Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the date of execution previously recorded on Reel 003569 Frame 0581. Assignor(s) hereby confirms the grant of security interest.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GMB, Inc.		105/17/2007	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: 22

Property Type	Number	Word Mark
Registration Number:	3136591	CUTLASS
Registration Number:	3112840	MARSHALL MCGEARTY TOBACCO ARTISANS
Registration Number:	3137358	AEGEANS
Registration Number:	3143499	THE EARL
Registration Number:	3172555	NORTH STAR
Registration Number:	3162538	SMOKEONE
Registration Number:	3194975	CAMEL TURKISH SILVER
Registration Number:	3211464	CAMEL
Registration Number:	3220677	MUSE
Serial Number:	78937756	GROOVE
Serial Number:	77016556	CAMEL NO. 9
Serial Number:	77016555	NO. 9
		TRADEMARK

900109163 **REEL: 003797 FRAME: 0393**

Serial Number:	77061200	вмғ
Serial Number:	77061198	DUO
Serial Number:	77061197	NOIR
Serial Number:	77062235	FROST
Serial Number:	77100192	KOOL DEUCE
Serial Number:	77102773	ORIENTAL MENTHE
Serial Number:	77128697	KOOL XS
Serial Number:	77134110	REVOS
Serial Number:	77128698	XS
Serial Number:	77128124	YOUR BEST VALUE JUST GOT BETTER

CORRESPONDENCE DATA

Fax Number: (212)354-8113

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-819-8200

Email: trademarkdocket@whitecase.com

Correspondent Name: Matthew Bart White & Case LLP Address Line 1:

Address Line 2: 1155 Avenue of the Americas New York, NEW YORK 10036 Address Line 4:

ATTORNEY DOCKET NUMBER:	1107993-0127
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	06/17/2008

Total Attachments: 14 source=gmb (2)#page1.tif source=gmb (2)#page2.tif source=gmb (2)#page3.tif source=gmb (2)#page4.tif source=gmb (2)#page5.tif source=gmb (2)#page6.tif source=gmb (2)#page7.tif source=gmb (2)#page8.tif source=gmb (2)#page9.tif source=gmb (2)#page10.tif

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TRADEMARK **REEL: 003797 FRAME: 0394**

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
GMB, Inc.		106/17/2007	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: 22

Property Type	Number	Word Mark
Registration Number:	3136591	CUTLASS
Registration Number:	3112840	MARSHALL MCGEARTY TOBACCO ARTISANS
Registration Number:	3137358	AEGEANS
Registration Number:	3143499	THE EARL
Registration Number:	3172555	NORTH STAR
Registration Number:	3162538	SMOKEONE
Registration Number:	3194975	CAMEL TURKISH SILVER
Registration Number:	3211464	CAMEL
Registration Number:	3220677	MUSE

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Serial Number:	78937756	GROOVE
Serial Number:	77016556	CAMEL NO. 9
Serial Number:	77016555	NO. 9
Serial Number:	77061200	ВМЕ
Serial Number:	77061198	DUO
Serial Number:	77061197	NOIR
Serial Number:	77062235	FROST
Serial Number:	77100192	KOOL DEUCE
Serial Number:	77102773	ORIENTAL MENTHE
Serial Number:	77128697	KOOL XS
Serial Number:	77134110	REVOS
Serial Number:	77128698	XS
Serial Number:	77128124	YOUR BEST VALUE JUST GOT BETTER

CORRESPONDENCE DATA

Fax Number: (212)354-8113

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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/
Date:	06/27/2007

Total Attachments: 11 source=GMB#page1.tif source=GMB#page2.tif source=GMB#page3.tif source=GMB#page4.tif source=GMB#page5.tif source=GMB#page6.tif source=GMB#page7.tif source=GMB#page8.tif source=GMB#page9.tif source=GMB#page10.tif source=GMB#page11.tif

RECEIPT INFORMATION

ETAS ID:

TM88031

Receipt Date:

06/27/2007

Fee Amount:

\$565

ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt of which are hereby acknowledged, GMB, INC., 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 by 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.

TRADEMARK REEL: 003797 FRAME: 0398 IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 17 day of May, 2007.

GMB, INC.
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 Consum) ss.:
County of Largytt.

