

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	MERGER			
EFFECTIVE DATE:	09/21/2012			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	IMC, Inc. of Virginia		09/21/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA				
Name:	General Cigar Co., Inc.			
Street Address:	10900 Nuckols Road, Suite 100			
City:	Glen Allen			
State/Country:	VIRGINIA			
Postal Code:	23060			
Entity Type:	CORPORATION: DELAWARE			
PROPERTY NUMBERS Total: 4				
	Property Type	Number	Word Mark	
	Registration Number:	0962478	DON ASA	
	Registration Number:	0978433	DON TOMAS	
	Registration Number:	1975207	ASTRAL	
	Registration Number:	2185954	W&D	
CORRESPONDENCE DATA				
Fax Number:	2123032754			
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(212) 415-8512			
Email:	ptotmcommunication@lockelord.com			
Correspondent Name:	Scott Greenberg, Locke Lord LLP			
Address Line 1:	3 World Financial Center			
Address Line 4:	New York, NEW YORK 10281-2101			
ATTORNEY DOCKET NUMBER:	1004384.00075			

CH \$1115.00 0962478

TRADEMARK

NAME OF SUBMITTER:	Scott Greenberg
Signature:	/Scott Greenberg/
Date:	02/15/2013
<b>Total Attachments: 8</b> source=CERTIFICATE OF OWNERSHIP AND MERGER Filed 9 21 12#page1.tif source=CERTIFICATE OF OWNERSHIP AND MERGER Filed 9 21 12#page2.tif source=CERTIFICATE OF OWNERSHIP AND MERGER Filed 9 21 12#page3.tif source=CERTIFICATE OF OWNERSHIP AND MERGER Filed 9 21 12#page4.tif source=CERTIFICATE OF OWNERSHIP AND MERGER Filed 9 21 12#page5.tif source=CERTIFICATE OF OWNERSHIP AND MERGER Filed 9 21 12#page6.tif source=CERTIFICATE OF OWNERSHIP AND MERGER Filed 9 21 12#page7.tif source=CERTIFICATE OF OWNERSHIP AND MERGER Filed 9 21 12#page8.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

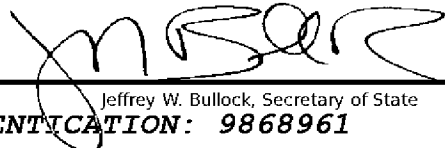
"IMC, INC. OF VIRGINIA", A DELAWARE CORPORATION,  
WITH AND INTO "GENERAL CIGAR CO., INC." UNDER THE NAME OF "GENERAL CIGAR CO., INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2012, AT 6:22 O'CLOCK P.M.

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

2100022 8100M

121058048



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9868961

DATE: 09-24-12

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004963 FRAME: 0828

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF  
IMC, INC. OF VIRGINIA  
WITH AND INTO  
GENERAL CIGAR CO., INC.**

Pursuant to Section 253 of the Delaware General Corporation Law (the "Act"), it is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are General Cigar Co., Inc., a Delaware corporation ("Parent"), and IMC, Inc. of Virginia (f/k/a IMC Inc.), a Delaware corporation ("Subsidiary").
2. Parent owns one hundred percent (100%) of the issued and outstanding shares of capital stock of Subsidiary.
3. In accordance with the provisions of Section 253(a) of the Act, attached hereto as Exhibit A is a resolution (the "Resolution") duly adopted by the board of directors of Parent effective on September 12, 2012, providing for the merger of Subsidiary with and into Parent in accordance with the terms of the Resolution.
4. Pursuant to the terms of the Resolution, each issued and outstanding share of the capital stock of Subsidiary shall, from and after the effective time of the merger, be surrendered and cancelled.
5. The name of the surviving corporation shall remain General Cigar Co., Inc.
6. The Certificate of Incorporation of Parent as of the date hereof shall be the Certificate of Incorporation of the surviving corporation.
7. Pursuant to Section 228 of the Act, the proposed merger has been duly approved by the sole stockholder of Parent.

