

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion from a limited partnership to a corporation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S. SMOKELESS TOBACCO MANUFACTURING LIMITED PARTNERSHIP		06/30/2006	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. SMOKELESS TOBACCO MANUFACTURING COMPANY
Street Address:	800 HARRISON STREET
City:	NASHVILLE
State/Country:	TENNESSEE
Postal Code:	37203
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	1052574	SKOAL
Registration Number:	2086020	SKOAL
Registration Number:	2415328	SKOAL LONG CUT ALWAYS THERE IN A PINCH
Registration Number:	2086019	COPE
Registration Number:	2086026	COPENHAGEN

CORRESPONDENCE DATA

Fax Number: (212)715-8000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-715-9245
 Email: GSNYDER@KRAMERLEVIN.COM
 Correspondent Name: GEORGE B. SNYDER
 Address Line 1: 1177 AVENUE OF THE AMERICAS
 Address Line 2: KRAMER LEVIN NAFTALIS AND FRANKEL, LLP
 Address Line 4: new york, NEW YORK 10036

CH \$140.00 1052574

ATTORNEY DOCKET NUMBER:	100919-04500
NAME OF SUBMITTER:	GEORGE B. SNYDER
Signature:	/gbs/
Date:	12/14/2006

Total Attachments: 12
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UNANIMOUS WRITTEN CONSENT
OF
THE PARTNERS
OF
U.S. SMOKELESS TOBACCO MANUFACTURING LIMITED PARTNERSHIP

THE UNDERSIGNED, being all of the Partners (collectively, the "Partners") of U.S. Smokeless Tobacco Manufacturing Limited Partnership, a Delaware limited partnership (the "Company"), do hereby consent to the adoption of the following resolutions with the same force and effect as if adopted at a duly held meeting of the Partners of the Company and with the direction that this Written Consent be filed in the Minute Book of the Company:

WHEREAS, the Partners have determined that it is in the best interests of the Company that the Company be converted from a Delaware limited partnership to a Delaware corporation, to be named U.S. Smokeless Tobacco Manufacturing Company, pursuant to Section 17-219 of the Delaware Revised Uniform Limited Partnership Act and Section 265 of the Delaware General Corporation Law.

NOW, THEREFORE, BE IT RESOLVED that the Partners of the Company hereby approve the conversion of the Company from a Delaware limited partnership to a Delaware corporation (the "Conversion") pursuant to a Planned Conversion in the form attached hereto as Exhibit A;

RESOLVED FURTHER, that such Plan of Conversion is hereby adopted and approved in all respects;

RESOLVED FURTHER, that the Certificate of Incorporation of U.S. Smokeless Tobacco Manufacturing Company in the form attached as Exhibit B is hereby adopted and approved in all respects;

RESOLVED FURTHER, that the Partners of the Company are hereby authorized and directed to execute and file such documents and take such other action as may be necessary or appropriate to effectuate the foregoing resolutions; and

RESOLVED FURTHER, that this Unanimous Written Consent of the Partners of the Company may be executed in counterparts, originally or by facsimile, which when taken together shall constitute one original.

* * *

THE UNDERSIGNED, being the Partners of U.S. Smokeless Tobacco Manufacturing Limited Partnership, have executed this Unanimous Written Consent as of the 30th day of June, 2006.

**U.S. SMOKELESS TOBACCO
MANUFACTURING LIMITED
PARTNERSHIP:**

**USTM MANAGEMENT COMPANY INC.,
GENERAL PARTNER**

By: J. P. L. H.
Name: James Petracuolla
Title: Vice President

ITK INC., LIMITED PARTNER

By: J. P. L. H.
Name: James Petracuolla
Title: President

**PLAN OF CONVERSION
OF
U.S. SMOKELESS TOBACCO MANUFACTURING LIMITED PARTNERSHIP
INTO
U.S. SMOKELESS TOBACCO MANUFACTURING COMPANY**

THIS PLAN OF CONVERSION (the "Plan") is made pursuant to Section 17-219 of the Delaware Revised Uniform Limited Partnership Act (the "LPA") and Section 265 of the Delaware General Corporation Law (the "GCL"). This Plan is entered into as of June 30, 2006 and is intended to effectuate the conversion (the "Conversion") of U.S. Smokeless Tobacco Manufacturing Limited Partnership, a Delaware limited partnership (the "Limited Partnership"), into U.S. Smokeless Tobacco Manufacturing Company, a Delaware corporation (the "Corporation" or the "Resulting Entity").

