02-19-2003

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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇨⇨⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies): 2.12.03

PHILIP MORRIS INCORPORATED

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [X] Corporation-State
- [ ] Other

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

2. Name and address of receiving party(ies)

Name: PHILIP MORRIS USA INC.

Internal Address:

Street Address: 120 Park Avenue

City: New York State: NY Zip: 10017

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [X] Corporation-State Virginia
- [ ] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [ ] No

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [ ] Security Agreement
- [X] Change of Name
- [ ] Other

Execution Date: January 15, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached

B. Trademark Registration No.(s)

See attached

Additional number(s) attached [X] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Maxine Fryer Haynes

Internal Address: Altria Corporate Services, Inc.
RA-6N

Street Address: 800 Westchester Avenue

City: Rye Brook State: NY Zip: 10573

6. Total number of applications and registrations involved: 280

7. Total fee (37 CFR 3.41) $ 7015.00

- [ ] Enclosed
- [X] Authorized to be charged to deposit account

8. Deposit account number:

16-1532

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

FINANCE SECTION
FEB 12 AM 7:18

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.

Maxine Fryer Haynes	[signature]	February 10, 2003
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 19

02/14/2003 ECORPER 00000107 161532 76432000

Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK	APPLICAITON NO.
ALL WOMAN	APP. 76/432110
ALWAYS A LADY	PENDING
BASIC LABEL (W/LEAF DESIGN)	APP. 76/436983
CM (INCLINED M W/HORIZONTAL LI NE)	APP. 76/381504
FILTERSELECT	APP. 76/359753
FULL FLAVOR OUT OF THE CLEAR B LUE	APP. 75/633056
FULL FLAVOR OUT OF THE CLEAR B LUE	APP. 75/633055
GET TOGETHER WITH GREAT TASTE	APP. 76/342162
GREAT TASTE OUT OF THE CLEAR B LUE	APP. 75/636698
GREAT TASTE OUT OF THE CLEAR B LUE	APP. 75/636697
INTERLOCKING HANDS DEVICE	APP. 76/322555
KNOW YOUR MONEY	PENDING
LEAF DESIGN (BASIC)	APP. 76/436984
MARLBORO LIGHTS MENTHOL LABEL	APP. 64133
OPTIONS	APP. 76/322574
PAPER SELECT IN GEARED CIRCLE DESIGN	APP. 75/940902
STATUS TRACKER	APP. 76/324240
TOP CHOICE	APP. 75/707627

18 TOTAL RECORDS REPORTED

TRADEMARK	CURRENT NO.
ACCOMMODATION LOGO	1898120
ACCOMMODATION LOGO	1836727
ACCOMMODATION LOGO	1647064
ACCORD	1277319
ACCORD LABEL (CITY STREET)	1948826
ACCORD LABEL DESIGN	2388179
ACCORD STYLIZED	2327168
ACTION AGAINST ACCESS	1976903
ALL AMERICAN	675888
ALL AMERICAN VALUE & HEAD OF E AGLE (STICKER) DESIGN	1436617
ALPINE	130
ALPINE	11344
ALPINE	672719
ALPINE LABEL	11965
ALPINE LABEL (CREST VARIATION)	692698
AMBASSADOR	14042
AMIGO	747145
ARIES (DRUMS) LABEL	1894684
ARIZONA	867070
ARIZONA (CACTUS & SUN) LABEL	1687301
B H BENSON & HEDGES CREST DESI GN	520355
BARKING DOG	9527
BASIC	17679
BASIC	1082848

TRADEMARK	CURRENT NO.
BASIC (STYLIZED)	1668754
BEAUMONT	753969
BELMONT	739265
BELMONT (LOG CABIN) LABEL	1857357
BENSON & HEDGES	117
BENSON & HEDGES	10064
BENSON & HEDGES	428435
BENSON & HEDGES	5497
BENSON & HEDGES BLUES	1563874
BENSON & HEDGES GOLD LABEL	SR 738424
BENSON & HEDGES LIGHTS GOLD LA BEL	1101687
BENSON & HEDGES LIGHTS GREEN L ABEL	1100943
BENSON & HEDGES LOWER CENTER P ANEL LABEL (INCLUDING 100'S AN	1328867
BENSON & HEDGES SIGNATURE COLL ECTION	1556294
BENSON & HEDGES 100'S CREST LA BEL	2538103
BENSON & HEDGES 100'S DE LUXE ULTRA LIGHTS LABEL	1269420
BENSON & HEDGES 100'S GOLD LAB EL	852189
BLACK & WHITE (MARCOVITCH) LAB EL	170
BLACK & WHITE (MARCOVITCH) LAB EL	SR 815650
BLACK & WHITE LABEL NO. 2 (MID	1228164

