

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest in US Trademarks - 2nd Lien

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
National Tobacco Company, LP		07/28/2011	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Bank National Association, as second lien notes collateral agent
Street Address:	60 Livingston Avenue
Internal Address:	EP-MN-WS3C
City:	St. Paul
State/Country:	MINNESOTA
Postal Code:	55107-2292
Entity Type:	a Federally chartered bank: UNITED STATES

PROPERTY NUMBERS Total: 72

Property Type	Number	Word Mark
Registration Number:	3164618	117
Registration Number:	1817067	24C
Registration Number:	3683734	24C CLASSIC
Registration Number:	2499740	ALWAYS FRESH ALWAYS MOIST RIGHT ON TARGET
Registration Number:	0896764	BEECH-NUT
Registration Number:	1208850	BEECH-NUT
Registration Number:	3710225	CHERRY RUSH
Registration Number:	2518530	DURANGO
Registration Number:	2624913	DURANGO CHEWING TOBACCO
Registration Number:	3250523	FRED STOKER & SONS, INC.
Registration Number:	1904573	FRED STOKER & SONS, INC.
Registration Number:	2740903	FRED'S CHOICE
Registration Number:	3093811	FRED'S CHOICE

OP \$1815.00 3164618

Registration Number:	2594416	HAVANA BLOSSOM
Registration Number:	2588575	HAVANA BLOSSOM
Registration Number:	1358381	HAVANA BLOSSOM FRESHER & TASTIER
Registration Number:	1817068	L-50
Registration Number:	2911785	LONE STAR
Registration Number:	3710226	MELON BURST
Registration Number:	2666702	
Registration Number:	2666703	
Registration Number:	2666704	
Registration Number:	2495704	
Registration Number:	2679622	
Registration Number:	3741010	
Registration Number:	3332794	MOONSHINE BLEND
Registration Number:	2570970	NATIONAL TOBACCO
Registration Number:	2535562	NATIONAL TOBACCO
Registration Number:	3167449	OLD HILLSIDE
Registration Number:	3028098	OUR PRIDE
Registration Number:	3713169	PURPLE THUNDER
Registration Number:	3351384	QUALITY MADE IT FAMOUS
Registration Number:	3703294	QUALITY MADE IT FAMOUS BEECH NUT EST 1897 ORIGINAL CHEWING TOBACCO
Registration Number:	3132326	RBJ SALES, INC.
Registration Number:	3854466	RED CAP
Registration Number:	3375872	RIVERMONT
Registration Number:	3170831	STOKER'S
Registration Number:	2071640	STOKER'S
Registration Number:	3164619	STOKER'S 117
Registration Number:	2359709	STOKER'S CLASSIC
Registration Number:	3182799	STOKER'S NO. 1
Registration Number:	3092966	STOKER'S NUMBER 2
Registration Number:	3740942	STOKER'S SINCE 1940
Registration Number:	3300362	SWEET 'N SMOKEY
Registration Number:	2027975	TENNESSEE CHEW
Registration Number:	3239885	TENNESSEE CHEW
Registration Number:	2381424	TEQUILA SUNRISE

Registration Number:	2508886	TROPHY
Registration Number:	2508885	TROPHY
Registration Number:	1879989	TROPHY THE SPORTSMAN'S CHEW
Registration Number:	2626653	PROFIT STACKER
Serial Number:	85363880	24-M
Serial Number:	85272349	A GREAT DIP AT A FAIR PRICE
Serial Number:	77795626	APPLE BLITZ
Serial Number:	77804794	BIG RED
Serial Number:	77496351	DURANGO
Serial Number:	85362616	HAVANA BLOSSOM
Serial Number:	85247249	HOME RUN
Serial Number:	85267046	KEY STONE
Serial Number:	77496356	LONE STAR
Serial Number:	85241976	RED SUPREME
Serial Number:	77629596	RIPPED WITH ENERGY RIPTIDE WINTERGREEN POUCHES
Serial Number:	85247257	SEQUOIA
Serial Number:	85353760	ROCK CASTLE
Serial Number:	85360321	STRAIGHT UP
Serial Number:	85360310	STRAIGHT UP
Serial Number:	77830953	STRAWBERRY BASH
Serial Number:	85198049	THUNDER BAY
Serial Number:	77531407	RIPTIDE
Serial Number:	77659204	RIPTIDE
Serial Number:	77659199	RIPTIDE
Serial Number:	77629633	RIPTIDE RIPTIDE WINTERGREEN POUCHES ENERGY FLAVOR OF DISTURBANCE RIPTIDE WINTERGREEN POUCHES ENERGY DISTURBANCE OF FLAVOR

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128198200
Email: fcutajar@whitecase.com
Correspondent Name: White & Case LLP
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ATTORNEY DOCKET NUMBER:

