

**2018 THROUGH 2022 NPM ADJUSTMENTS
SETTLEMENT AGREEMENT**

I. RECITALS

WHEREAS, the undersigned Signatory Parties are parties to the tobacco Master Settlement Agreement (“MSA”) and among the signatories to the NPM Adjustment Settlement Agreement, the 2016 and 2017 NPM Adjustments Settlement Agreement, and Joinder Agreements accepting the February 16, 2018 Settlement Proposal.

WHEREAS, on March 12, 2020, the Deductibility Condition set forth in the Joinder Agreements was satisfied, triggering provisions related to the resolution of disputes as among the Signatory Parties to the Joinder Agreements;

WHEREAS, the undersigned Signatory Parties have disputes concerning the 2018 and 2019 NPM Adjustments and anticipate similar disputes with respect to the 2020 through 2022 NPM Adjustments;

NOW, THEREFORE, in consideration for the payments and credits provided for in this Settlement Agreement and such other consideration as described in this Settlement Agreement, the sufficiency of which is hereby acknowledged, the undersigned Signatory Parties, acting by and through their authorized representatives, memorialize and agree as follows:

II. DEFINITIONS

A. “Term Sheet Settlements” refers collectively to the NPM Adjustment Settlement Agreement, the 2016 and 2017 NPM Adjustments Settlement Agreement, and the Joinder Agreements accepting the February 16, 2018 Settlement Proposal executed between the PMs and certain Signatory States.

B. “Undersigned Signatory States” means all Settling States that are signatories to (a) any of the Term Sheet Settlements and (b) this Settlement Agreement.

C. “Undersigned Signatory States in Group I” means any of the following States that become Undersigned Signatory States: Alabama, Arizona, Arkansas, California, Connecticut, the District of Columbia, Georgia, Indiana, Kansas, Kentucky, Louisiana, Michigan, Nebraska, Nevada, New

Hampshire, New Jersey, North Carolina, Oklahoma, Oregon, Rhode Island, South Carolina, Tennessee, Virginia, West Virginia, Wyoming, and Puerto Rico.

D. “Undersigned Signatory States in Group II” means any of the following States that become Undersigned Signatory States: Alaska, Colorado, Delaware, Hawaii, Maine, North Dakota, South Dakota, Utah, and Vermont.¹

E. All capitalized terms not otherwise defined in this Settlement Agreement shall be defined as in the MSA and/or the Term Sheet Settlements.

III. ADJUSTMENTS FOR 2018 THROUGH 2022

A. No Modification without Joinder. In accordance with certain provisions of the Term Sheet Settlements, the undersigned Signatory Parties agree to extend the terms of the Term Sheet Settlements as among them for the 2018 and subsequent NPM Adjustments as provided in this Settlement Agreement. Except as provided in this Settlement Agreement or other existing agreements among the Signatory Parties, the provisions of the Term Sheet Settlements continue to apply to those Signatory Parties that are signatories to the Term Sheet Settlement(s) at issue.

B. Transition Years. The transition period described in section V of the NPM Adjustment Settlement Agreement shall be extended as among the PMs and the Undersigned Signatory States for all sales years through 2022 as set forth herein. During this transition period, subsection V.C.1 of the NPM Adjustment Settlement Agreement shall not apply; the Undersigned Signatory States shall not be subject to any NPM Adjustment with respect to the sales years addressed by this Settlement Agreement (i.e., 2018 through 2022).

1. No Withholding of Potential Maximum NPM Adjustment Amounts with Respect to the Undersigned Signatory States. With respect to the NPM Adjustments for 2020-2022, if a PM disputes the Independent Auditor’s failure to apply the NPM Adjustment for a year in question, that PM

¹ The Undersigned Signatory States in Group II have previously settled the 2018-2019 NPM Adjustments pursuant to the terms of their respective Joinder Agreements. The terms of this Settlement Agreement clarify and extend, but do not modify or replace, the terms of those Joinder Agreements.

shall deposit into the Disputed Payments Account the Undersigned Signatory States' aggregate Allocable Share of that PM's Potential Maximum NPM Adjustment for that year. Then, following the Independent Auditor's confirmation that it will apply the settlement credits and reductions set forth in this section III, the Undersigned Signatory States and that PM shall jointly instruct the Independent Auditor to release such deposited amounts and to allocate those released amounts solely to and among the Undersigned Signatory States as they direct.

2. Return of Released IV.B.2 Amounts. On or before the 2021 Payment Due Date, each PM shall repay into the Disputed Payments Account all amounts previously released to or retained by the PM under subsection IV.B of the NPM Adjustment Settlement Agreement attributable to its 2018 NPM Adjustment dispute with any of the Undersigned Signatory States. On or before the 2022 Payment Due Date, each PM shall repay into the Disputed Payments Account all amounts previously released to or retained by the PM under subsection IV.B of the NPM Adjustment Settlement Agreement attributable to its 2019 NPM Adjustment dispute with any of the Undersigned Signatory States. The PMs and the Undersigned Signatory States shall jointly instruct the Independent Auditor to release such repaid amounts from the Disputed Payments Account and to allocate those released amounts solely to and among the Undersigned Signatory States as they direct.

