

MONTEVERDE & ASSOCIATES PC

ATTORNEYS AT LAW

THE EMPIRE STATE BUILDING
350 FIFTH AVENUE, SUITE 4740
NEW YORK, NEW YORK 10118

Dear Client,

Thank you for the opportunity to represent you in this matter. We are sending you this letter to confirm that you (the “Client”) have retained Monteverde & Associates PC to represent you on a fully contingent basis with respect to its fees as a named plaintiff in litigation involving 22nd Century Group, Inc. (the “Action”). The Action seeks to investigate, and possibly challenge, violations of securities laws and/or breaches of fiduciary duties.

This firm has thoroughly and extensively investigated the Action, and believes that there is a valid legal and factual basis to prosecute this Action against the defendants. We agree to advance all expenses in the litigation, which means that you are not liable or responsible to pay any of the expenses, attorneys’ fees or costs associated with the Action, regardless of the outcome. Should we obtain a favorable result in the Action, we may seek compensation not to exceed 1/3 out of any monetary benefit recovered or to be paid by the defendants or their insurance carrier(s) for conferring non- monetary benefits on the Company and/or its shareholders. **Again, we will never ask you to directly pay any of the costs, attorneys’ fees or expenses of this Action.**

You may have discussed with other attorneys or law firms a case involving the Company named below, but you have not retained any other attorneys or law firm to represent you in connection with the same Action and this letter supersedes other agreements, if any. Further, you purchased the shares during the relevant time period and did not purchase said shares for the purpose of commencing any legal action. During the course of this litigation, you authorize us to employ, share work and/or fees with other attorneys or law firms to prosecute your case. Additionally, the file compiled for the Action constitutes the work product and property of this firm over which the firm has complete control with respect to its use and/or disclosure.

We look forward to representing you in this Action.

Sincerely,

Juan E. Monteverde, Esq.