TRADEMARK	CURRENT NO.
HORIZONTAL STRIPES)	
BLACK & WHITE MARCOVITCH KING SIZE LABEL	867398
BLUE RIDGE	675472
BOND STREET	8301
BOND STREET	344479
BOND STREET LABEL	698859
BRISTOL	1177549
BRISTOL LIGHTS LABEL	1654064
BUCKS	53911
BUCKS	1511197
BUCKS LABEL	1798084
BURLEY USA & DESIGN	2289303
CALIFORNIA	973249
CALIFORNIA (BEACH SCENE) LABEL	1693465
CALL FOR PHILIP MORRIS (& PAGE BOY DESIGN-PLATTER)	173131
CALYPSO	776878
CAMBRIDGE	721531
CAMBRIDGE	959219
CAMBRIDGE DEVICE (FOUR SQUARE DESIGN) W/STYLIZED C & CREST	2632250
CAMBRIDGE LABEL (IN COLOR)	1186086
CAMBRIDGE RED PANEL LABEL	1618988
CITADEL	762598
COLLECTOR'S CHOICE	1693468

TRADEMARK	CURRENT NO.
COLORADO	867069
COMBO	834977
COMMANDER	695940
CONCORD	755344
CONCORD (WINDING BRIDGE) LABEL	1845218
CONSTITUTION	426456
CRAZY MOUNTAIN RANCH	2649150
DAVE'S LOGO	1932808
DE-NIC	1511198
DERBY	979773
DERBY (HORSES & BARN) LABEL	1841468
DESIGNER ORIGINAL BY MARLBORO	698209
DIFFERENT SMOKES	1951581
DUPLEX	739648
EMBASSY	1573727
EMBASSY LABEL (W/TROMBONE & SAX)	1935566
ENGLISH OVALS	8302
ENGLISH OVALS	509939
ENJOY & DISPOSE PROPERLY LOGO DESIGN	2378853
ENJOY & DISPOSE PROPERLY LOGO DESIGN	2521551
ESPRESSO	1544786
ESPRESSO LABEL (W/KEYBOARD & MAN PLAYING SAX)	1935565
FAIRMONT (CLOCK IN TOWER) LABE	1687300

TRADEMARK	CURRENT NO.
L	
FAMOUS VALUE	345299
FAT LEAVES PACKED TIGHT	2000834
FLEETWOOD	509940
FLIP-TOP	19794
FLIP-TOP	717424
FREE	1846915
FREE (HIGHWAY W/CITY SKYLINE) LABEL	1861952
FREEPORT	1515696
FREEPORT (LIGHTHOUSE) LABEL	1693472
GALAXY SHIP DESIGN LABEL	19047
GENERALS	1852038
GETANAS	483053
GRAND MASTER	51076
GT DE LAS AMERICAS	35924
GT MARLBORO DE LAS AMERICAS	35925
IT'S A WOMAN THING	2035852
IT'S A WOMAN THING	2127708
IT'S A WOMAN THING	2134870
IVORY TIPPED (RED BACKGROUND)	509941
LADY MARLBORO	698210
LIMITED EDITION	847815
LONG BEACH (CLOUDS & PLANT) LABEL	1693473
MARCOVITCH LABEL	196010

TRADEMARK	CURRENT NO.
MARK TEN	882739
MARK VII	888931
MARLBORO	105
MARLBORO	7142
MARLBORO	442590
MARLBORO	68502
MARLBORO	826080
MARLBORO	834419
MARLBORO	852045
MARLBORO (& PACKAGE DESIGN)	118
MARLBORO (& PACKAGE DESIGN)	SR 632881
MARLBORO (SCRIPT)	210352
MARLBORO ADVENTURE TEAM	167614
MARLBORO CHUCKWAGON, THE	1025432
MARLBORO COUNTRY	880337
MARLBORO COUNTRY COOKING COFFE E POT DEVICE	2109300
MARLBORO COUNTRY COOKING COFFE E POT DEVICE	2112508
MARLBORO COUNTRY COOKING LOGO	2116423
MARLBORO COUNTRY COOKING LOGO	2109301
MARLBORO COUNTRY STORE	1028256
MARLBORO ES CLASE APARTE	12937
MARLBORO GREEN LABEL	854007
MARLBORO IN THE GREAT AMERICAN TRADITION	440768