3. Transition Year Adjustment Credits. In lieu of the 2018 through 2022 NPM Adjustments applicable to the Undersigned Signatory States, each PM will receive a "Transition Year" adjustment to its Annual Payment, allocated solely to and among the Undersigned Signatory States as they direct. Subject to the final sentence of Section III(B)(5) below, each PM's annual Transition Year adjustment with respect to each Undersigned Signatory State will be calculated once and applied as a credit against a single Annual Payment, beginning with the application of the 2018 adjustment as a credit against the PMs' 2021 Annual Payment for the Undersigned Signatory States in Group I, and against the PMs' 2022 Annual Payment for the Undersigned Signatory States in Group II. The application of such adjustments will continue annually, through the application of the 2022 adjustment as a credit against the PMs' 2025 Annual Payment for such Group I or 2026 Annual Payment for such Group II. As to each PM,

the amount of its Transition Year adjustment credit for a sales year applied in a given year as per above shall equal the product of (a) the Potential Maximum NPM Adjustment allocated to that PM (as calculated by the Independent Auditor in the Final Notice for such sales year as revised in the year immediately preceding application of the credit), (b) the aggregate Allocable Share of the Undersigned Signatory States in the respective Group I or Group II, and (c) 25%. The undersigned Signatory Parties agree that the amounts of such credits shall not change regardless of any subsequent revision of the Final Notice by the Independent Auditor.

4. SET-Paid Adjustment Credits. For each of these 2018 through 2022 Transition Years, the SET-Paid Adjustment set out in subsection V.B of the NPM Adjustment Settlement Agreement will continue to apply and the adjustment described in subsection V.C of the NPM Adjustment Settlement Agreement will not apply. The Undersigned Signatory States and the PMs shall continue to discuss in good faith on an ongoing basis whether there are improvements or modifications to the SET-Paid Adjustment and Data Clearinghouse process set out in subsections V.B and VI of the NPM Adjustment Settlement Agreement that should be made.

5. Release of Repaid Amounts; Transfer of Transition Year and SET-Paid Adjustment Credits. The Undersigned Signatory States and the PMs shall provide the Independent Auditor with joint instructions specifying the dollar amounts to be repaid and released to the Undersigned Signatory States as set forth in subsection III.B.2 and to be used for each credit set forth in subsections III.B.3 and III.B.4. The Undersigned Signatory States agree that the aggregate amount of any Transition Year adjustment for R.J. Reynolds Tobacco Company, Philip Morris USA Inc., ITG Brands, LLC, and Scandinavian Tobacco Group Lane Ltd, as such adjustments are determined for each of them pursuant to section III.B.3 above, may be allocated among them as they direct. The Undersigned Signatory States and the PMs further agree that the credit amount allocated to any SPM may be transferred or carried forward pursuant to the terms of subsection IX.K of the NPM Adjustment Settlement Agreement.

C. Releases. Effective upon implementation of all credits due from an Undersigned Signatory State under subsection III.B of this Agreement, all PMs also absolutely and unconditionally

release and discharge that State from any further Claims directly or indirectly based on, arising out of or in any way related, in whole or in part, to the 2018 through 2022 NPM Adjustments. Subject to the preceding sentence, the releases and all other provisions in section IV of the 2016 and 2017 NPM Adjustments Settlement Agreement are incorporated by reference and shall apply as part of this Agreement to the 2018 through 2022 NPM Adjustments and disputes regarding the application thereof.

IV. OTHER TERMS

A. Subsequent NPM Adjustments. No determination that an Undersigned Signatory State failed to diligently enforce a Qualifying Statute in 2023 or any subsequent year shall be based at all on NPM Cigarettes sold in or before sales year 2017.

B. Miscellaneous Terms. Arbitration Provisions VII.D through VII.F and Miscellaneous Provisions IX.E through IX.F and IX.M through IX.BB of the NPM Adjustment Settlement Agreement are hereby incorporated as substantive terms of this Settlement Agreement, substituting original references to the Signatory States for the Undersigned Signatory States, original references to the NPM Adjustment Settlement Agreement for this Settlement Agreement, and extending the applicable years through 2022.

C. Optional Terms. Each Undersigned Signatory State shall have the option, but is not required, to enter into additional agreements with the PMs, set forth in Exhibits K to L of the NPM Adjustment Settlement Agreement and Exhibits A to E of this Settlement Agreement. This subsection IV.C provides for a continuing option; execution of these additional agreements may be exercised at any time.

IN WITNESS THEREOF, each undersigned Signatory Party, through its authorized representative, has agreed to this Settlement Agreement on the respective date indicated below.

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EXHIBIT A

OPTIONAL INTERDICTED CONTRABAND AGREEMENT

The PMs and the Undersigned Signatory State agree that the diligent enforcement standard set forth in subsection V.C.5 of the NPM Adjustment Settlement Agreement shall not apply to contraband NPM Cigarettes and/or contraband NPM RYO that, as part of that Signatory State's interdiction efforts, including interdictions in cooperation with other State, City, County, or Federal Law Enforcement Agencies, are seized prior to being sold to an individual consumer in a face-to-face transaction, where such contraband is not returned by the State to the party from which the contraband was seized or to any person or entity associated with that party. Similarly, the same diligent enforcement standard shall not apply if the specified contraband is returned to an individual consumer in any bona fide consumer quantities pursuant to the authority granted to Federal agencies.