Dated: September 19, 2012

General Cigar Co., Inc.

By: 

Name: Daniel P. McGee

Title: General Counsel & Secretary

**EXHIBIT A**

**RESOLUTION**

(See attached)

**GENERAL CIGAR CO., INC.**

**CONSENT OF DIRECTORS  
IN LIEU OF SPECIAL MEETING**

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**September 19, 2012**

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Pursuant to the provisions of Section 141(f) of the Delaware General Corporation Law, the undersigned, being all of the directors of General Cigar Co., Inc., a Delaware corporation (the "Corporation"), hereby consent to act in writing in lieu of a special meeting of the directors, and for that purpose do hereby adopt the following resolutions:

**NOW THEREFORE, BE IT:**

**RESOLVED**, that (i) IMC, Inc. of Virginia (f/k/a IMC Inc.), a Delaware corporation and wholly-owned subsidiary of the Corporation (the "Subsidiary") be merged with and into the Corporation, (ii) all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name, and (iii) the Corporation assume all of the obligations of the Subsidiary;

**RESOLVED FURTHER**, that the merger of the Subsidiary into the Corporation upon the terms and provisions of these resolutions is hereby approved and ratified in all respects, and that Daniel P. McGee, General Counsel & Secretary of the Corporation be, and hereby is, authorized and directed to execute and deliver to the Secretary of State of the State of Delaware a Certificate of Ownership and Merger in substantially the same form as attached hereto as Exhibit A;

**RESOLVED FURTHER**, that it in connection with such merger it is in the best interests of the Corporation and the Subsidiary that the name of the surviving entity remain General Cigar Co., Inc.;

**RESOLVED FURTHER**, that each issued and outstanding share of the Subsidiary shall, from and after the effective time of the merger, be surrendered and cancelled;

**RESOLVED FURTHER**, that the effective date of the Certificate of Ownership and Merger shall be the filing date in accordance with the General Corporation Law of the State of Delaware, and said date shall be the effective merger date;

**RESOLVED FURTHER**, that the Certificate of Incorporation and Bylaws of the Corporation shall be the surviving charter and organizational documents of the post-merger corporation;

**RESOLVED FURTHER** that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or outside of the State of Delaware, which may be necessary or proper to effect the foregoing resolutions; and

**RESOLVED FURTHER**, that any and all actions previously taken by the officers of the Corporation in connection with the foregoing resolutions are hereby ratified, confirmed and approved.

[Signatures Appear on the Following Page]

There being no further action to be taken by consent in writing at this time, witness the following signatures effective as of the date first written above.

**DIRECTORS:**

Date: 9/19/12

Date: 9/19/12

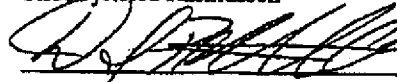
Date: 9/19/12



Daniel S. Carr



Sisse Ejelsted Rasmussen



Daniel F. McGee



**EXHIBIT A**

**CERTIFICATE OF OWNERSHIP AND MERGER**

(See attached)

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WITH AND INTO  
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3. In accordance with the provisions of Section 253(a) of the Act, attached hereto as Exhibit A is a resolution (the "Resolution") duly adopted by the board of directors of Parent effective on September 12, 2012, providing for the merger of Subsidiary with and into Parent in accordance with the terms of the Resolution.
4. Pursuant to the terms of the Resolution, each issued and outstanding share of the capital stock of Subsidiary shall, from and after the effective time of the merger, be surrendered and cancelled.
5. The name of the surviving corporation shall remain General Cigar Co., Inc.
6. The Certificate of Incorporation of Parent as of the date hereof shall be the Certificate of Incorporation of the surviving corporation.
7. Pursuant to Section 228 of the Act, the proposed merger has been duly approved by the sole stockholder of Parent.

Dated: September 19, 2012

General Cigar Co., Inc.

By: 

Name: Daniel P. McGee

Title: General Counsel & Secretary