

**\*[INDICATES PAGINATION IN ORIGINAL DOCUMENT]**

**ADDENDUM TO THE MASTER SETTLEMENT AGREEMENT**

The undersigned Settling States and Participating Manufacturers hereby agree as follows:

1. That the following companies are signatories to the Master Settlement Agreement (“MSA”) as amended herein. In the case of a company that had not previously executed the MSA, the signature below shall also be treated as execution of the MSA as amended herein.

- A. Liggett Group Inc.
- B. Commonwealth Brands, Inc.
- C. Sante Fe Natural Tobacco Company, Inc.
- D. ~~Crossline Distributors, Ltd.~~
- E. ITL (USA) Limited
- F. Japan Tobacco International U.S.A., Inc.
- G. King Maker Marketing, Inc.
- H. Lane Limited
- I. Lignum-2, Inc.
- J. LTD Corporation
- K. The Medallion Company, Inc.
- L. ~~Point Marketing Inc.~~
- M. ~~Port-O-Van~~
- N. Premier Marketing Incorporated
- O. P.T. Djarum
- P. Sherman’s 1400 Broadway N.Y.C. Ltd. [end page 1]\*

[begin page 2]\*

- Q. Societe Nationale d'Exploitation Industrielle des Tobacs et Allumettes
- R. Tobacco Exporters International (USA) Ltd.
- S. Top Tobacco, L.P.

2. The MSA is hereby amended as set forth in the attached Amendments No. 2 through and including No. 11.

3. Revision of the MSA pursuant to subsection XVIII(b)(2) shall not be required by virtue of any of the amendments set forth herein.

4. All capitalized terms used in this Addendum and attached Amendments not otherwise defined have the meaning given such terms in the MSA.

IN WITNESS WHEREOF, each Settling State and each Participating Manufacturer, through their fully authorized representatives, have agreed to this Addendum and Amendments.

[end page 2]\*

[begin page 3]\*

PHILIP MORRIS INCORPORATED

By: /s/ Martin J. Barrington  
Date: February 19, 1999

R. J. REYNOLDS TOBACCO COMPANY

By: /s/ Charles A. Blixt  
Date: 2-15-99

BROWN & WILLIAMSON TOBACCO  
CORPORATION

By: /s/ F. A. Burke  
Date: 2/17/1999

LORILLARD TOBACCO COMPANY

By: /s/ Ronald S. Milstein  
Vice President, General Counsel  
Date: 2/17/99

[end page 3]\*

3

[begin page 4]\*

LIGGETT GROUP INC.

By: /s/ consenting only to Amendments 2, 3,  
9 and 10 to the MSA.  
Bennett S. LeBow /by permission to  
Aaron H. Marks  
Date: 2/21/99

COMMONWEALTH BRANDS, INC.

By: /s/ William Jay Hunter  
Date: February 18, 1999

SANTE SANTA FE NATURAL TOBACCO  
COMPANY, INC.

By: /s/ Bradford C. Berge  
Date: February 15, 1999

CROSSLINE DISTRIBUTORS, LTD.

By: [no signature]  
Date: \_\_\_\_\_

[end page 4]\*

[begin page 5]\*

ITL (USA) LIMITED

By: /s/ Bill Rose  
Date: Feb 15/99

JAPAN TOBACCO INTERNATIONAL  
U.S.A., INC.

By: /s/ Masayuki Hamada  
Date: 2/16/99

KING MAKER MARKETING, INC.

By: /s/ Mark Finkle  
Date: 2/12/99

LANE LIMITED

By: /s/ Robert S. Pless  
Date: February 15, 1999

[end page 5]\*

[begin page 6]\*

LIGNUM-2, INC.

By: Ken Irinaga  
Date: 2/16/99

LTD CORPORATION

By: /s/ Bill Wills  
Date: 2/12/99

THE MEDALLION COMPANY, INC.

By: /s/ Wayne Rice  
Date: 2-15-99

POINT MARKETING INC.

By: [no signature]

Date: \_\_\_\_\_

[end page 6]\*

6

[begin page 7]\*

PORT-O-VAN, INC.

By: [no signature]

Date: \_\_\_\_\_

PREMIER MARKETING INCORPORATED

By: /s/ Mark Dunham

Date: 2/15/99

P.T. DJARUM

By: /s/ Honley Harjo, Director

Date: February 15, 1999

SOCIETE NATIONALE d'EXPLOITATION  
INDUSTRIELLE des TOBACS et ALLUMETTES

By: /s/ Jean Dominique Comolli

Date: February 17, 1999

[end page 7]\*

7

[begin page 8]\*

SHERMAN'S 1400 BROADWAY N.Y.C., LTD.