TRADEMARK	CURRENT NO.
MARLBORO LABEL	9776
MARLBORO LIGHTS	1039412
MARLBORO LIGHTS GOLD LABEL	1038989
MARLBORO LIGHTS LABEL	READ IN BURMESE
MARLBORO LIGHTS LABEL	READ IN ENGLISH
MARLBORO LIGHTS LABEL	1039413
MARLBORO LIGHTS MENTHOL LABEL	1544782
MARLBORO MUSIC	1928891
MARLBORO RED LABEL	938510
MARLBORO SKI CHALLENGE & SKIER DESIGN	1287359
MARLBORO ULTRA LIGHTS LABEL (S ILVER)	1651628
MARLBORO UNLIMITED	2103967
MARLBORO UNLIMITED	2118301
MARLBORO UNLIMITED	2107692
MARLBORO UNLIMITED	2103968
MARLBORO UNLIMITED	2101970
MARLBORO UNLIMITED	2107693
MARLBORO UNLIMITED	2120279
MARLBORO UNLIMITED	2107691
MEDLEY	1003004
MERIT	19964
MERIT	668906
MERIT GOLD LABEL	20343

TRADEMARK	CURRENT NO.
MERIT GOLD LABEL	1045560
MERIT GREEN LABEL	1045559
MERIT LABEL	1045561
MERIT LABEL (NO WORDING)	1045562
MERIT ULTRA LIGHTS BLUE LABEL	1189527
MONTEREY	1384597
MONTEREY (CHARCOAL LINE) LABEL	1737750
MULTIFILTER	13149
MULTIFILTER (& ROPER DESIGN)	10301
MULTIFILTER CIRCLES LABEL	912378
NEVADA	867068
NEW YORKER	674844
NEW YORKER (SKYSCRAPER) LABEL	1709476
NEXT	1533540
NORTHWIND LABEL & POLAR BEAR D ESIGN	1237594
OXFORD	745686
PACIFIC	838223
PAGE BOY DESIGN (STANDING FIGU RE)	752797
PARK DRIVE (CENTER PANEL SKYSC RAPER) LABEL	1693474
PARLIAMENT	94
PARLIAMENT	8613
PARLIAMENT	378340
PARLIAMENT	5169

TRADEMARK	CURRENT NO.
PARLIAMENT LABEL	10086
PARLIAMENT LIGHTS TWO TONE DIA GONAL LABEL	1164854
PARLIAMENT TWO TONE DIAGONAL L ABEL	19653
PARLIAMENT TWO-TONE DIAGONAL L ABEL (SOLID PANEL)	2578092
PARLIAMENT 100'S TWO TONE DIAG ONAL LABEL (IN COLOR)	865627
PAXTON	169
PAXTON	12717
PAXTON	B4449
PAXTON	762192
PAXTON (STATUE) LABEL	1839070
PHILIP MORRIS	4716
PHILIP MORRIS	318479
PHILIP MORRIS BLUE LABEL	11802
PHILIP MORRIS BLUE LABEL	741831
PHILIP MORRIS BROWN LABEL	5580
PHILIP MORRIS DE LUXE ULTRA LI GHTS LABEL	READ IN ENGLISH
PHILIP MORRIS DE LUXE ULTRA LI GHTS LABEL	READ IN BURMESE
PHILIP MORRIS RED LABEL	17641 VOL 42
PHILIP MORRIS 100'S GOLD LABEL	843566
PLAYER'S	5849
PLAYER'S	552831
PLAYER'S DESIGN	555064

