

08-06-2003



Form PTO-1594
1-31-92

RE

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

7-31-03

102517530

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

1. Name of conveying party(ies):
GMB, Inc.

Individuals Association
 General Partnership Limited Partnership

Corporation - North Carolina
 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 FUEL RECEIPTS
 2003 JUL 31 AM 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)

78/162778	78/156771	76/328386	76/282470
76/388850	78/156773	76/380075	78/146434
78/141718	78/174521	78/158243	78/146436
78/052528	78/174511	78/141884	76/404638
76/380076	76/380174	76/083463	76/271462
76/419363	76/380173	78/156774	76/362112
76/015291	78/146437	76/380172	76/091170
75/090918	76/081078	78/052529	76/166836
76/333101	76/333100	76/380299	78/195347
76/158410	76/380298	78/160992	76/410259
78/158244			

Trademark Registration No.(s)

1846318	1795202	1030232	2620063	844876
2414073	1927043	1226116	1693466	1995943
848505	1858238	222446	1964388	1832388
849688	1273039	1502414	1769442	768642
1745297	1985800	126760	1779815	1042461
784713	1985803	1391824	1271008	2022308
850092	940330	836213	1257080	2727879
2030475	2166354	875931	1891813	2640055
1424205	1978627	1978655	850095	2082245
1747898	2164294	1664323	2166511	1185094
2032163	2047500	1763790	2029313	2032164
2057041	2057040	1495296	1808589	842322
2664516	1368050	1481837	1745298	1069935
2127937	1176451	1766894	2026049	2088096
1021649	1022212	1022210	1022211	1867765
874578	1028871	1046497	875932	2425789
2022618	2034168	2166339	784716	1802888
2133079	2018404	2031165	1136976	2603649
190947	1693470	1478952	637365	2338355
1374142	1050224	2496002	1030234	1478950
852588	2027863	362601	2254324	1783609
1746557	1728005	2002121	1845217	836214
761230	1848325	850460	1745299	1863890
1745296	784715	969044	1821600	1693467
1030233	1303026	1043713	1043714	2330639
1742475	636355	978015	870346	

08/05/2003 BYRNE 00000140 78162778

01 FC:8521 40.00 OP
 02 FC:8522 4225.00 OP

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved: 170

7. Total fee (37 CFR 3.41): \$ 4265.00
 Enclosed

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

Authorized to be charged to deposit account

8. Deposit account number:

23-1705

(Attach duplicate copy of this page if paying by deposit account)

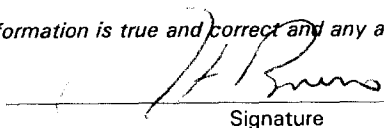
DO NOT USE THIS SPACE

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

Name of Person Signing


Signature

July 31, 2003

Date

Total number of pages comprising cover sheet:

16

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

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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 Jefferson Square, Suite 10, 153 Jefferson Church Road, King, North Carolina 27021, 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 15th day of July, 2003.

GMB, INC.,
as Assignor

By: Dan Fawley
Name: Daniel Fawley
Title: Treasurer

JPMORGAN CHASE BANK,
as Collateral Agent, and as Assignee

By: 

Name: Robert T. Sacks

Title: Managing Director

STATE OF NORTH CAROLINA)
) ss.:
COUNTY OF FORSYTH)

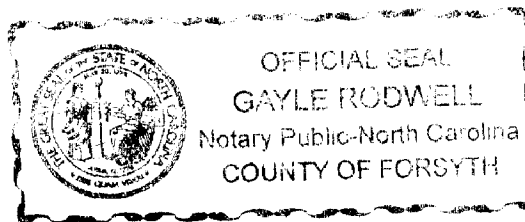
On this 9th day of July, 2003, before me personally came

Daniel Fawley who, being duly sworn, did depose and say that [s]he is

Treasurer of GMB, INC., that [s]he is authorized to 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.

Gayle Rodwell
Notary Public



Commission Expires July 28, 2005

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

On this 17th 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. 31-011A4638331
Qualified in New York County
Commission Expires June 30, 2006

TRADEMARKS

Trademark

Registration/Serial Number

Registration/Filing Date

See Attached List.