NOW, THEREFORE, the Limited Partnership hereby states:

1. The Limited Partnership, a limited partnership duly organized and existing under the laws of the State of Delaware, was incorporated in Delaware on February 4, 1999. The resident agent of the Limited Partnership in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.
2. The Limited Partnership's general partner is USTM Management Company Inc., a Delaware corporation (the "General Partner"), which owns a 1% partnership interest in the Limited Partnership. The Limited Partnership's limited partner is ITK Inc., a Delaware corporation (the "Limited Partner"), which owns a 99% partnership interest in the Limited Partnership. The General Partner and the Limited Partner, who together constitute all of the partners in the Limited Partnership, are sometimes referred to herein as the "Partners".

3. The Limited Partnership intends to effect the Conversion upon the terms and subject to the conditions herein stated.

4. As of the Effective Time of the Conversion (as herein defined), it is intended that U.S. Smokeless Tobacco Manufacturing Limited Partnership shall be converted into U.S. Smokeless Tobacco Manufacturing Company.

5. At the Effective Time of the Conversion (as herein defined), the 1% partnership interest held by the General Partner will be converted automatically into 10 shares of the common stock of the Resulting Entity and the 99% partnership interest held by the Limited Partner will be converted automatically into 990 shares of the common stock of the Resulting Entity.

6. The officers of the Limited Partnership holding office at the Effective Time of the Conversion (as herein defined) shall be the officers of the Resulting Entity holding identical offices in such Resulting Entity.

7. The Resulting Entity shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the GCL.

8. Upon the Effective Time of the Conversion (as herein defined), the Resulting Entity shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of the Limited Partnership. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, all other choses in action and all and every other interest of or belonging to or due the Limited Partnership shall be deemed to be vested in the Resulting Entity without further act or deed; and the title to any real estate, or

any interest therein, vested in the Limited Partnership shall not revert or be in any way impaired by reason of the Conversion.

9. The Resulting Entity shall thenceforth be responsible and liable for all the liabilities and obligations of the Limited Partnership, and any claim existing or action proceeding or pending by or against the Limited Partnership may be prosecuted against the Resulting Entity or the Resulting Entity may be substituted in the place of the Limited Partnership. Neither the rights of creditors nor any liens upon the property of the Limited Partnership shall be impaired by such Conversion.

10. If this Plan is adopted and approved by the Partners, then a Certificate of Incorporation in the form attached as Exhibit A and a Certificate of Conversion in the form attached as Exhibit B, executed in accordance with the GCL and the LPA, shall be filed with the Secretary of State of the State of Delaware, and the Resulting Entity shall be governed by such Certificate of Incorporation.

11. The Conversion shall be effective on July 1, 2006, at 12:01 a.m. Eastern Time (the "Effective Time of the Conversion").

12. The officers of the Limited Partnership, or their respective delegates, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the Conversion provided for herein.

13. Notwithstanding any provision of this Plan to the contrary, this Plan may be amended at any time before or after the approval of the Plan by the Partners.

14. To the extent permitted by law, and notwithstanding any provision of this Plan to the contrary, this Plan may be amended or terminated, or the Conversion may be abandoned, at any time prior to the Effective Time of the Conversion, regardless of whether or not the Partners have approved the Plan.

* * *

IN WITNESS WHEREOF, the undersigned has caused this Plan to be executed as of as of the date first above written.