On this 17 day of May, 2007, before me personally came Daniel A. Fawley who, being duly sworn, did depose and say the he is Treasurer of GMB, Inc., 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
FORSYTH COUNTY
NORTH CAROLINA
My Commission Expires April 9, 2011

Notary Public

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

Lone

GMB, INC.

as Assignor

Name: Daniel A. Fawley

Title: Treasurer

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

By: ___

Thomas T. Hou

Title:

Executive Director

State of New York) ss.:
County of New York)

On this 18 day of May, 2007, before me personally came Thomas I, the who, being duly swom, did state as follows: that [s]he is Execute the foregoing Assignment of Security Interest on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Rotary Public)

EDELINE C. ADDERLEY
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01AD6079940 QUALIFIED IN BRONX COUNTY
CERTIFICATE FILED IN NEW YORK COUNTY
MY COMMISSION EXPIRES SEPT. 3, 2010

MARKS

REGISTRATIONS:

Country/ Trademark	Registration No.	Registration Date	Application No.	Application Date
United States	110.		NO.	
CUTLASS	3136591	8/29/2006	78/392617	2/20/2004
United States	3130371	012312000	70/392017	3/29/2004
MARSHALL MCGEARTY				
TOBACCO ARTISANS	3112840	7/4/2006	78/451289	7/17/0004
United States	5112070	11412000	70/431269	7/15/2004
AGEANS	3137358	8/29/2006	78/493857	10/4/2004
United States	040700	0/2//2000	101473031	10/4/2004
THE EARL	3143499	9/12/2006	78/573447	2/23/2005
United States	33,13,123	J/ 12/2000	144717101	2/23/2003
NORTH STAR	3172555	11/14/2006	78/691489	8/12/2005
United States		11/1//2000	704021402	0/12/2003
SMOKEONE	3162538	10/24/2006	78/766366	12/5/2005
United States		10,2,000	70.700300	1213/2003
CAMEL TURKISH SILVER	3194975	1/2/2007	78/493858	10/4/2004
United States			70/195050	10/4/2004
CAMEL (for Snus)	3211464	2/20/2007	78/904558	6/9/2006
United States			757701550	0,7,2000
MUSE	3220677	3/20/2007	78/622065	5/4/2005
Ukraine				3.11.200
REYNOLDS AND LABEL DESIGN		1		,
1	64146	7/17/2006	20040909453/T	9/7/2004
United Arab Emirates				
REYNOLDS	61076	7/9/2006	72569	8/22/2005
Taiwan				
CAROLINA GOLD	1299274	9/16/2006	094051826	10/27/2005
Taiwan				
ICEBOX	1229275	9/16/2006	094051827	10/27/2005
Taiwan				
METRO	1231384	10/1/2006	0 9 4051828	10/27/2005
Taiwan				
MONDO	1229276	9/16/2006	094051829	10/27/2005
Iran				
MONDO	138971	12/27/2006	84080711	11/5/2005
Japan				
MONDO	4995968	10/13/2006	2005-104921	11/9/2005
United Arab Emirates			1	
CAROLINA GOLD	61387	7/16/2006	74792	11/9/2005
United Arab Emirates				
ICEBOX	61388	7/16/2006	74788	1/13/2006
Mexico	242500	n la conse		
MARSHALL MCGEARTY	947503	8/14/2006	760596	2/9/2006