TRADEMARK
REEL: 004610 FRAME: 0021

	1155735-0012
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	08/23/2011
Total Attachments: 6 source=NationalTobaccoTMGrantToUSBankNatAssoc2ndLien#page1.tif source=NationalTobaccoTMGrantToUSBankNatAssoc2ndLien#page2.tif source=NationalTobaccoTMGrantToUSBankNatAssoc2ndLien#page3.tif source=NationalTobaccoTMGrantToUSBankNatAssoc2ndLien#page4.tif source=NationalTobaccoTMGrantToUSBankNatAssoc2ndLien#page5.tif source=NationalTobaccoTMGrantToUSBankNatAssoc2ndLien#page6.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, National Tobacco Company, L.P., a Delaware limited partnership (the "Grantor") with principal offices at 5201 Interchange Way, Louisville, KY 40229, hereby grants to U.S. Bank National Association, at 60 Livingston Avenue, EP-MN-WS3C, St. Paul, MN, 55107-2292, as Second Lien Notes Collateral Agent under the Second Lien Notes Security Agreement (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Second Lien Notes Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Second Lien Notes Obligations of the Grantor, as such term is defined in the Second Lien Notes Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of July 28, 2011 (as amended, modified, restated and/or supplemented from time to time, the "Second Lien Notes Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Second Lien Notes Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Second Lien Notes Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Second Lien Notes Security

Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Second Lien Notes Security Agreement, the provisions of the Second Lien Notes Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of
the 28th day of July, 2011.

NATIONAL TOBACCO COMPANY, L.P.,
as Grantor

By: National Tobacco Finance Corporation,
as its general partner

By

Name:

Title:

[Handwritten Signature]
Braetman
SVP & CF

[Signature Page to Trademark Agreement (Second Lien Notes)]

U.S. BANK NATIONAL ASSOCIATION,
as Second Lien Notes Collateral Agent, as
Grantee

By: Donald T. Hurrelbrink
Name: Donald T. Hurrelbrink
Title: Vice President

SCHEDULE A

<u>Marks</u>	<u>Country</u>	<u>Registration/Application No.</u>
117	United States	3,164,618
24C	United States	1,817,067
24C Classic	United States	3,683,734
Always Fresh Always Moist Right on Target & Design [gear]	United States	2,499,740
Beech-Nut	United States	896,764
Beech Nut & Design [rising sun]	United States	1,208,850
Cherry Rush	United States	3,710,225
Durango	United States	2,518,530
Durango Chewing Tobacco & Design	United States	2,624,913
Fred Stoker & Sons, Inc.	United States	3,250,523
Fred Stoker & Sons, Inc. & Design	United States	1,904,573
Fred's Choice	United States	2,740,903
Fred's Choice (Stylized)	United States	3,093,811
Havana Blossom	United States	2,594,416
Havana Blossom (Stylized)	United States	2,588,575
Havana Blossom Fresher & Tastier & Design [wreath]	United States	1,358,381
L-50	United States	1,817,068
Lone Star	United States	2,911,785
Melon Burst	United States	3,710,226
Miscellaneous Design [beech-nut black & white]	United States	2,666,702
Miscellaneous Design [beech-nut red, white & blue]	United States	2,666,703
Miscellaneous Design [beech-nut wintergreen]	United States	2,666,704
Miscellaneous Design [beech-nut check mark]	United States	2,495,704
Miscellaneous Design [beech-nut check mark]	United States	2,679,622
Miscellaneous Design [beech-nut oval and rays]	United States	3,741,010
Moonshine Blend	United States	3,332,794
National Tobacco	United States	2,570,970
National Tobacco	United States	2,535,562
Old Hillside	United States	3,167,449
Our Pride	United States	3,028,098
Purple Thunder	United States	3,713,169
Quality Made it Famous	United States	3,351,384
Quality Made it Famous Beech- Nut Est 1897 Original Chewing Tobacco & Design	United States	3,703,294

RBJ Sales, Inc. & Design	United States	3,132,326
Red Cap	United States	3,854,446
Rivermont	United States	3,375,872
Stoker's	United States	3,170,831
Stoker's & Design	United States	2,071,640
Stoker's 117	United States	3,164,619
Stoker's Classic	United States	2,359,709
Stoker's No. 1	United States	3,182,799
Stoker's Number 2	United States	3,092,966
Stoker's Since 1940 & Design	United States	3,740,942
Sweet 'N Smokey	United States	3,300,362
Tennessee Chew	United States	2,027,975
Tennessee Chew	United States	3,239,885
Tequila Sunrise	United States	2,381,424
Trophy	United States	2,508,886
Trophy & Design ["o" is a target]	United States	2,508,885
Trophy the Sportsman's Chew	United States	1,879,989
24-M	United States	85/363,880
A Great Dip at a Fair Price	United States	85/272,349
Apple Blitz	United States	77/795,626
Big Red	United States	77/804,794
Durango	United States	77/496,351
Havana Blossom	United States	85/362,616
Home Run	United States	85/247,249
Key Stone	United States	85/267,046
Lone Star	United States	77/496,356
Red Supreme	United States	85/241,976
Ripped with Energy Riptide	United States	77/629,596
Wintergreen Pouches & Design		
Sequoia	United States	85/247,257
Rock Castle	United States	85/353,760
Straight Up	United States	85/360,321
Straight Up	United States	85/360,310
Strawberry Bash	United States	77/830,953
Thunder Bay	United States	85/198,049
Riptide	United States	77/531,407
Riptide	United States	77/659,204
Riptide	United States	77/659,199
Riptide Wintergreen Pouches	United States	77/629,633
Energy Flavor of Disturbance		
Profit Stacker	United States	2,626,653

TRADEMARK