

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/01/2011

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CAO INTERNATIONAL, INC.		05/31/2011	CORPORATION: TENNESSEE

**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: 3**

Property Type	Number	Word Mark
Registration Number:	2723633	CAO CRIOLLO
Registration Number:	2757279	FLAVOURS BY CAO
Registration Number:	2757030	CAO BRAZILIA

**CORRESPONDENCE DATA**

Fax Number: 2023448000

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 202 344 4000

Email: Trademarkdocket@venable.com,jfsatterthwaite@venable.com,pjwyles@venable.com

Correspondent Name: Janet F. Satterthwaite

Address Line 1: VENABLE LLP

Address Line 2: P.O. Box 34385

Address Line

CH \$90.00 2723633

4: Washington, DISTRICT OF COLUMBIA 20043-9998

ATTORNEY DOCKET NUMBER:	39240-333055
NAME OF SUBMITTER:	Janet F. Satterthwaite
Signature:	/Janet F. Satterthwaite/
Date:	04/22/2013

**Total Attachments: 6**

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STATE OF TENNESSEE  
Tre Hargett, Secretary of State  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

CAO INTERNATIONAL, INC.  
6172 COCKRILL BEND  
CIRCLE  
NASHVILLE, TN 37209-1050

Davidson County CHARTER  
Recvd: 06/02/11 12:24 7 pgs  
Fees:8.00 Taxes:0.00  
**20110602-0042214**

June 2, 2011

Control # 50882

Effective Date: 06/01/2011 2:53 PM

Document Receipt

Receipt #: 481332 Filing Fee: \$100.00  
Payment-Check/MO - CFS, NASHVILLE, TN \$100.00

**ACKNOWLEDGMENT OF MERGER**

CAO INTERNATIONAL, INC. (Davidson County) (Qualified Non-survivor)  
merged into GENERAL CIGAR CO., INC. (Delaware) (Unqualified Survivor)

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.

Tre Hargett  
Secretary of State

Processed By: Cynthia Dunn

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THE HARGETT  
SECRETARY OF STATE

**ARTICLES OF MERGER  
OF**

**CAO INTERNATIONAL, INC.**  
(a Tennessee corporation)

**INTO**

**GENERAL CIGAR CO., INC.**  
(a Delaware corporation)

6897 . 2038

The undersigned corporations, pursuant to Title 48, Chapter 21 of the Tennessee Code (the "Code"), hereby execute the following Articles of Merger and set forth:

**ARTICLE ONE**

The constituent business corporations participating in the merger are: (i) General Cigar Co., Inc. (the "Parent"), which is incorporated under the laws of the State of Delaware; and (ii) CAO International, Inc. (the "Subsidiary"), which is incorporated under the laws of the State of Tennessee.

**ARTICLE TWO**

The Plan and Agreement of Merger is attached hereto as Exhibit A.

**ARTICLE THREE**

In accordance with the provisions of Section 48-21-105 of the Code and Section 253(a) of the Delaware General Corporation Law, and pursuant to Section 141(f) of the Delaware Corporation Law, by written consent in lieu of a special meeting of the directors of the Parent, the Plan and Agreement of Merger was duly adopted by the board of directors of the Parent effective on May 31, 2011 providing for the merger of the Subsidiary with and into the Parent in accordance with the terms of the Plan and Agreement of Merger.

**ARTICLE FOUR**

Pursuant to Section 228 of the Delaware General Corporation Law, by written consent in lieu of a special meeting of the shareholders of the Parent, the Plan and Agreement of Merger was duly adopted by the holders of at least a majority of the outstanding capital stock of the Parent entitled to vote thereon effective on May 31, 2011 providing for the merger of the Subsidiary with and into the Parent in accordance with the terms of the Plan and Agreement of Merger.

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152 HARGETT  
SECRETARY OF STATE

ARTICLE FIVE

The Subsidiary has waived in writing the mailing requirement of Section 48-21-105(d) of the Code.

[Signatures Appear on the Following Page]

6897, 2039

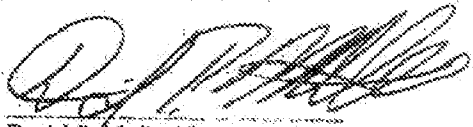
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WRE HARGETT  
SECRETARY OF STATE

DATED: May 31, 2011

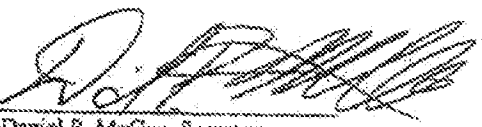
CAO INTERNATIONAL, INC.

By:   
Daniel P. McGee, Secretary

6897-2988

DATED: May 31, 2011

GENERAL CIGAR CO., INC.

By:   
Daniel P. McGee, Secretary

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THE HANCOCK  
SECRETARY OF STATE

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

(See Attached)

6897, 2981

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THE HARGETT  
SECRETARY OF STATE

**PLAN AND AGREEMENT OF MERGER**

**OF**

**CAO INTERNATIONAL, INC.**  
(a Tennessee corporation)

**INTO**

**GENERAL CIGAR CO., INC.**  
(a Delaware corporation)

This Plan and Agreement of Merger provides as follows:

1. CAO International, Inc. (the "Subsidiary"), a Tennessee corporation and a wholly-owned subsidiary of General Cigar Co. Inc. (the "Parent"), a Delaware corporation, shall be merged with and into the Parent in accordance with this Plan of Merger; all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary shall be vested in and held and enjoyed by the Parent as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name; and the Parent shall assume all of the obligations of the Subsidiary;
2. The name of the Parent, as the surviving corporation, shall remain "General Cigar Co. Inc."
3. Each issued and outstanding share of the capital stock of the Subsidiary shall, from and after the effective time of the merger, be surrendered and cancelled.
4. The effective time of the merger, insofar as the General Corporation Law of the State of Delaware shall govern, shall be 11:59 p.m. on May 31, 2011; and
5. The Certificate of Incorporation and Bylaws of the Parent shall be the surviving charter and organizational documents of the post-merger corporation.

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