

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S. Smokeless Tobacco Company		05/07/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Smokeless Tobacco Company LLC
Street Address:	6603 West Broad Street
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23230
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	72286217	MR. B
Serial Number:	71531551	TWEED
Serial Number:	76222176	U.S. SMOKELESS TOBACCO CO.
Serial Number:	76222175	U.S. SMOKELESS TOBACCO CO.
Serial Number:	76185760	U.S. SMOKELESS TOBACCO CO.
Serial Number:	76222177	U.S. SMOKELESS TOBACCO CO.
Serial Number:	71550880	WC
Serial Number:	74029905	SEAL STOCKHOLM
Serial Number:	76199084	
Serial Number:	76338661	VIPM
Serial Number:	76464407	UNIXEL
Serial Number:	76505433	UNIXEL SEED-TO-SHELF PROCESS ONGOING COMMITMENT TO EXCELLENCE IN SMOKE-FREE TOBACCO
Serial Number:	73383727	WEYMAN & BRUTON

CH \$365.00 72286217

Serial Number:

77519785

SWITCHING SMOKERS ONE CIGARETTE AT A TIME

CORRESPONDENCE DATA

Fax Number: (804)335-2080

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: timothy.g.hofmeyer@altria.com

Correspondent Name: Timothy G. Hofmeyer

Address Line 1: 601 East Jackson Street

Address Line 4: Richmond, VIRGINIA 23219

ATTORNEY DOCKET NUMBER:

USSTCLLC ASSIGNMENT

NAME OF SUBMITTER:

Timothy G. Hofmeyer

Signature:

/Timothy G. Hofmeyer/

Date:

05/27/2009

Total Attachments: 4

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Delaware

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The First State

I, JEFFREY W. BULLOCK, 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 CORPORATION UNDER THE NAME OF "U. S. SMOKELESS TOBACCO COMPANY" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "U. S. SMOKELESS TOBACCO COMPANY" TO "U.S. SMOKELESS TOBACCO COMPANY LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2009, AT 6:48 O'CLOCK P.M.

2083305 8100V

090444380



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7291900

DATE: 05-08-09

TRADEMARK
REEL: 003993 FRAME: 0664

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY**

converting

**U. S. SMOKELESS TOBACCO COMPANY,
a Delaware corporation,**

to

**U.S. SMOKELESS TOBACCO COMPANY LLC,
a Delaware limited liability company**

This Certificate of Conversion to Limited Liability Company (the "Certificate of Conversion") is being executed and filed by the undersigned for the purpose of converting a Delaware corporation to a Delaware limited liability company pursuant to Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

1. The name of the converting corporation immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is U. S. Smokeless Tobacco Company, a Delaware corporation (the "Corporation").
2. The date on which the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware was February 12, 1986.
3. The name of the limited liability company to which the Corporation is hereby being converted is U.S. Smokeless Tobacco Company LLC, a Delaware limited liability company.
4. The conversion will be effective immediately upon filing of this Certificate of Conversion.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be duly executed as of the 7th day of May, 2009.

By: W. Hildebrandt Surgner, Jr.

Name: W. Hildebrandt Surgner, Jr.

Title: Secretary

Authorized Person

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "U.S. SMOKELESS TOBACCO COMPANY LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2009, AT 6:48 O'CLOCK P.M.



2083305 8100V

090444380

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7291900

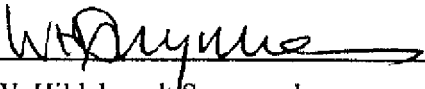
DATE: 05-08-09

TRADEMARK
REEL: 003993 FRAME: 0666

**CERTIFICATE OF FORMATION
OF
U.S. SMOKELESS TOBACCO COMPANY LLC**

1. The name of the limited liability company is U.S. Smokeless Tobacco Company LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of this 7th day of May, 2009.

By: 
Name: W. Hildebrandt Surgner, Jr.
Title: Secretary
Authorized Person