EXHIBIT B

OPTIONAL DOCUMENT PRODUCTION AGREEMENT

The PMs and the Undersigned Signatory State agree that the production of documents “reasonably necessary ... to substantiate” diligent enforcement (as set forth in subsection VIII.F of the NPM Adjustment Settlement Agreement) does not require the State to provide documents (a) covered by the attorney-client privilege and/or the work product doctrine; or (b) communications between and among other States and/or NAAG, including any documents that are privileged by virtue of a common interest between one or more States. Additionally, the State shall have no obligation to review documents maintained by NAAG but instead shall only be required to produce documents from its own files. The State shall have no obligation to produce deponents or witnesses from NAAG.

EXHIBIT C

OPTIONAL BOOTLEG AGREEMENT

The PMs and the Undersigned Signatory State agree that the diligent enforcement standard set forth in subsection V.C.5 of the NPM Adjustment Settlement Agreement shall not apply to NPM Cigarettes sold in the State bearing the excise tax stamp of another State that has signed a Term Sheet Settlement. Such Cigarettes shall not be counted as non-SET-Paid NPM Cigarettes for the purposes of subsection V.C.5.

EXHIBIT D

OPTIONAL REPORTING AGREEMENT

The PMs and the Undersigned Signatory State agree that each PM will report to the State within a reasonable period of time (presumptively 90 days) any information it receives regarding substantial volumes of sales of non-SET-paid NPM Cigarettes within that State, including (to the extent known) identifying the parties to such sales, location or venue of the sales, and estimated volume of such sales, that the PM obtained in the ordinary course of its business. The PM reporting such information shall reasonably cooperate with the State to answer questions related to interpreting or evaluating the information. If a PM fails to report any such information to the State or to reasonably cooperate in answering questions from the State regarding such information, that fact will be relevant to an arbitration panel's assessment of the State's escrow enforcement with respect to the non-SET-paid NPM Cigarettes at issue.

For the purposes of this Reporting Agreement, information obtained "in the ordinary course of business" means information the PM obtained through any program that the PM may in its discretion have in effect intended, in whole or part, to gather information on or monitor cigarette sales by other companies, but does not include (i) information obtained from the State, agents of the State, federal law enforcement authorities in the context of supporting an investigation or enforcement action, or from public records or reports or (ii) information developed by experts or consultants as work product in anticipation of litigation or arbitration. Information that meets the foregoing definition and is then provided to, as opposed to developed by, experts or consultants in anticipation of litigation or arbitration, will still be considered information obtained in the ordinary course of business.

EXHIBIT E

OPTIONAL TRIBAL COMPACTING AGREEMENT

The PMs and the Undersigned Signatory State agree that if the State, despite using best efforts to the contrary, is unable to reach a compact or similar cooperative agreement with a tribe in the State with which it does not have such an agreement, that fact will be relevant to the diligent enforcement determination as to the State in a favorable manner with respect to NPM sales made on that tribe's reservation. If a current compact or similar cooperative agreement under which the State currently collects tax and escrow on NPM sales is rescinded despite the State's best efforts to avoid that result, then the fact that the compact or cooperative agreement was rescinded will be relevant to the diligent enforcement determination as to the State for a period of twelve months following the rescission with respect to NPM sales made on that tribe's reservation. For avoidance of doubt, the preceding sentences do not mean that the diligent enforcement standard does not apply to such sales or that the State does not have to pursue enforcement with respect to them as part of diligent enforcement.

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF ALABAMA

Signed: Steve Marshall
Steve Marshall
Attorney General

Dated: 7/10/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF ALABAMA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: _____ Dated: _____

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: SM Dated: 7/10/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: SM Dated: 7/10/2020

Exhibit D – REPORTING AGREEMENT

Initialed: _____ Dated: _____

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF ALASKA

Signed: 
Kevin G. Clarkson
Attorney General

Dated: August 13, 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF ALASKA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: KC Dated: August 13, 2020

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: KC Dated: August 13, 2020

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: KC Dated: August 13, 2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: KC Dated: August 13, 2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: KC Dated: August 13, 2020

Exhibit D – REPORTING AGREEMENT

Initialed: KC Dated: August 13, 2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: KC Dated: August 13, 2020

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF ARIZONA

Signed: Mark Brnovich
Mark Brnovich
Attorney General

Dated: 5 Aug 20

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF ARIZONA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: NO Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: NO Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: MB Dated: 5 Aug 20

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: MB Dated: 5 Aug 20

Exhibit C – BOOTLEG AGREEMENT

Initialed: MB Dated: 5 Aug 20

Exhibit D – REPORTING AGREEMENT

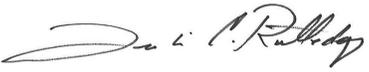
Initialed: MB Dated: 5 Aug 20

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: MB Dated: 5 Aug 20

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF ARKANSAS

Signed: 

Leslie Rutledge
Attorney General

Dated: 07/21/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF ARKANSAS, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: _____ Dated: _____