TRADEMARK	CURRENT NO.
PLAYERS LABEL	1294836
PLAYERS LIGHTS LABEL	1384599
PLAZA	847814
PLAZA (STAIRS & TAXI) LABEL	1690878
PLUS	20354
PM INTERNATIONAL LABEL (GREEN)	1010036
PM INTERNATIONAL LABEL (RED)	994452
POCKET PACK	1839128
PREMIUM BUY	2332825
PROFILE	855840
PROFILE (DOUBLE SKYSCRAPER) LA BEL	1886700
PUFF ACTIVATED LIGHTER	2367170
RAFFLES	1272094
RAFFLES (BRIDGE) LABEL	1915298
RAFFLES LABEL	READ IN ENGLISH
RAFFLES LABEL	READ IN BURMESE
RAFFLES LABEL	1271009
RIO (GEOMETRIC FIGURE) LABEL	1903776
ROANOKE	733285
ROANOKE LIGHTS LABEL (LAKE SCE NE)	2332047
ROY	18203
ROYAL	785487
SARATOGA	12715

TRADEMARK	CURRENT NO.
SARATOGA	745687
SARATOGA BROWN LABEL	1031665
SARATOGA LABEL	19934
SEA LORD LABEL	5888
SEVILLE (CELLO & FLUTE) LABEL	1927969
SIENNA LABEL (W/GUITARS)	1935567
SKYLINE	1709481
SPUD	121
SPUD	420722
TAKE THE EDGE OFF	1855273
THE MARLBORO COUNTRY STORE	1213316
TOM JONES	853525
ULTIMA (STYLIZED)	1832866
UNLIMITED ACTION, ADVENTURE, G OOD TIMES	2057397
V AND CREST DESIGN	654359
V DESIGN	662465
VIRGINIA ROUNDS	377139
VIRGINIA SLIMS	894450
VIRGINIA SLIMS	958776
VIRGINIA SLIMS BEIGE LABEL	912375
VIRGINIA SLIMS LABEL	19545
VIRGINIA SLIMS LABEL	912374
VIRGINIA SLIMS LIGHTS LABEL	1227743
VIRGINIA SLIMS LIGHTS 120'S (M ENTHOL) LABEL (EXCLUDING 120'S	1369402

TRADEMARK	CURRENT NO.
VIRGINIA SLIMS SUPERSLIMS LABE L (MARBLE STRIPE)	1897685
VIRGINIA SLIMS VS LOGO	1602699
VIRGINIA SLIMS WORLD CHAMPIONS HIP SERIES & DESIGN	1290474
VISA	879789
VISTA	1602700
VISTA SERIES	1854281
VS LOGO	2175654
WOMAN THING MUSIC	2111345
WOMAN THING MUSIC	2111344
WOMAN THING MUSIC	2151438
XL'S	834599
YOU'VE COME A LONG WAY, BABY	969043

262 TOTAL RECORDS REPORTED

Commonwealth of Virginia

State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the certificate of amendment of PHILIP MORRIS USA INC. issued January 15, 2003.

Nothing more is hereby certified.

Signed and Sealed at Richmond on this Date:
January 30, 2003

Joel H. Peck

Joel H. Peck, Clerk of the Commission

CIS0448

ARTICLES OF AMENDMENT OF
THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PHILIP MORRIS INCORPORATED

I.

The name of the corporation is Philip Morris Incorporated (the "Corporation").

II.

The amendment adopted is to change Article I of the Amended and Restated Articles of Incorporation to be and read as follows:

"The name of the Corporation is PHILIP MORRIS USA INC."

III.

The foregoing amendment was approved by the sole stockholder of the Corporation by consent on January 13, 2003, in accordance with Sections 13.1-657 and 13.1-688.E of the Virginia Stock Corporation Act (the "VSCA").

IV.

Pursuant to Section 13.1-606 of the VSCA, the Certificate of Amendment shall become effective at eight o'clock a.m. on January 15, 2003.

The undersigned, Denise F. Keane, Senior Vice President, General Counsel and Secretary of the Corporation, declares that the facts herein stated are true as of January 13, 2003.

Philip Morris Incorporated

By: _____
Name: Denise F. Keane
Title: Senior Vice President,
General Counsel and Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

January 15, 2003

The State Corporation Commission has found the accompanying articles submitted on behalf of

PHILIP MORRIS USA INC. (formerly MORRIS INCORPORATED, PHILIP)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective January 15, 2003, at 08:00 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By T. W. Morrison Jr

Commissioner

03-01-14-0619
AMENACPT
CIS0317