By: /s/ Joel Sherman, Pres.

Date: 2/12/99

TOBACCO EXPORTERS INTERNATIONAL  
(USA) LTD.

By: /s/ Robert S. Pless  
Date: February 15, 1999

TOP TOBACCO, L.P.

By: /s/ Seth I. Gold  
Date: February 12, 1999

[end page 8]\*

8

[begin page 9]\*

/s/ Bill Pryor  
Attorney General of Alabama

/s/ Bruce M. Botelho  
Attorney General of Alaska

/s/ Toetagata Albet Mailo  
Attorney General of American Samoa

/s/ Janet Napolitano  
Attorney General of Arizona

/s/ Mark Pryor  
Attorney General of Arkansas

/s/ Bill Lockyer  
Attorney General of California

/s/ Ken Salazar  
Attorney General of Colorado

/s/ Richard Blumenthal  
Attorney General of Connecticut

/s/ M. Jane Brady  
Attorney General of Delaware

/s/ John M. Ferren  
Corporation Counsel of D.C.

/s/ Thurbert E. Baker  
Attorney General of Georgia

/s/ Michael C. Stern  
Attorney General of Guam

[end page 9]\*



[begin page 10]\*

/s/ Margery S. Bronster  
Attorney General of Hawaii

/s/ Alan G. Lance  
Attorney General of Idaho

/s/ Jim Ryan  
Attorney General of Illinois

/s/ Jeffrey A. Modisett  
Attorney General of Indiana

/s/ Tom Miller  
Attorney General of Iowa

/s/ Carla J. Stovall  
Attorney General of Kansas

/s/ A. B. "Ben" Chandler III  
Attorney General of Kentucky

/s/ Richard P. Ieyoub  
Attorney General of Louisiana

/s/ Andrew Ketterer  
Attorney General of Maine

/s/ J. Joseph Curran, Jr.  
Attorney General of Maryland

/s/ Tom Reilly  
Attorney General of Massachusetts

/s/ Jennifer Granholm  
Attorney General of Michigan

[end page 10]\*

[begin page 11]\*

/s/ Jeremiah W. Nixon  
Attorney General of Missouri

/s/ Joseph P. Mazurek  
Attorney General of Montana

/s/ Don Stenberg  
Attorney General of Nebraska

/s/ Frankie Sue Del Papa  
Attorney General of Nevada

/s/ Phillip T. McLaughlin  
Attorney General of New Hampshire

/s/ Peter Verniero  
Attorney General of New Jersey

/s/ Patricia Madrid  
Attorney General of New Mexico

/s/ Eliot Spitzer  
Attorney General of New York

/s/ Michael F. Easley  
Attorney General of North Dakota

/s/ Heidi Heitkamp  
Attorney General of North Dakota

/s/ Maya B. Kara  
Attorney General of N. Mariana Isl.

/s/ Betty D. Montgomery  
Attorney General of Ohio

[end page 11]\*

[begin page 12]\*

/s/ W. A. Drew Edmondson  
Attorney General of Oklahoma

/s/ Hardy Myers  
Attorney General of Oregon

/s/ D. Michael Fisher  
Attorney General of Pennsylvania

/s/ Jose A. Fuentes-Agostini  
Attorney General of Puerto Rico

/s/ Sheldon Whitehouse  
Attorney General of Rhode Island

/s/ Charlie Condon  
Attorney General of South Carolina

/s/ Mark Barnett  
Attorney General of South Dakota

/s/ Paul Summers  
Attorney General of Tennessee

/s/ Jan Graham  
Attorney General of Utah

/s/ William H. Sorrell  
Attorney General of Vermont

/s/ Julio A. Brady  
Attorney General of Virgin Islands

/s/ Mark L. Earley  
Attorney General of Virginia

[end page12]\*

[begin page 13]\*

/s/ Christine O. Gregoire  
Attorney General of Washington

/s/ Darrell V. McGraw Jr.  
Attorney General of West Virginia

/s/ James E. Doyle  
Attorney General of Wisconsin

/s/ Gay Woodhouse  
Attorney General of Wyoming

[end page 13]\*