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: LCR Dated: 07/21/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: LCR Dated: 07/21/2020

Exhibit D – REPORTING AGREEMENT

Initialed: _____ Dated: _____

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF CALIFORNIA

Signed: _____

Xavier Becerra
Attorney General

Dated: _____

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF CALIFORNIA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: _____ Dated: _____

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: B Dated: 7/27/20

Exhibit C – BOOTLEG AGREEMENT

Initialed: B Dated: 7/27/20

Exhibit D – REPORTING AGREEMENT

Initialed: B Dated: 7/27/20

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: B Dated: 7/27/20

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF COLORADO

Signed: 
Phil Weiser
Attorney General

Dated: 07/30/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF COLORADO, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT
PROVISION EXECUTED IN COLORADO'S JOINDER LETTER DATED 3/13/18

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed:  Dated: 07/30/2020

Exhibit A – INTERDICTED CONTRABAND AGREEMENT
PROVISION EXECUTED IN COLORADO'S JOINDER LETTER DATED 3/13/18

Exhibit B – DOCUMENT PRODUCTION AGREEMENT
PROVISION EXECUTED IN COLORADO'S JOINDER LETTER DATED 3/13/18

Exhibit C – BOOTLEG AGREEMENT
PROVISION EXECUTED IN COLORADO'S JOINDER LETTER DATED 3/13/18

Exhibit D – REPORTING AGREEMENT
PROVISION EXECUTED IN COLORADO'S JOINDER LETTER DATED 3/13/18

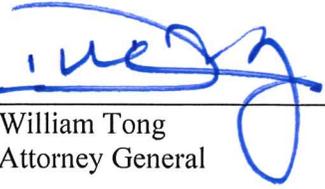
Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed:  Dated: 07/30/2020

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF CONNECTICUT

Signed: _____


William Tong
Attorney General

Dated: _____

July 30, 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF CONNECTICUT, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: WT

Dated: July 30, 2020

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: WT

Dated: July 30, 2020

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: WT

Dated: July 30, 2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: WT

Dated: July 30, 2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: WT

Dated: July 30, 2020

Exhibit D – REPORTING AGREEMENT

Initialed: WT

Dated: July 30, 2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: WT

Dated: July 30, 2020

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

DISTRICT OF COLUMBIA

Signed: Karl A. Racine/by JD
Karl A. Racine
Attorney General

Dated: 09/14/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the DISTRICT OF COLUMBIA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: KAR Dated: 09/14/2020

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: KAR Dated: 09/14/2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: KAR Dated: 09/14/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: KAR Dated: 09/14/2020

Exhibit D – REPORTING AGREEMENT

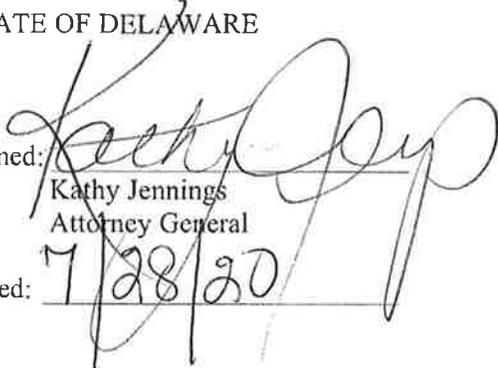
Initialed: KAR Dated: 09/14/2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF DELAWARE

Signed: 

Kathy Jennings
Attorney General

Dated: 7/28/20

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF DELAWARE, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K - "DE MINIMIS" AGREEMENT

Initialed: KJ

Dated: 7/29/20

NPM Adjustment Settlement Agreement Exhibit L - RESERVATIONS SIDE LETTER

Initialed: KJ

Dated: 7/29/20

Exhibit A - INTERDICTED CONTRABAND AGREEMENT

Initialed: KJ

Dated: 7/29/20

Exhibit B - DOCUMENT PRODUCTION AGREEMENT

Initialed: KJ

Dated: 7/29/20

Exhibit C - BOOTLEG AGREEMENT

Initialed: KJ

Dated: 7/29/20

Exhibit D - REPORTING AGREEMENT

Initialed: KJ

Dated: 7/29/20

Exhibit E - TRIBAL COMPACTING AGREEMENT

Initialed: KJ

Dated: 7/29/20

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF GEORGIA

Signed: 
Chris Carr
Attorney General

Dated: July 30, 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF GEORGIA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: CC Dated: July 30, 2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: CC Dated: July 30, 2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: CC Dated: July 30, 2020

Exhibit D – REPORTING AGREEMENT

Initialed: CC Dated: July 30, 2020

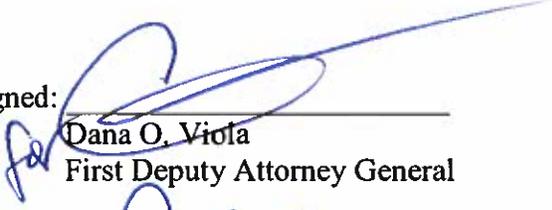
Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

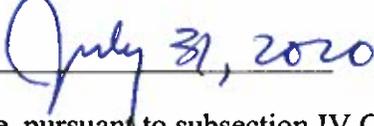
2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF HAWAII

Signed: _____


Dana O. Viola
First Deputy Attorney General

Dated: _____


July 31, 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF HAWAII, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT
Note: Provision previously executed in Hawaii’s “Settlement of NPM Adjustment Disputes” Letter dated March 6, 2018.