TRADEMARK REEL: 003797 FRAME: 0403

Norway AUSTIN 236864 12/14/2006 200601322 2/9/2006 Andorra BEBS 23178 7/14/2006 23178 7/14/2006 Andorra BIBS 23176 7/14/2006 23176 7/14/2006 Andorra BIB MCCOY 23176 7/14/2006 23176 7/14/2006 Andorra METRO 23175 7/14/2006 23175 7/14/2006 Andorra 7/14/2006 23177 7/14/2006 Andorra 7/14/2006 23177 7/14/2006 Andorra 7/14/2006 23177 7/14/2006 Andorra 7/14/2006 Andorra 7/14/2006 23180 7/14/2006 Andorra 7/14/2006	Country/ Trademark	Registration No.	Registration Date	Application No.	Application Date
Andorra BERS 23178	Norway				
BEES 23178	AUSTIN	236864	12/14/2006	200601322	2/9/2006
Andorra BIG MCCOY	Andorra			***	
Andorra BIG MCCOY 23176	BEES	23178	7/14/2006	23178	7/14/2006
Andorra METRO	Andorra				
Andorra METRO	BIG MCCOY	23176	7/14/2006	23176	7/14/2006
Andorra	Andorra				1
Andorra	METRO	23175	7/14/2006	23175	7/14/2006
PINK	Andorra				7/1
Andorra		23177	7/14/2006	23177	7/14/2006
TRIBECA CRUSH 23180 7/14/2006 23180 7/14/2006 Bulgaria Same as Reg. No. 1/9/2001 No. 1/9/2001 No. 1/9/2001 No. 1/9/2001 No. No. 1/9/2001 No.	Алдотта				77- 0-0-0
Bulgaria ACTION PACK 2024982 1/8/2002 No. 1/9/2001		23180	7/14/2006	23180	7/14/2006
ACTION PACK 2024982 1/8/2002 No. 1/9/2001					7,1 1/2000
Bulgaria AUSTIN 1381086 12/15/2000 No. 11/11/1999 Bulgaria CAROLINA GOLD 871575 11/9/2005 None 11/9/2005 Bulgaria GYRO 1489301 6/11/2001 No. 2/28/2000 Bulgaria CEBOX 871594 11/9/2005 None 11/9/2005 Bulgaria MARSHALL MCGEARTY TOBACCO ARTISANS Sylized & Design 3960771 11/7/2005 No. 7/29/2004 Bulgaria Same as Reg. MCCOY 2353738 6/17/2003 No. 8/31/2001 Bulgaria METRO 871595 11/9/2005 None 11/9/2005 Bulgaria Same as Reg. MONDO 1680701 7/24/2001 No. 5/31/2000 Bulgaria OPTION 871445 11/9/2005 None 11/9/2005 Bulgaria OPTION 871445 11/9/2005 None 11/9/2005 Bulgaria COPTION 1780303 10/3/2001 No. 7/31/2000 Bulgaria REDSTON 1780303 10/3/2001 No. 8/31/2001 Bulgaria REDSTON 2353712 11/27/2002 Same as Reg. REYNOLDS and Label Design 1 2793420 2/11/2004 No. 7/31/2002 Bulgaria REVNOLDS Label Design 1 2353753 11/27/2002 No. 8/31/2001 Bulgaria Same as Reg. REVNOLDS Label Design 1 2353753 11/27/2002 No. 8/31/2001 Bulgaria Same as Reg. REVNOLDS Label Design 1 2353753 11/27/2002 No. 8/31/2001 Bulgaria Same as Reg. REVNOLDS Label Design 1 2489160 3/6/2001 No. 2/28/2000 Bulgaria Same as Reg. RETUAL 1489160 3/6/2001 Same as Reg. No. 2/28/2000 Bulgaria Same as Reg. No. 2/28/2000 Bulgari		2024982	1/8/2002		1/9/2001
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METRO 871595 11/9/2005 None 11/9/2005 Bulgaria J680701 7/24/2001 No. 5/31/2000 Bulgaria No. 5/31/2000 No. 5/31/2000 Bulgaria Same as Reg. 11/9/2005 None 11/9/2005 Bulgaria Same as Reg. No. 7/31/2000 Bulgaria Same as Reg. 8/31/2001 Bulgaria Same as Reg. 8/31/2001 Bulgaria Same as Reg. 7/31/2002 Bulgaria Same as Reg. 7/31/2002 Bulgaria Same as Reg. 8/31/2001					- 0,01,2001
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OPTION 871445 11/9/2005 None 11/9/2005 Bulgaria Same as Reg. 7/31/2000 REDSTON 1780303 10/3/2001 No. 7/31/2000 Bulgaria Same as Reg. No. 8/31/2001 Bulgaria Same as Reg. No. 7/31/2002 Bulgaria Same as Reg. No. 7/31/2002 Bulgaria Same as Reg. 8/31/2001 Bulgaria Same as Reg. No. 8/31/2001 Bulgaria Same as Reg. No. 2/28/2000 Bulgaria Same as Reg. No. 2/28/2000 Bulgaria Same as Reg. No. 2/28/2000				*10.	11027200
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REYNOLDS Label Design 1 2353753 11/27/2002 No. 8/31/2001 Bulgaria Same as Reg. Same as Reg. 2/28/2000 Bulgaria Same as Reg. 2/28/2000			2,24,200,1		115 112002
Bulgaria Same as Reg. RITUAL 1489160 3/6/2001 No. 2/28/2000 Bulgaria Same as Reg.		2353753	11/27/2002	_	8/31/2001
RITUAL 1489160 3/6/2001 No. 2/28/2000 Bulgaria Same as Reg.	XXX		7.11.2002		3,21,2001
Bulgaria Same as Reg.		1489160	3/6/2001	₩·	2/28/2000
		2707100	313(2301		LJ 2012000
RJR 2438638 3/26/2003 No. 11/5/2001	RJR	2438638	3/26/2003	— ·	11/5/2001