TRADEMARK REGISTRATIONS AND APPLICATIONS OF GMB, INC. (U.S. ONLY)

MARK	REG. NO.	APP. NO.	REG. DATE	APP. DATE
1ST CHOICE	1846318	74/313108	7/19/1994	9/11/1992
ACROSS AMERICA	2414073	75/894289	12/19/2000	1/11/2000
AEGEAN SPICE		78/162778		9/11/2002
AMERICA'S PEARL		76/388850		3/29/2002
APPLAUD		78/141718		7/8/2002
ARCHER		78/052528		3/12/2001
ASPEN	848505	280798	5/7/1968	9/20/1967
AUSTIN	849688	280264	5/28/1968	9/13/1967
BARGAIN BUY	1745297	74/204931	1/5/1993	9/19/1991
BASMA		76/380076		3/7/2002
BEACON	784713	72/198881	2/9/1965	7/30/1964
BEACON STYLIZED	1795202	74/340517	9/28/1993	12/16/1992
BEST VALUE AND DESIGN	1927043	74/473832	10/17/1995	12/21/1993
BISCAYNE		78/156771		8/22/2002
BRANDON		78/156773		8/22/2002
BRENTWOOD	1858238	74/394120	10/11/1994	5/19/1993
BRIGHT	1273039	349760	4/3/1984	2/10/1982
BV BONUS VALUE	1,985,800	74-722,719	7/9/1996	8/30/1995
BV BONUS VALUE AND DESIGN	1,985,803	74-722,999	7/9/1996	8/30/1995
CAMEL BLACK MAGIC BERRY STYLIZ		78/174521		10/15/2002
CAMEL DEVICE	1030232	73/045253	1/13/1976	2/26/1975
CAMEL LIGHTS HARD PACK	1226116	260114	2/1/1983	4/28/1980
CAMEL MAGIC BERRY STYLIZED WIT		78/174511		10/15/2002
CAMEL PICTURE PACKAGE I	222446	235275	1/4/1927	7/28/1926
CAMEL STYLIZED	1502414	73/707460	8/30/1988	1/25/1988
CAMEL STYLIZED III	126760	117168	3/1/1930	3/1/1930
CAMEL STYLIZED WITH CAMEL DEVI	1391824	73/556172	4/29/1986	8/30/1985

TRADEMARK REGISTRATIONS AND APPLICATIONS OF GMB, INC. (U.S. ONLY)

MARK	REG. NO.	APP. NO.	REG. DATE	APP. DATE
CAMEL TURKISH GOLD	2620063	76/181130	9/17/2002	12/14/2000
CAMEL TURKISH JADE and Design		76/328386		10/22/2001
CAMEL WIDES	1693466	74/001587	6/9/1992	11/16/1989
CAROLINA GOLD	1964388	74/350768	3/26/1996	1/21/1993
CAVALIER	1769442	74/276847	5/4/1993	5/18/1992
CAVALIER DEVICE	1779815	74/287903	6/29/1993	6/23/1992
CENTURY	1271008	404414	3/20/1984	12/1/1982
CENTURY	844876	72/275447	2/27/1968	7/6/1967
CHARTER	1995943	74/515814	8/20/1996	4/19/1994
CIMARRON	1832388	74/345070	4/19/1994	1/4/1993
CITATION	768642	175318	4/28/1964	8/19/1963
CITY LIGHTS	1042461	9201	6/29/1976	12/19/1973
CONVERTIBLE BOX	2022308	74/196339	12/10/1996	8/20/1991
COURIER	850092	280256	6/4/1968	9/13/1967
CREMA		76/380075		3/7/2002
DAKOTA	940330	400211	8/8/1972	8/16/1971
DARK CURRENTS		78/158243		8/27/2002
DARK MINT		78/141884		7/8/2002
DD DEVICE	870346	312163	6/3/1969	11/14/1968
DEEP FREEZE		78/158244		8/27/2002
DORAL	836213		10/3/1967	
DORAL DD DEVICE		76/282470		7/10/2001
DYNASTY	1257080	387051	11/8/1983	9/20/1982
EASTON	2727879	76/271463	6/17/2003	6/13/2001
ECLIPSE	2030475	74/431604	1/14/1997	8/31/1993
ECLIPSE AND DESIGN	2,166,354	75/119174	6/16/1998	5/30/1996
EMBRA	875931	317925	9/2/1969	1/30/1969

TRADEMARK REGISTRATIONS AND APPLICATIONS OF GMB, INC. (U.S. ONLY)