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Note: Provision previously executed in Hawaii’s “Settlement of NPM Adjustment Disputes” Letter dated March 6, 2018.

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Note: Provision previously executed in Hawaii’s “Settlement of NPM Adjustment Disputes” Letter dated March 6, 2018 and the “Exhibit A – Settlement Proposal” (the “Joinder”), dated February 16, 2018, attached thereto and incorporated by reference.

Exhibit C – BOOTLEG AGREEMENT

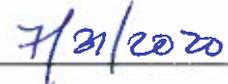
Initialed:  Dated: 

Exhibit D – REPORTING AGREEMENT

Initialed:  Dated: 

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF INDIANA

Signed: Curtis T. Hill, Jr.,
Attorney General
Attorney Number 13999-20

By: Scott L. Barnhart
Scott L. Barnhart,
Director and Chief Counsel, Consumer Protection Division
Attorney Number 25474-82

Kara Burgess,
Deputy Attorney General, Consumer Litigation – Tobacco Enforcement
Attorney Number 34664-73

Dated: August 7, 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF INDIANA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: _____ Dated: _____

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: _____ Dated: _____

Exhibit C – BOOTLEG AGREEMENT

Initialed: _____ Dated: _____ Exhibit

D – REPORTING AGREEMENT

Initialed: _____ Dated: _____

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF KANSAS

Signed: 

Derek Schmidt
Attorney General

Dated: 7/30/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF KANSAS, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed:  Dated: 7/30/2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed:  Dated: 7/30/2020

Exhibit C – BOOTLEG AGREEMENT

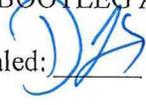
Initialed:  Dated: 7/30/2020

Exhibit D – REPORTING AGREEMENT

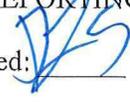
Initialed:  Dated: 7/30/2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed:  Dated: 7/30/2020

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

COMMONWEALTH OF KENTUCKY

Signed: 
Daniel Cameron
Attorney General

Dated: July 29, 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the COMMONWEALTH OF KENTUCKY, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: DJC Dated: 7-29-20

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: DJC Dated: 7-29-20

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: DJC Dated: 7-29-20

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: DJC Dated: 7-29-20

Exhibit C – BOOTLEG AGREEMENT

Initialed: DJC Dated: 7-29-20

Exhibit D – REPORTING AGREEMENT

Initialed: DJC Dated: 7-29-20

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF LOUISIANA

Signed: _____
Jeff Landry
Attorney General

By: 

Wilbur L. Stiles, III
Chief Deputy Attorney General

Dated: 7/30/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF LOUISIANA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: _____ Dated: _____

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: WLS Dated: 7/30/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: WLS Dated: 7/30/2020

Exhibit D – REPORTING AGREEMENT

Initialed: _____ Dated: _____

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF MAINE

Signed: Aaron W. Frey
Aaron Frey
Attorney General

Dated: 23 July 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF MAINE, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: AMF Dated: 23 July 2020

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: AMF Dated: 23 July 2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: _____ Dated: _____

Exhibit C – BOOTLEG AGREEMENT

Initialed: _____ Dated: _____

Exhibit D – REPORTING AGREEMENT

Initialed: AMF Dated: 23 July 2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF MICHIGAN

Signed: 
Dana Nessel
Attorney General

Dated: 7.28.2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF MICHIGAN, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: Dec: red Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: Dec: red Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed:  Dated: 7.28.2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed:  Dated: 7.28.2020

Exhibit C – BOOTLEG AGREEMENT

Initialed:  Dated: 7.28.2020

Exhibit D – REPORTING AGREEMENT

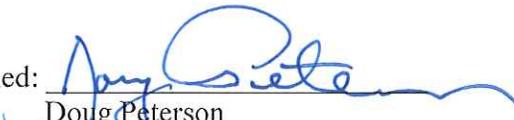
Initialed:  Dated: 7.28.2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed:  Dated: 7.28.2020

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF NEBRASKA

Signed: 
Doug Peterson
Attorney General

Dated: 7/7/20

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF NEBRASKA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: J.P. Dated: 7/7/20

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: J.P. Dated: 7/7/20

Exhibit C – BOOTLEG AGREEMENT

Initialed: J.P. Dated: 7/7/20

Exhibit D – REPORTING AGREEMENT

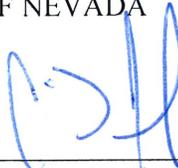
Initialed: J.P. Dated: 7/7/20

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: J.P. Dated: 7/7/20

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF NEVADA

Signed: 

Aaron D. Ford
Attorney General

Dated: 8/4/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF NEVADA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: AF Dated: 8/4/2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: AF Dated: 8/4/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: AF Dated: 8/4/2020

Exhibit D – REPORTING AGREEMENT

Initialed: AF Dated: 8/4/2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF NEW HAMPSHIRE

Signed: 
Gordon MacDonald
Attorney General

Dated: 6/3/20

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF NEW HAMPSHIRE, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: _____ Dated: _____

