

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM307157

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U.S. SMOKELESS TOBACCO MANUFACTURING COMPANY LLC		05/01/2014	LIMITED LIABILITY COMPANY: VIRGINIA

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: VIRGINIA

PROPERTY NUMBERS Total: 50

Property Type	Number	Word Mark
Serial Number:	77901582	SKOAL SLIM LINE
Serial Number:	77901591	SKOAL SLIM CAN
Serial Number:	86026858	A PINCH BETTER
Serial Number:	71531552	SKOAL
Serial Number:	71550876	ROOSTER
Serial Number:	71550867	COPENHAGEN
Serial Number:	71550878	STANDARD S
Serial Number:	71550864	BRUTON XVI AGRICULTURE COMMERCE 1796
Serial Number:	71550865	BRUTON
Serial Number:	71550868	DE VOE SWEET
Serial Number:	71550866	CARHART'S CHOICE CC
Serial Number:	71550874	RED SEAL
Serial Number:	71550871	KEY
Serial Number:	73085255	SKOAL
Serial Number:	73422276	COPENHAGEN IT SATISFIES
Serial Number:	73183866	COPE
Serial Number:	73455495	RED SEAL
Serial Number:	73503721	BANDITS
Serial Number:	73464653	SKOAL BANDITS

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	73526939	IT SATISFIES!
Serial Number:	74285410	SKOAL KEY
Serial Number:	74371906	WB CUT
Serial Number:	75168433	COPE
Serial Number:	75168434	SKOAL
Serial Number:	75168555	COPENHAGEN
Serial Number:	75661606	SKOAL LONG CUT
Serial Number:	75908507	ROOSTER
Serial Number:	76425579	FRESH SNAP
Serial Number:	76529627	HUSKY
Serial Number:	77459275	SKOAL EDGE
Serial Number:	77624782	SKOAL SNUS
Serial Number:	77887560	SKOAL
Serial Number:	77901579	SKOAL UP
Serial Number:	77937631	STANDARD
Serial Number:	77937660	CARHART'S CHOICE
Serial Number:	85035161	BANDITS
Serial Number:	77887567	
Serial Number:	77937640	BRUTON
Serial Number:	77937649	DE VOE
Serial Number:	77941515	RS
Serial Number:	77953011	FLAVORFLOW
Serial Number:	85377058	SKOAL X-TRA
Serial Number:	85377082	SKOAL READYCUT
Serial Number:	85377097	COPENHAGEN SNUS
Serial Number:	85377124	WEYMAN'S BEST
Serial Number:	85377063	SKOAL NEAT CUT
Serial Number:	85377076	NEAT CUT
Serial Number:	85377093	COPENHAGEN NEAT CUT
Serial Number:	85940443	X-TRA
Serial Number:	85862580	SKOAL X-TRA MINT CHILL

CORRESPONDENCE DATA

Fax Number: 8164121263

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 612-335-1562

Email: TRADEMARK@STINSONLEONARD.COM

Correspondent Name: STINSON LEONARD STREET LLP

Address Line 1: 150 SOUTH FIFTH STREET, SUITE 2300

TRADEMARK

REEL: 005299 FRAME: 0725

Address Line 2: CYNTHIA MAUST, TRADEMARK ADMINISTRATOR
Address Line 4: MINNEAPOLIS, MINNESOTA 55402

ATTORNEY DOCKET NUMBER: 3001162-0006

NAME OF SUBMITTER: CYNTHIA MAUST

SIGNATURE: /Cynthia Maust/

DATE SIGNED: 06/10/2014

Total Attachments: 4

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 25, 2014

The State Corporation Commission finds the accompanying articles submitted on behalf of

U.S. Smokeless Tobacco Company LLC

comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER AND RESTATEMENT

be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective May 1, 2014, at 12:01 AM. Each of the following:

U.S. Smokeless Tobacco Company LLC

is merged into U.S. Smokeless Tobacco Company LLC (formerly U.S. Smokeless Tobacco Manufacturing Company LLC), which continues to exist under the laws of VIRGINIA with the name U.S. Smokeless Tobacco Company LLC, and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

MERGACPT
CIS0317
14-04-25-1101

TRADEMARK
REEL: 005299 FRAME: 0727

PLAN OF MERGER OF

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

with and into

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

1. Merger. U.S. Smokeless Tobacco Company LLC, a Virginia limited liability company (the "Merged Company"), shall, effective as of 12:01 a.m., Eastern Standard Time, on May 1, 2014 (the "Effective Time"), be merged (the "Merger") with and into U.S. Smokeless Tobacco Manufacturing Company LLC, a Virginia limited liability company (the "Surviving Company"). The Surviving Company shall be, and shall continue as, the surviving entity in the Merger under the name "U.S. Smokeless Tobacco Company LLC," and the separate corporate existence of the Merged Company shall cease.

2. Effects of the Merger. The Merger shall have the effects set forth in Section 13.1-1073 of the Virginia Limited Liability Company Act ("VLLCA"). Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all property, rights, privileges, powers and franchises of the Merged Company shall vest in the Surviving Company, and all debts, liabilities, obligations, restrictions and duties of the Merged Company shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Company.

3. Articles of Organization. The Amended and Restated Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Time of the Merger, shall be amended and restated to read as set forth in Appendix I attached hereto and, as so amended and restated, shall be the Articles of Organization of the Surviving Company until thereafter changed or amended as provided therein or by applicable law.

4. Conversion of Membership Interests. The manner of converting or cancelling the membership interests of the Merged Company and the Surviving Company, shall, by virtue of the Merger, be as follows:

- (a) Effective at the Effective Time, without any action on the part of UST LLC, a Virginia limited liability company and the sole member of the Merged Company ("UST"), each issued and outstanding membership interest of the Merged Company shall be converted into one membership interest of the Surviving Company, to be held by UST; and
- (b) Effective at the Effective Time, without any action on the part of the Merged Company, as the sole member of the Surviving Company immediately prior to the Effective Time, the outstanding interests of the Surviving Company held by the Merged Company, as the sole member of

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the Surviving Company immediately prior to the Effective Time, shall be cancelled and no consideration shall be issued in respect thereof.

5. Modifications and Termination. This Plan of Merger may be amended at any time prior to the Effective Time by action of UST, as sole member of the Merged Company, and the Merged Company, as sole member of the Surviving Company. Notwithstanding authorization of this Plan of Merger by UST and the Merged Company, at any time prior to the Effective Time, this Plan of Merger may be abandoned.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be signed in their respective corporate names by a representative thereunto duly authorized as of the date written below.

Dated: April 25, 2014

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

By: 

Name: Agustin E. Rodriguez

Title: Secretary (duly authorized to execute and deliver this Plan of Merger on behalf of U.S. Smokeless Tobacco Manufacturing Company LLC)

Dated: April 25, 2014

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

By: 

Name: John C. Sweeney

Title: Vice President, Chief Financial Officer
and Treasurer (duly authorized to execute and deliver this Plan of Merger on behalf of U.S. Smokeless Tobacco Company LLC)