MARK	REG. NO.	APP. NO.	REG. DATE	APP. DATE
EXTRA VALUE	1891813	74/287606	4/25/1995	6/23/1992
FIRE & ICE		78/146434		7/23/2002
FIRST CUT	2640055	75/691029	10/22/2002	4/26/1999
FOCUS	1424205	73/590656	1/6/1987	3/31/1986
GOLD COAST	1978627	74/315844	6/4/1996	9/18/1992
GOLD COAST AND LABEL DESIGN I	1978655	74/407223	6/4/1996	6/25/1993
GOLD STRIPE	850095	280259	6/4/1968	9/13/1967
HEAT RELEASE SMOKING WITH LEAV	2082245	75/005995	7/22/1997	10/13/1995
HIGHBORN		78/146436		7/23/2002
HIGHWAY	1747898	74/224486	1/19/1993	11/20/1991
HONEY-TOASTED TOBACCO AND LABE	2,164,294	74/701521	6/9/1998	7/14/1995
HORIZON	1664323	73/838479	11/12/1991	11/13/1989
HOUSE BLEND AND LABEL DESIGN	2,166,511	75/186984	6/16/1998	10/24/1996
I'D WALK A MILE FOR A CAMEL	1185094	251700	1/5/1982	2/22/1980
ICEBOX	2032163	75/064342	1/21/1997	2/27/1996
ICEBOX AND DESIGN	2047500	75/071159	3/25/1997	3/7/1996
IMAGINE GETTING MORE		76/404638		5/8/2002
IZMIR STINGER		76/380174		3/7/2002
JACKS	1763790	74/258785	4/6/1993	3/25/1992
JUMBOS	2029313	74/697482	1/7/1997	7/5/1995
KAMEL RED	2032164	75/064344	1/21/1997	2/27/1996
KAMEL RED AND LABEL DESIGN I	2057041	75/064348	4/29/1997	2/27/1996
KAMEL RED AND LABEL DESIGN II	2057040	75/064347	4/29/1997	2/27/1996
KAZO		76/083463		7/6/2000
LA		76/271462		6/13/2001
LEGEND	1495296	697767	7/5/1988	11/27/1987
LEGEND STYLIZED	1808589	74/132132	11/30/1993	1/22/1991

TRADEMARK REGISTRATIONS AND APPLICATIONS OF GMB, INC. (U.S. ONLY)

MARK	REG. NO.	APP. NO.	REG. DATE	APP. DATE
LEMAC	842322		1/16/1968	
LIMOS	2664516	76/311752	12/17/2002	9/13/2001
LONDON STAR		76/419363		6/10/2002
MAGNA	1368050	73/517541	10/29/1985	1/14/1985
MANDARIN MINT		76/380013 76/380172		3/7/2002
MARBIA		to follow		5/21/2002
MARKER	1481837	678550	3/22/1988	8/14/1987
MARKER STYLIZED	1745298	74/209402	1/5/1993	10/3/1991
MENTHA		78/156774		8/22/2002
METRO	1069935	110897	7/19/1977	12/27/1976
MIRAGE		76/362112		1/23/2002
MONACO	2127937	74/490457	1/13/1998	2/15/1994
MONARCH	1176451	226477	11/3/1981	8/6/1979
MONARCH STYLIZED	1766894	74/024860	4/20/1993	2/2/1990
MONDO		76/015291		3/31/2000
MOONLIGHT		78/146437		7/23/2002
MOONLIGHT TOBACCO CO.	2026049	74/664583	12/24/1996	4/24/1995
MOONLIGHT TOBACCO CO. AND DESI	2088096	74/686646	8/12/1997	6/9/1995
MORE	1021649	7557	9/30/1975	11/29/1973
MORE AND LABEL DESIGN I	1022212	35582	10/7/1975	10/25/1974
MORE AND LABEL DESIGN I GREEN	1022210	73/035454	10/7/1975	10/25/1974
MORE AND LABEL DESIGN I RED	1022211	35579	10/7/1975	10/25/1974
MOROCCAN BERRY		76/380172		3/7/2002
MUSTANG	1867765	74/151652	12/13/1994	3/26/1991
NO BULL. NO BOUNDARIES.		76/091170		7/18/2000
NOMAD	874578	316505	8/12/1969	1/14/1969
NOW	1028871	73/044969	12/30/1975	2/24/1975

TRADEMARK REGISTRATIONS AND APPLICATIONS OF GMB, INC. (U.S.ONLY)