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed:  Dated: 6/3/20

Exhibit C – BOOTLEG AGREEMENT

Initialed:  Dated: 6/3/20

Exhibit D – REPORTING AGREEMENT

Initialed:  Dated: 2/3/20

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF NEW JERSEY

Signed: 

Gurbir S. Grewal
Attorney General

Dated: 8/6/20

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF NEW JERSEY, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: GSG Dated: 8/6/20

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: GSG Dated: 8/6/20

Exhibit C – BOOTLEG AGREEMENT

Initialed: GSG Dated: 8/6/20

Exhibit D – REPORTING AGREEMENT

Initialed: _____ Dated: _____

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF NORTH CAROLINA

Signed: 
Josh Stein
Attorney General

Dated: 7/31/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF NORTH CAROLINA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: _____ Dated: _____

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: **JS** Dated: 7/31/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: _____ Dated: _____

Exhibit D – REPORTING AGREEMENT

Initialed: _____ Dated: _____

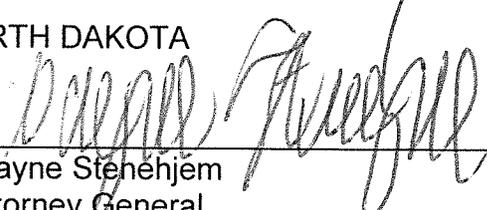
Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS
SETTLEMENT AGREEMENT SIGNATURE PAGE

STATE OF NORTH DAKOTA

Signed:



Wayne Stenehjem
Attorney General

Dated:

July 30, 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF NORTH DAKOTA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS:” AGREEMENT PROVISION EXECUTED IN NORTH DAKOTA’S JOINDER LETTER DATED 3/27/18.
NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER: Initialed: _____ Dated: _____.
Exhibit A – INTERDICTED CONTRABAND AGREEMENT: Initialed: _____ Dated: _____.
Exhibit B – DOCUMENT PRODUCTION AGREEMENT: PROVISION EXECUTED IN NORTH DAKOTA’S JOINDER LETTERS DATED 3/8/18 AND 3/27/18.
Exhibit C – BOOTLEG AGREEMENT: PROVISION EXECUTED IN NORTH DAKOTA’S JOINDER LETTERS DATED 3/8/18 AND 3/27/18.
Exhibit D – REPORTING AGREEMENT: PROVISION EXECUTED IN NORTH DAKOTA’S JOINDER LETTERS DATED 3/8/18 AND 3/27/18.
Exhibit E – TRIBAL COMPACTING AGREEMENT: Initialed: _____ Dated: _____.

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF OKLAHOMA

Signed: 
Mike Hunter
Attorney General

Dated: July 23, 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF OKLAHOMA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed:  Dated: July 23, 2020

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: _____ Dated: _____

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: _____ Dated: _____

Exhibit C – BOOTLEG AGREEMENT

Initialed: _____ Dated: _____

Exhibit D – REPORTING AGREEMENT

Initialed: _____ Dated: _____

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF OREGON

Signed: 
Ellen F. Rosenblum
Attorney General

Dated: 8/3/20

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF OREGON, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: EFR Dated: 8/3/20

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: EFR Dated: 8/3/20

Exhibit C – BOOTLEG AGREEMENT

Initialed: EFR Dated: 8/3/20

Exhibit D – REPORTING AGREEMENT

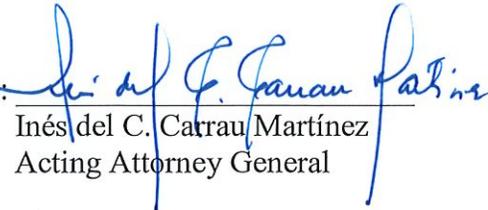
Initialed: EFR Dated: 8/3/20

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

COMMONWEALTH OF PUERTO RICO

Signed: 
Inés del C. Carrau Martínez
Acting Attorney General

Dated: August 3, 2020

Furthermore, pursuant to subsection IV.C of this Agreement, the COMMONWEALTH OF PUERTO RICO, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: _____ Dated: _____

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: ICM Dated: August 3, 2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: ICM Dated: August 3, 2020

Exhibit D – REPORTING AGREEMENT

Initialed: ICM Dated: August 3, 2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF RHODE ISLAND

Signed: 
Peter F. Neronha
Attorney General

Dated: 9-17-2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF RHODE ISLAND, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: PFN Dated: 9/17/2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: PFN Dated: 9/17/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: PFN Dated: 9/17/2020

Exhibit D – REPORTING AGREEMENT

Initialed: PFN Dated: 9/17/2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF SOUTH CAROLINA

Signed: Alan Wilson
Alan Wilson
Attorney General

Dated: 7/20/20

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF SOUTH CAROLINA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: AW Dated: 7/20/20

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: AW Dated: 7/20/20

Exhibit C – BOOTLEG AGREEMENT

Initialed: AW Dated: 7/20/20

Exhibit D – REPORTING AGREEMENT

Initialed: AW Dated: 7/20/20

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF SOUTH DAKOTA

Signed:



Jason Ravensborg
Attorney General

Dated:

7-22-2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF SOUTH DAKOTA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: JAR Dated: 7-22-2020

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: JAR Dated: 7-22-2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: JAR Dated: 7-22-2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: JAR Dated: 7-22-2020

Exhibit D – REPORTING AGREEMENT

Initialed: JAR Dated: 7-22-2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: JAR Dated: 7-22-2020

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF TENNESSEE

Signed: Herbert H. Slatery III
Herbert H. Slatery III
Attorney General

Dated: 7/29/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF TENNESSEE, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: HHS Dated: 7/29/2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: HHS Dated: 7/29/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: HHS Dated: 7/29/2020

Exhibit D – REPORTING AGREEMENT

Initialed: HHS Dated: 7/29/2020

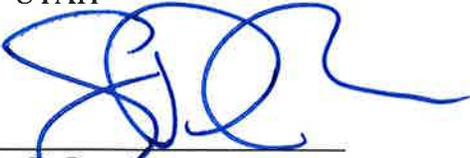
Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF UTAH

Signed: _____


Sean D. Reyes
Attorney General

Dated: 7/29/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF UTAH, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT
PROVISION EXECUTED IN UTAH'S JOINDER LETTER DATED 3/16/18

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER
Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT
PROVISION EXECUTED IN UTAH'S JOINDER LETTER DATED 3/16/18

Exhibit B – DOCUMENT PRODUCTION AGREEMENT
PROVISION EXECUTED IN UTAH'S JOINDER LETTER DATED 3/16/18

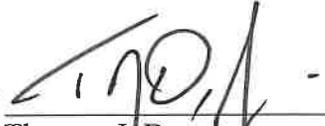
Exhibit C – BOOTLEG AGREEMENT
PROVISION EXECUTED IN UTAH'S JOINDER LETTER DATED 3/16/18

Exhibit D – REPORTING AGREEMENT
PROVISION EXECUTED IN UTAH'S JOINDER LETTER DATED 3/16/18

Exhibit E – TRIBAL COMPACTING AGREEMENT
PROVISION EXECUTED IN UTAH'S JOINDER LETTER DATED 3/16/18

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF VERMONT

Signed: 
Thomas J. Donovan
Attorney General

Dated: 7/29/20

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF VERMONT, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

PROVISION EXECUTED IN VERMONT 4-24-18 LETTER TO PMs RE "NPM ADJUSTMENT SETTLEMENT AGREEMENT, EXHIBIT K"

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED/CONTRABAND AGREEMENT

Initialed:  Dated: 7/29/20

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

PROVISION EXECUTED IN VERMONT'S JOINDER LETTER DATED 3/8/18

Exhibit C – BOOTLEG AGREEMENT

Initialed: , Dated: 7/29/20

Exhibit D – REPORTING AGREEMENT

PROVISION EXECUTED IN VERMONT'S JOINDER LETTER DATED 3/8/18

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

COMMONWEALTH OF VIRGINIA

Signed: Mark R. Herring
Mark Herring
Attorney General

Dated: 7/15/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the COMMONWEALTH OF VIRGINIA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: MMA Dated: 7/15/2020

~~NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER~~

~~Initialed: _____ Dated: _____~~

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: MMA Dated: 7/15/2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: MMA Dated: 7/15/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: MMA Dated: 7/15/2020

Exhibit D – REPORTING AGREEMENT

Initialed: MMA Dated: 7/15/2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: MMA Dated: 7/15/2020

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF WEST VIRGINIA

Signed: Patrick Morrissey
Patrick Morrissey
Attorney General

Dated: 7/31/20

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF WEST VIRGINIA, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: PM Dated: 7/31/20

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: PM Dated: 7/31/20

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: PM Dated: 7/31/20

Exhibit C – BOOTLEG AGREEMENT

Initialed: PM Dated: 7/31/20

Exhibit D – REPORTING AGREEMENT

Initialed: PM Dated: 7/31/20

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: _____ Dated: _____

2018 THROUGH 2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

STATE OF WYOMING

Signed: Bridget Hill
Bridget Hill
Attorney General

Dated: 7/16/2020

Furthermore, pursuant to subsection IV.C of this Agreement, the STATE OF WYOMING, has opted in to the following Optional Terms as indicated below. (Only those Optional Terms initialed and dated below are so entered).

NPM Adjustment Settlement Agreement Exhibit K – “DE MINIMIS” AGREEMENT

Initialed: _____ Dated: _____

NPM Adjustment Settlement Agreement Exhibit L – RESERVATIONS SIDE LETTER

Initialed: _____ Dated: _____

Exhibit A – INTERDICTED CONTRABAND AGREEMENT

Initialed: BH Dated: 7/16/2020

Exhibit B – DOCUMENT PRODUCTION AGREEMENT

Initialed: BH Dated: 7/16/2020

Exhibit C – BOOTLEG AGREEMENT

Initialed: BH Dated: 7/16/2020

Exhibit D – REPORTING AGREEMENT

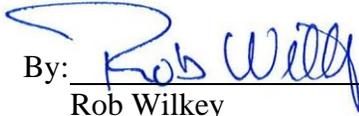
Initialed: BH Dated: 7/16/2020

Exhibit E – TRIBAL COMPACTING AGREEMENT

Initialed: BH Dated: 7/16/2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

COMMONWEALTH BRANDS, INC.

