

08-06-2003



Form PTO-1594  
1-31-92

REC

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

7-31-03

102517529

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

1. Name of conveying party(ies):  
Santa Fe Natural Tobacco Company, Inc.

Individuals  Association  
 General Partnership  Limited Partnership

Corporation - New Mexico  
 Other

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: JPMorgan Chase Bank

Internal Address:  
Street Address: 270 Park Avenue  
City: New York State: NY Zip Code: 10017

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation  
 Other Collateral Agent

OFFICE OF PATENT RECORDS  
2003 JUL 31 PM 9:55  
FINANCE SECTION

3. Nature of conveyance:

Assignment  Merger  
 Security Interest  Change of Name  
 Other

Execution Date: July 15, 2003

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)

76/239497  
76/239935

Additional numbers attached?  Yes  No

Trademark Registration No.(s)

|         |         |         |         |
|---------|---------|---------|---------|
| 2692958 | 2620467 | 2658279 | 1718559 |
| 1759227 | 2578127 | 2620466 | 1573725 |
| 2581727 | 2581723 | 2581724 |         |
| 2081507 | 2661935 | 2620465 |         |
| 2620468 | 2671262 | 2690848 |         |

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Helen Bruno, Senior Legal Assistant  
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas  
City: New York State: New York ZIP: 10036

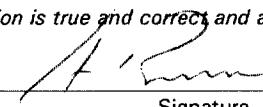
6. Total number of applications and registrations involved: 19

7. Total fee (37 CFR 3.41): ..... \$ 490.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-1705  
(Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

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.*

Helen Bruno  July 31, 2003  
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 12

OMB No. 0651-0011 (exp. 4/94)

8/05/2003 DBYRNE 00000141 76239497  
1 FC:8521  
12 FC:8522

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services  
Director of US Patent and Trademark Office  
PO Box 1450  
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-

ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES  
PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt of which are hereby acknowledged, SANTA FE NATURAL TOBACCO COMPANY, INC., a New Mexico corporation (the "Assignor") with principal offices at 1368 Cerrillos Road, Santa Fe, New Mexico 87505, hereby assigns and grants to JPMORGAN CHASE BANK, 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 the 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 (as 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 15<sup>th</sup> day of July, 2003.


SANTA FE NATURAL TOBACCO  
COMPANY, INC.,  
as Assignor

By Michael O. Johnson

Name: MICHAEL O. JOHNSON

Title: SUP, GENERAL COUNSEL & SECRETARY

JPMORGAN CHASE BANK,  
as Collateral Agent, and as Assignee

By:  \_\_\_\_\_

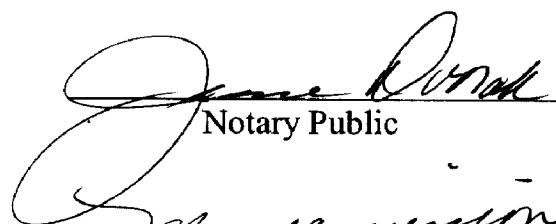
Name: Robert T. Sacks  
Title: Managing Director

STATE OF NEW MEXICO )  
 ) ss.:  
COUNTY OF SANTA FE )

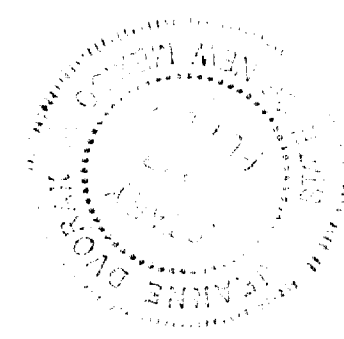
On this 10<sup>th</sup> day of July, 2003, before me personally came

MICHAEL O. JOHNSON who, being duly sworn, did depose and say that [s]he is  
SR. VICE PRESIDENT,  
GENERAL COUNSEL  
+ SECRETARY of SANTA FE NATURAL TOBACCO COMPANY, INC., that [s]he

is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that [X]he did so by authority of the Board of Directors of said corporation.

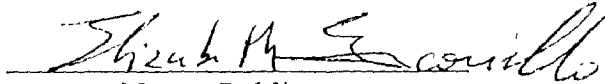
  
Notary Public

*My commission expires:  
March 9, 2006*



STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 17<sup>th</sup> day of July, 2003, before me personally came  
Robert T. Sacks who, being by me duly sworn, did state as follows: that ~~he~~ is  
Managing Director of JPMorgan Chase Bank, 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.

  
Notary Public

ELIZABETH IACOVIELLO  
Notary Public, State of New York  
No. 31-011A463831  
Qualified in New York County  
Commission Expires June 30, 2006

TRADEMARKS

Trademark

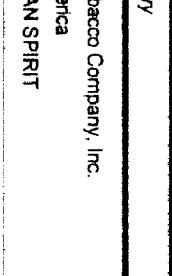
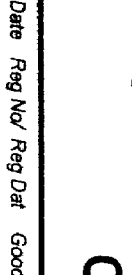
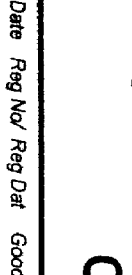
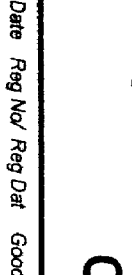
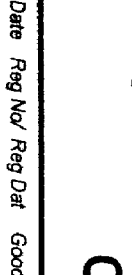
Registration/Serial Number

Registration/Filing Date






See attached list.