MARK	REG. NO.	APP. NO.	REG. DATE	APP. DATE
NOW AND LABEL DESIGN RED	1046497	73881	8/17/1976	1/9/1976
OPTION	875932	317926	9/2/1969	1/30/1969
ORB E	2425789	75/691027	1/30/2001	4/26/1999
PACE	2022618	74/691761	12/10/1996	6/21/1995
PERFECTLY AGED TOBACCO AND DES	2034168	74/564801	1/28/1997	8/23/1994
PIANISSIMO	2,166,339	75/113242	6/16/1998	6/3/1996
PILOT	784716	198886	2/9/1965	7/30/1964
PILOT	1802888	74/210108	11/2/1993	10/3/1991
PLANET	2133079	75/009324	1/27/1998	10/23/1995
PLANET STYLIZED AND GLOBE DEVI		75/090918		4/12/1996
POLITIX	2018404	74/674502	11/19/1996	5/16/1995
POLITIX AND LABEL DESIGN I	2031165	74/701519	1/14/1997	7/14/1995
PREMIER	1136976		6/17/1980	
PREMIER AND LABEL DESIGN III	2603649	76/089350	8/6/2002	7/14/2000
PRINCE DE MONACO	190947	71/198156	10/28/1924	6/5/1924
REDSTON		76/081078		6/28/2000
REYNOLDS		78/052529		3/12/2001
RJR STYLIZED WITH EAGLE DEVICE	1693470	74/048303	6/9/1992	4/10/1990
ROCKLAND		76/166836		11/16/2000
SAIL DEVICE I	1478952	667073	3/1/1988	6/18/1987
SALEM	637365	5321	11/20/1956	3/27/1956
SALEM AND LABEL DESIGN IX	2338355	75/686953	4/4/2000	4/20/1999
SALEM BLACK LABEL		76/333101		11/2/2001
SALEM GREEN LABEL		76/333100		11/2/2001
SALEM LABEL DESIGN III COLOR	1374142	73/524820	12/3/1985	3/4/1985
SALEM LIGHTS AND LABEL DESIGN	1050224	70195	10/12/1976	11/26/1975
SALEM ORB DEVICE	2496002	76/081080	10/9/2001	6/28/2000

TRADEMARK REGISTRATIONS AND APPLICATIONS OF GMB, INC. (U.S. ONLY)

MARK	REG. NO.	APP. NO.	REG. DATE	APP. DATE
SALEM STYLIZED VII	1030234	45256	1/13/1976	2/26/1975
SALEM STYLIZED WITH SAIL DEVIC	1478950	73/666728	3/1/1988	6/15/1987
SAMSUN		76/380299		3/7/2002
SEAL THE DEAL		78/195347		12/17/2002
SEBRING	852588	287029	7/16/1968	12/15/1967
SEDONA	2027863	74/680111	12/31/1996	5/25/1995
SIGNATURE	362601	407810	11/22/1938	6/23/1938
SMOKE 1 STYLIZED	2,254,324	75/347330	6/15/1999	8/26/1997
SMOKES STYLIZED AND DESIGN II	1783609	74/274551	7/20/1993	5/8/1992
SPLENDIDLY BLENDED		76/158410		11/2/2000
STERLING	1746557	74/036751	1/12/1993	3/7/1990
STERLING AND LABEL DESIGN III	1728005	74/231477	10/27/1992	12/16/1991
STOCKTON	2002121	74/527929	9/24/1996	5/20/1994
SUNDANCE	1845217	74/305970	7/12/1994	8/18/1992
TANGO	836214	258250	10/3/1967	11/8/1966
TEMPO	761230		12/10/1963	
TEMPO STYLIZED II	1848325	74/132133	8/2/1994	1/22/1991
TRIM	850460	261157	6/11/1968	12/20/1966
TWIST		76/380298		3/7/2002
VALUE \$ENSE	1745299	74/217215	1/5/1993	10/29/1991
VALUE & QUALITY VQ AND LABEL D	1863890	74/461798	11/22/1994	11/22/1993
VALUE PRIDE	1745296	74/204930	1/5/1993	9/19/1991
VANTAGE	784715	198885	2/9/1965	7/30/1964
VANTAGE AND LABEL DESIGN BLUE	969044	429344	9/25/1973	7/7/1972
VANTAGE LABEL DESIGN II	1821600	74/337118	2/15/1994	12/4/1992
VANTAGE TARGET DEVICE II		78/160992		9/5/2002
WIDE GAUGE	1693467	74/001595	6/9/1992	11/16/1989

TRADEMARK REGISTRATIONS AND APPLICATIONS OF GMB, INC. (U.S. ONLY)

MARK	REG. NO.	APP. NO.	REG. DATE	APP. DATE
WINSTON AND LABEL DESIGN	1030233	45255	1/13/1976	2/26/1975
WINSTON LABEL DESIGN III COLOR	1303026	73/446502	10/30/1984	10/3/1983
WINSTON LIGHTS AND LABEL DESIG	1043713	28275	7/13/1976	7/31/1974
WINSTON LIGHTS AND LABEL DESIG	1043714	28276	7/13/1976	7/31/1974
WINSTON PICTURE PACKAGE XIV CO	2330639	75/373682	3/21/2000	10/15/1997
WINSTON SELECT	1742475	74/194680	12/22/1992	8/14/1991
WINSTON STYLIZED	636355	661117	10/30/1956	2/17/1954
WINSTON TASTES GOOD LIKE A	978015	431720	2/5/1974	8/4/1972
ZUCARI ZINGER		76/410259		5/21/2002