

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

**AMENDMENT TO THE
MASTER SETTLEMENT AGREEMENT**

Pursuant to Section XVIII(J) of the Master Settlement Agreement, the undersigned parties hereby agree that Section IX(i)(4)(A) of the Master Settlement Agreement is amended to read as follows:

“(A) became a signatory to this Agreement more than 90 days after the MSA Execution Date or”

PHILLIP MORRIS INCORPORATED

By: /s/ Martin J. Barrington, General Counsel Date: January 20, 1999

By: /s/ Meyer G. Koplow, Counsel Date: 1/20/99

R. J. REYNOLDS TOBACCO COMPANY

By: /s/ Charles A. Blixt, Executive Vice President and General Counsel Date: 1-21-99

By: /s/ Arthur F. Golden, Counsel Date: 1/21/99

BROWN & WILLIAMSON TOBACCO CORPORATION

By: /s/ F. Anthony Burke, Vice President and General Counsel Date: 1/20/99

[end page 1]*

[begin page 2]*

By: /s/ Stephen R. Patton, Counsel Date: 1/20/99

LORILLARD TOBACCO COMPANY

By: /s/ Ronald S. Milstein, General Counsel Date: 1/20/99

LIGGETT GROUP INC.

By: /s/ Marc E. Kasowitz, Counsel

Date: 1/20/99

COMMONWEALTH BRANDS, INC.

By: /s/ William Jay Hunter, Jr., Counsel

Date: January 20, 1999

SANTA FE

By: /s/ Bradford C. Berge, Counsel

Date: 20 January 1999

[end of page 2]*

[begin page 3]*

/s/ Bill Pryor
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/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

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Attorney General of Louisiana

/s/ Andrew Ketterer
Attorney General of Maine

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/s/ Tom Reilly
Attorney General of Massachusetts

/s/ Jennifer Granholm
Attorney General of Michigan

[end page 4]*

[begin page 5]*

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Attorney General of Montana

/s/ Don Stenberg
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/s/ Frankie Sue Del Papa
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/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 5]*

[begin page 6]*

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/s/ Hardy Myers
Attorney General of Oregon

/s/ D. Michael Fisher
Attorney General of Pennsylvania

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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
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Attorney General of Virgin Islands

/s/ Mark L. Earley
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/s/ Christine O. Gregoire
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Attorney General of Wisconsin

/s/ Gay Woodhouse
Attorney General of Wyoming

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