

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 Manufacturing Company		05/07/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Smokeless Tobacco Manufacturing 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: 7

Property Type	Number	Word Mark
Registration Number:	0514166	ROOSTER
Registration Number:	0521180	DE VOE SWEET
Registration Number:	0521829	CARHART'S CHOICE CC
Registration Number:	0521179	BRUTON
Registration Number:	0521178	BRUTON XVI AGRICULTURE COMMERCE 1796
Registration Number:	0520390	STANDARD S
Registration Number:	0527124	RED SEAL

CORRESPONDENCE DATA

Fax Number: (914)272-4586
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 2: Law Dept. – 3rd Floor CRT

CH \$190.00 0514166

Address Line 4: Richmond, VIRGINIA 23219

ATTORNEY DOCKET NUMBER:	USSTMC TO USSTMC LLC
NAME OF SUBMITTER:	Timothy G. Hofmeyer
Signature:	/Timothy G. Hofmeyer/
Date:	11/02/2009

Total Attachments: 4

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Delaware

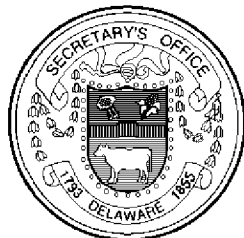
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The First State

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

2999796 8100V

090444389




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7290752

DATE: 05-08-09

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

TRADEMARK
REEL: 004089 FRAME: 0233

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY**

converting

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

to

**U.S. SMOKELESS TOBACCO MANUFACTURING 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 Manufacturing 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 June 30, 2006.
3. The name of the limited liability company to which the Corporation is hereby being converted is U.S. Smokeless Tobacco Manufacturing 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 MANUFACTURING COMPANY LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2009, AT 6:48 O'CLOCK P.M.



2999796 8100V

090444389

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7290752


DATE: 05-08-09

TRADEMARK
REEL: 004089 FRAME: 0235

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

1. The name of the limited liability company is U.S. Smokeless Tobacco Manufacturing 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