Country/ Trademark	Registration No.	Registration Date	Application No.	Application Date
Bulgaria			Same as Reg.	
ROCKLAND	2031441	3/12/2002	No.	1/31/2001
Bulgaria			Same as Reg.	
SEDONA	1489251	3/6/2001	No.	2/28/2000
Bulgaria			Same as Reg.	
SLIDE-O-MATIC	2031417	1/30/2002	No.	1/31/2001
Bulgaria			Same as Reg.	
TRIBECA	1380633	12/15/2000	No.	11/30/1999
Bulgaria			Same as Reg.	
TURKISH GOLD	2211167	7/5/2002	No.	5/31/2001
Bulgaria			Same as Reg.	
TURKISH JADE	2211118	7/5/2002	No.	5/31/2001
Bulgaria			Same as Reg.	1 212
ZUNI	1489327	3/6/2001	No.	2/28/2000
Norway				
AUSTIN	236864	12/14/2006	200601322	2/9/2006
Romania				
ACTION PACK	2024982	1/8/2002	2024982	1/9/2001
Romania				
AUSTIN	1381086	12/15/2000	1381086	11/11/1999
Romania				
CAROLINA GOLD	871575	11/9/2005	None	11/9/2005
Romania				
GYRO	1489301	6/11/2001	1489301	2/28/2000
Romania				
ICEBOX	871594	11/9/2005	None	11/9/2005
Romania				
MARSHALL MCGEARTY		•		l _{ii}
TOBACCO ARTISANS	3960771	11/7/2005	3960771	7/29/2004
Romania				
MCCOY	2353738	6/17/2003	2353738	8/31/2001
Romania				
METRO	871595	11/9/2005	None	11/9/2005
Romania		,		
MONDO	1680701	7/24/2001	1680701	5/31/2000
Romania				
OPTION	871445	11/9/2005	None	11/9/2005
Romania			Same as Reg.	
REDSTON	1780303	10/3/2001	No.	7/31/2000
Romania			Same as Reg.	
REYNOLDS	2353712	11/27/2002	No.	8/31/2001
Romania			Same as Reg.	
REYNOLDS and Label Design 1	2793420	2/11/2004	No.	7/31/2002
Romania			Same as Reg.	
REYNOLDS Label Design 1	2353753	11/27/2002	No.	8/31/2001
Romania			Same as Reg.	
RITUAL	1489160	3/6/2001	No.	2/28/2000

Country/	Registration	Registration Date	Application	Application Date
Trademark	No.		No.	
Romania			Same as Reg.	
RJR	2438638	3/26/2003	No.	11/5/2001
Romania			Same as Reg.	
ROCKLAND	2031441	3/12/2002	No.	1/31/2001
Romania			Same as Reg.	
SEDONA	1489251	3/6/2001	No.	2/28/2000
Romania			Same as Reg.	
SLIDE-O-MATIC	2031417	1/30/2002	No.	1/31/2001
Romania			Same as Reg.	
TRIBECA	1380633	12/13/2000	No.	11/30/1999
Romania			Same as Reg.	
TURKISH GOLD	2211167	7/5/2002	No,	5/31/2001
Romania			Same as Reg.	
TURKISH JADE	2211118	7/5/2002	No.	5/31/2001
Romania			Same as Reg.	
ZUNI	1489327	3/6/2001	No.	2/28/2000
Taiwan				
METRO	1231384	10/1/2006	094051828	10/27/2005

Note: The new registrations in Bulgaria & Romania are automatic extensions of Community Trademarks resulting from the membership of Bulgaria and Romania in the European Union, effective Jan. 1, 2007

APPLICATIONS:

Country/ Trademark	Application No.	Application Date
United States		
GROOVE	78/937756	7/26/2006
United States		
CAMEL NO. 9	77/016556	10/9/2006
United States		
NO.9	77/016555	12/11/2006
United States		
BMF	77/061200	12/11/2006
United States		
DUO	77/061198	12/11/2006
United States		
NOIR	77/061197	12/11/2006
United States		
FROST	77/062235	12/12/2006
United States		0/6/2025
KOOL DEUCE	77/100192	2/6/2007
United States		2/2/2225
ORIENTAL MENTHE	77/102773	2/8/2007

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Country/ Trademark	Application No.	Application Date
United States		
KOOL XS	77/128697	3/12/2007
United States		
REVOS	77/1344110	3/19/2007
United States		
XS	77/128698	3/12/2007
United Stated		
YOUR BEST VALUE JUST GOT		
BETTER	77/128124	3/12/2007
Russian Federation		
M. MCGEARTY	2006724728	8/29/2006
Russian Federation		
MCGEARTY	2006724729	8/29/2006
Community Trademark		
BEES	5326962	9/6/2006

SCHEDULE B

PATENTS

NONE

TRADEMARK REEL: 003797 FRAME: 0408

RECORDED: 06/17/2008