

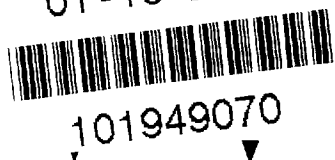
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RE 7



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Tobacco Club, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Texas <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Cigars by Santa Clara, Inc. Internal Address: _____ Address: _____ Street Address: 301 Route 10 East City: Whippany State: NJ Zip: 07981</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State North Carolina <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: December 22, 1999</p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,277,702</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Beth Kotran, Esq., GOODWIN PROCTER LLP Internal Address: _____ Street Address: 7 Becker Farm Road City: Roseland State: NJ Zip: 07068</p>	<p>6. Total number of applications and registrations involved: <input type="text" value="1"/></p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 06-0923 (Attach duplicate copy of this page if paying by deposit account)</p>
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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Beth Kotran, Esq. _____ October 23, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

01/16/2002 GTOM11 00000029 060923 2277702 01 FC:481 40.00 CH

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002424 FRAME: 0806

ASSIGNMENT OF TRADEMARK AND REGISTRATION

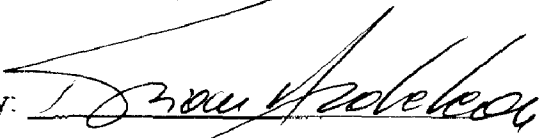
IN THE STATE OF TEXAS §

COUNTY OF DALLAS §

- A. Tobacco Club, Inc. of 4043 Trinity Mills Road, suite 112, Dallas, Texas 75287, has adopted, used and is using a mark that is registered in the United States Patent and Trademark Office, Registration Number 2,277,702, dated September 14, 1999.
- B. Cigars by Santa Clara, Inc. of 301 Route 10 East, Whippany, NJ 07981, desires to acquire such mark and the registration thereof.

In consideration of the foregoing, and for other good and valuable consideration, receipt of which is hereby acknowledged, Tobacco Club, Inc. does hereby assign to Cigars by Santa Clara, Inc. all right title and interest in and to the mark described herein, together with the good will of business symbolized by such mark, in the above identified registration thereof.

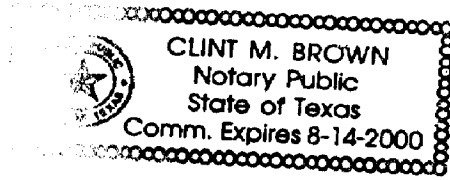
Tobacco Club, Inc.

by: 
Brian Ardelean, President

On this the 22nd day of December, 1999, before me appeared Brain Ardelean, as President of Tobacco Club, Inc., the person who signed this instrument who was authorized to sign this instrument on behalf of the identified Corporation who being sworn, acknowledged that he signed this instrument as a free act.

SWORN TO AND SUBSCRIBED before me on this the 22nd day of December, 1999.

By: *CLINT M. BROWN*



Notary Public in and for the State of Texas