

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:	800 Harrison Street		
City:	Nashville		
State/Country:	TENNESSEE		
Postal Code:	37203		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1331213	RED SEAL	
CORRESPONDENCE DATA			
Fax Number:	(914)272-4586		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	TrademarkGroup@altria.com		
Correspondent Name:	Timothy G. Hofmeyer		
Address Line 1:	601 East Jackson Street		
Address Line 2:	Law Dept. -- 3rd Floor CRT		
Address Line 4:	Richmond, VIRGINIA 23219		
ATTORNEY DOCKET NUMBER:	UST ASSIGNMENT		
NAME OF SUBMITTER:	Timothy G. Hofmeyer		
Signature:	/Timothy G. Hofmeyer/		
Date:	05/12/2010		

CH \$40.00 1331213

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: 004204 FRAME: 0168

**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

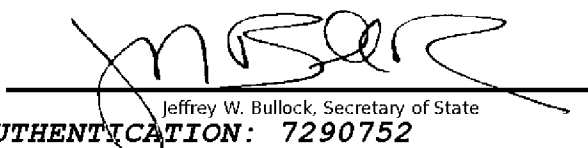
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "U.S. SMOKELESS TOBACCO MANUFACTURING COMPANY LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF MAY, A.D. 2009, AT 6:48 O'CLOCK P.M.



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: 004204 FRAME: 0170

**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