



ASSIGNMENT


WHEREAS, U.S. Smokeless Tobacco Company, hereinafter referred to as ASSIGNOR, is a corporation of the State of Delaware, having its principal offices and place of business at 100 West Putnam Avenue, Greenwich, Connecticut 06830;

WHEREAS, ASSIGNOR, has adopted in the United States the marks including any registrations thereof listed in Schedule A attached hereto (the "Marks");

WHEREAS, it is desired that IMC Inc., a corporation of the State of Delaware, having an office at 100 West Putnam Avenue, Greenwich, Connecticut 06830, own all right, title and interest in and to the Marks, together with the goodwill of the business with which the Marks have been used, which goodwill is symbolized by the Marks;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that, for and in consideration of the sum of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which ASSIGNOR hereby acknowledges, said ASSIGNOR by these presents, sells, transfers, conveys and assigns to said ASSIGNEE, all right, title and interest in and to the following: (1) the Marks, (2) all right to recover for any past infringement of the Marks, (3) the goodwill of the business in which the Marks have been used or that part of any goodwill of the business connected with the use of and symbolized by the Marks, and (4) all of its rights and obligations in the license agreement between ASSIGNOR (as licensor of the Marks) and U.S. Cigar Sales Inc. (as licensee of the Marks).

U.S. SMOKELESS TOBACCO COMPANY

By:   
Name: Joseph V. Biondino  
Title: Senior V.P.  
Date: 6/9/04