**U.S. SMOKELESS TOBACCO MANUFACTURING
LIMITED PARTNERSHIP**

By: *Ken Tamaro*
Name: *KEN TAMARO*
Title: *U.P.*

Delaware

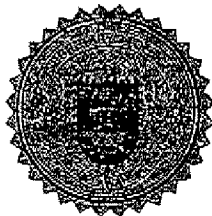
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "U.S. SMOKELESS TOBACCO MANUFACTURING LIMITED PARTNERSHIP" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "U.S. SMOKELESS TOBACCO MANUFACTURING LIMITED PARTNERSHIP" TO "U.S. SMOKELESS TOBACCO MANUFACTURING COMPANY", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 10:46 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JULY, A.D. 2006, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2999796 8100V

060630513

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATTON: 4872704

DATE: 06-30-06

TRADEMARK
REEL: 003443 FRAME: 0798

CERTIFICATE OF CONVERSION
U.S. SMOKELESS TOBACCO MANUFACTURING LIMITED PARTNERSHIP
INTO
U.S. SMOKELESS TOBACCO MANUFACTURING COMPANY

FIRST: U.S. Smokeless Tobacco Manufacturing Limited Partnership was formed in Delaware as a limited partnership on February 1, 1999 and has been a Delaware limited partnership continuously since then.

SECOND: The name of the limited partnership immediately prior to the Effective Date (as defined below) was U.S. Smokeless Tobacco Manufacturing Limited Partnership.

THIRD: The name of the corporation as set forth in its Certificate of Incorporation filed in accordance with § Del.C. §265(b) is U.S. Smokeless Tobacco Manufacturing Company.

FOURTH: The conversion to be effected hereby shall be effective on July 1, 2006 at 12:01 a.m. (the "Effective Date").

* * *

THE UNDERSIGNED, duly authorized officer of U.S. Smokeless Tobacco Manufacturing Limited Partnership, a Delaware limited partnership, has executed this Certificate of Conversion as of June 30, 2006.

U.S. SMOKELESS TOBACCO MANUFACTURING
LIMITED PARTNERSHIP

By: Ken T. Miller
Name: Ken T. Miller
Title: V.P.

Delaware

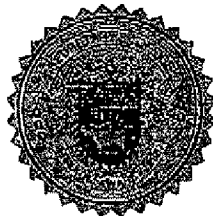
PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "U.S. SMOKELESS TOBACCO MANUFACTURING COMPANY" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2006, AT 10:46 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JULY, A.D. 2006, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2999796 8100V

060630513

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4872704

DATE: 06-30-06

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REEL: 003443 FRAME: 0800

**CERTIFICATE OF INCORPORATION
OF
U.S. SMOKELESS TOBACCO MANUFACTURING COMPANY**

FIRST: The name of the corporation is U.S. Smokeless Tobacco Manufacturing Company (the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The registered agent of the Corporation at that address is the Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The Corporation shall have authority to issue Three Thousand (3,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

FIFTH: The Corporation shall indemnify directors and officers of the Corporation to the fullest extent permitted by law.

SIXTH: The directors of the Corporation shall incur no personal liability to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director; provided, however, that the directors of the Corporation shall continue to be subject to liability (i) for any breach of their duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the directors derived an improper personal benefit. In addition, the personal liability of directors shall further be limited or eliminated to the fullest extent permitted by any future amendments to Delaware law.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 10:46 AM 06/30/2006
FILED 10:46 AM 06/30/2006
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SEVENTH: The business and affairs of the Corporation shall be managed by or under the direction of the board of directors, the number of members of which shall be set forth in, or determined in accordance with, the bylaws of the Corporation. The directors need not be elected by ballot unless required by the bylaws of the Corporation.

EIGHTH: The directors of the Corporation shall have the power to make, alter or amend the bylaws.

NINTH: Meetings of the stockholders may be held inside or outside of the United States of America. The books of the Corporation may be kept inside or outside of the United States of America at such place or places as may be designated from time to time by the board of directors or in the bylaws of the Corporation.

TENTH: The Corporation may be located and may conduct its business activities inside or outside of the United States of America.

ELEVENTH: The name and mailing address of the incorporator is the Delaware Incorporators & Registration Service, LLC, 1007 Orange Street, County of New Castle, Wilmington, Delaware 19801.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

THIRTEENTH: The powers of the incorporator shall terminate upon the election of directors.

FOURTEENTH: This Certificate of Incorporation shall become effective on July 1, 2006 at 12:01 a.m.

* * *

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation under the laws of the State of Delaware does execute this Certificate of Incorporation as of the 30th day of June, 2006.

DELAWARE INCORPORATORS &
REGISTRATION SERVICE, LLC



Keith R. Sattesahn
Vice President