To Be Assigned	March 29, 2007	<i>Container for Cigarettes (Design)</i>
PCT	US2006/027267	July 13, 2006	<i>Smoking Article</i>
EP (PCT)	04782295.2	August 26, 2004* (3 rd qtr, 2006)	<i>Method and Apparatus for Incorporating Objects Into a Cigarette Filter</i>
Japan (PCT)	2006-526131	August 26, 2004* (3 rd qtr, 2006)	<i>Method and Apparatus for Incorporating Objects Into a Cigarette Filter</i>
PCT	To Be Assigned	September 12, 2006	<i>Smokeless Tobacco Composition</i>
PCT	To Be Assigned	September 18, 2006	<i>Equipment for Insertion of Objects into Smoking Articles</i>
EP (PCT)	04789206.2	September 29, 2004* (3 rd qtr, 2006)	<i>Filtered Cigarette Incorporating An Adsorbent Material</i>
EP (PCT)	04789207.0	September 29, 2004* (3 rd qtr, 2006)	<i>Smokable Rod for a Cigarette</i>
Japan (PCT)	To Be Assigned	September 29, 2004* (3 rd qtr, 2006)	<i>Filtered Cigarette Incorporating An Adsorbent Material</i>
Japan (PCT)	To Be Assigned	September 29, 2004* (3 rd qtr, 2006)	<i>Smokable Rod for a Cigarette</i>
EP (PCT)	04813360.7	December 7, 2004* (3 rd qtr, 2006)	<i>Catalysts Comprising Ultrafine Particles</i>
Japan (PCT)	To Be Assigned	December 7, 2004* (3 rd qtr, 2006)	<i>Catalysts Comprising Ultrafine Particles</i>
PCT	US2006/043201	November 7, 2006	<i>Apparatus and Methods for Manufacturing Cigarettes</i>
Japan (PCT)	2006/517297	June 15, 2004* (4 th qtr, 2006)	<i>Ultra-Fine Particle Catalysts for Carbonaceous Fuel Elements</i>
PCT	US2007/060135	January 5, 2007	<i>Smoking Articles Comprising Inner Wrapping Strips</i>
PCT	US2007/04180	February 14, 2007	<i>Smoking Article</i>
PCT	US2007/04181	February 14, 2007	<i>Smoking Article</i>
EP (PCT)	05759387.3	December 14, 2004* (1 st qtr, 2007)	<i>Ultra Fine Partiole Catalysts for Carbonaceous Fuel Elements</i>
Japan (PCT)	To be Assigned	December 14, 2004* (1 st qtr, 2007)	<i>Ultra Fine Particle Catalysts for Carbonaceous Fuel Elements</i>

*Initial date listed is filing date of PCT Application; date listed in parenthesis is filing date of country application.

REGISTRATIONS:

Country	Patent No.	Issue Date	Application No.	Filing Date
United States	7,073,514	July 11, 2006	10/326,539	Dec. 20, 2002
United States	7,077,145	July 18, 2006	10/324,837	Dec. 20, 2002
United States	7,115,085	Oct. 3, 2006	10/661,807	Sept. 12, 2003
United States	7,117,871	Oct. 10, 2006	10/326,521	Dec. 20, 2002
United States	7,124,883	Oct. 24, 2006	10/022,016	Dec. 13, 2001
United States	7,173,170	Feb. 6, 2007	10/463,449	Jan. 17, 2003
United States	7,195,012	Mar. 27, 2007	10/324,418	Dec. 20, 2002
Malaysia	MY-124233-A	June 30, 2006	PI 97003572	Aug. 6, 1997
Thailand	20534	Sept. 15, 2006	9701003141	Aug. 4, 1997
Austria (EP)	1558097	Dec. 6, 2006	3810791.8	Oct. 21, 2003
European Patent Con.	1558097	Dec. 6, 2006	3810791.8	Oct. 21, 2003
France (EP)	1558097	Dec. 6, 2006	3810791.8	Oct. 21, 2003
Germany (EP)	60310252.2-08	Dec. 6, 2006	3810791.8	Oct. 21, 2003
Great Britain (EP)	1558097	Dec. 6, 2006	3810791.8	Oct. 21, 2003