# Report 10 - TM File - Listing by Reg. Owner, Country, Trademark (incl. images)

| TMID | Reg. Owner Country   | Status and Class | App No/ App Date          | Reg No/ Reg Dat          | Goods   | Image  |
|------|--|------------------|---------------------------|--------------------------|---|--|
| 250  | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 76/403,087<br>02-May-2002 | 2,692,958<br>04-Mar-2003 | Cigarettes, rolling tobacco   |   |
| 1    | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 74/163,266<br>03-May-1991 | 1,759,227<br>16-Mar-1993 | Chemical additive-free cigarettes, rolling tobacco, pipe tobacco and smokeless tobacco, and matches, primarily sold directly to consumers and the purchasing public through mail orders and orders received by telephone and facsimile transmissions and delivered to the purchaser by mail and parcel delivery services. |  |
| 55   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 76/239,936<br>12-Apr-2001 | 2,581,727<br>18-Jun-2002 | Cigarettes  |  |
| 244  | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 75/147,206<br>08-Aug-1996 | 2,081,507<br>22-Jul-1997 | Cigarettes, rolling tobacco, matches  |  |
| 50   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 76/239,496<br>12-Apr-2001 | 2,620,468<br>17-Sep-2002 | Cigarettes  |  |





# Report 10 - TM File - Listing by Reg. Owner, Country, Trademark (incl. images)

| TMID | Reg. Owner, Country  | Status and Class | App No/ App Date          | Reg No/ Reg Dat          | Goods           | Image   |
|------|--|------------------|---------------------------|--------------------------|-----------------|---|
| 48   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 76/239,494<br>12-Apr-2001 | 2,620,467<br>17-Sep-2002 | Cigarettes      |  |
| 54   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 76/239,621<br>12-Apr-2001 | 2,578,127<br>11-Jun-2002 | Cigarettes      |   |
| 52   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 76/239,619<br>12-Apr-2001 | 2,581,723<br>18-Jun-2002 | Cigarettes      |    |
| 51   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 76/239,499<br>12-Apr-2001 | 2,661,935<br>17-Dec-2002 | Cigarettes      |    |
| 45   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America | REG 34           | 76/239,491<br>12-Apr-2001 | 2,671,262<br>07-Jan-2003 | Smoking tobacco |    |

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| TMID | Reg. Owner, Country  | Status and Class | App No/ App Date          | Reg No/ Reg Dat          | Goods                       | Image   |
|------|--|------------------|---------------------------|--------------------------|-----------------------------|---|
| 49   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America<br>NATURAL AMERICAN SPIRIT & Design (Pow-<br>Wow)   | REG 34           | 76/239,495<br>12-Apr-2001 | 2,658,279<br>10-Dec-2002 | Smoking tobacco             |  |
| 47   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America<br>NATURAL AMERICAN SPIRIT & Design<br>(turquoise)  | REG 34           | 76/239,493<br>12-Apr-2001 | 2,620,466<br>17-Sep-2002 | Cigarettes                  |   |
| 53   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America<br>NATURAL AMERICAN SPIRIT & Design (U.S.<br>Grown) | REG 34           | 76/239,620<br>12-Apr-2001 | 2,581,724<br>18-Jun-2002 | Smoking tobacco             |    |
| 46   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America<br>NATURAL AMERICAN SPIRIT & Design (yellow)        | REG 34           | 76/239,492<br>12-Apr-2001 | 2,620,465<br>17-Sep-2002 | Cigarettes                  |    |
| 300  | Santa Fe Natural Tobacco Company, Inc.<br>United States of America<br>THUNDERBIRD                                      | REG 34           | 76/421,281<br>13-Jun-2002 | 2,690,848<br>25-Feb-2003 | Cigarettes, smoking tobacco |    |

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| TMID | Reg. Owner, Country  | Status and Class | App No/ App Date          | Reg No/ Reg Dat          | Goods   | Image   |
|------|--|------------------|---------------------------|--------------------------|---|---|
| 42   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America<br>Thunderbird Pyramid Logo | PEN<br>34        | 76/239,497<br>12-Apr-2001 |                          | Non-tobacco cigarettes  |  |
| 41   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America<br>Thunderbird Pyramid Logo | PEN<br>25, 34    | 76/239,935<br>12-Apr-2001 |                          | Class 25 - Apparel<br>Class 34 - Cigarette rolling papers, ashtrays, matchbooks, cigarette lighters |  |
| 43   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America<br>Tobacco Chief Logo       | REG<br>34        | 74/186,215<br>18-Jul-1991 | 1,718,559<br>22-Sep-1992 | Cigarettes, rolling tobacco, pipe tobacco, smokeless tobacco and matches                            |    |
| 44   | Santa Fe Natural Tobacco Company, Inc.<br>United States of America<br>Volcano Design           | REG<br>34        | 73/783,886<br>01-Mar-1989 | 1,573,725<br>26-Dec-1989 | Cigarettes (smoking tobacco), matches   |    |

TRADEMARK  
REEL: 002795 FRAME: 0431

RECORDED: 07/31/2003