By:  _____
Rob Wilkey
General Counsel and Secretary

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

COMPANIA INDUSTRIAL DE TABACOS MONTE PAZ, S.A.

By: Elizabeth B. McCallum
Elizabeth B. McCallum
Outside Counsel

Date: 8-10-20

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

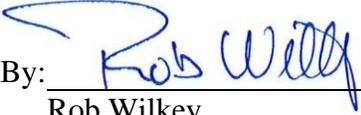
DAUGHTERS & RYAN, INC.

By: Elizabeth B. McCallum
Elizabeth B. McCallum
Outside Counsel

Date: 8-10-20

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

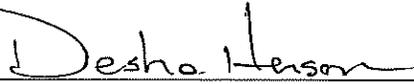
ETS L LACROIX FILS S.A. (BELGIUM)

By:  _____
Rob Wilkey
Authorized Signatory

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

FARMER'S TOBACCO CO. OF CYNTHIANA, INC.

By: 

Desha Henson
President

Date: August 6, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

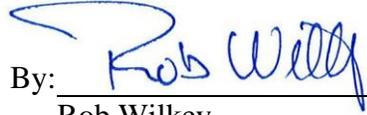
HOUSE OF PRINCE A/S

By: EB McCallum
Elizabeth B. McCallum
Outside Counsel

Date: 8/18/20

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

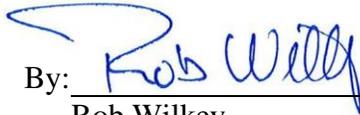
IMPERIAL TOBACCO LIMITED (UK)

By:  _____
Rob Wilkey
Authorized Signatory

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

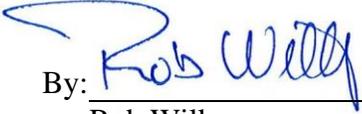
IMPERIAL TOBACCO MULLINGAR (IRELAND)

By:  _____
Rob Wilkey
Authorized Signatory

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

IMPERIAL TOBACCO POLSKA S.A. (POLAND)

By:  _____

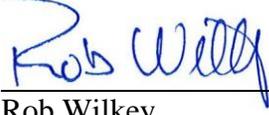
Rob Wilkey
Authorized Signatory

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

IMPERIAL TOBACCO SIGARA VE TUTUNCULUK SANAYI VE TICARET S.A.
(TURKEY)

By:



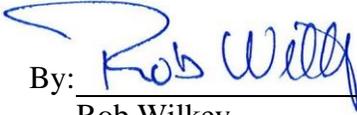
Rob Wilkey

Authorized Signatory

Date: July 31, 2020

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SIGNATURE PAGE

IMPERIAL TOBACCO PRODUCTION UKRAINE

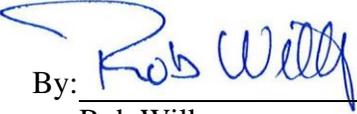
By:  _____
Rob Wilkey
Authorized Signatory

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

ITG BRANDS, LLC (FORMERLY LIGNUM-2, LLC)

By: _____


Rob Wilkey
General Counsel and Secretary

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

JAPAN TOBACCO INTERNATIONAL U.S.A., INC.

DocuSigned by:
Jerry Loftin
By: 3390FA012991480
Jerry Loftin
President

Date: August 3, 2020 | 15:01:28 CEST

DocuSigned by:
Michael J Mete
By: 7DDDE2EB7EA2456
Michael Mete
Chief Financial Officer

Date: August 3, 2020 | 08:57:13 EDT

2018-2022 NPM ADJUSTMENT SETTLEMENT AGREEMENT
SIGNATURE PAGE

KING MAKER MARKETING, INC.

By: Edward W. Kacsuta
Edward W. Kacsuta
Vice President

Date: 07.27.20

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SIGNATURE PAGE

KRETEK INTERNATIONAL, INC.

By: Henry C. Roemer, Jr.
Henry C. Roemer
Counsel

Date: 8-13-20

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

LIGGETT GROUP LLC

By: Victoria Spier Evans
Victoria Spier Evans
Vice President and General Counsel

Date: 08/10/2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

PETER STOKKEBYE TOBAKSFABRIK A/S

DocuSigned by:
By: Marianne Rørslev Bock
5FD2DC7B671B4EA...
Marianne Rørslev Bock
Member of the Board of Directors

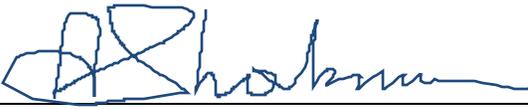
Date: 13 August 2020

By: Mette Valentin
Mette Valentin
Member of the Board of Directors

Date: 13 August 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

PHILIP MORRIS USA INC.

By: _____

Alexander Shaknes
Counsel

Date: August 7, 2020

2018-2022 NPM ADJUSTMENT SETTLEMENT AGREEMENT
SIGNATURE PAGE

PREMIER MANUFACTURING, INC.

By: Edward W. Kacsuta
Edward W. Kacsuta
Vice President

Date: 07.27.20

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

P.T. DJARUM

By: _____

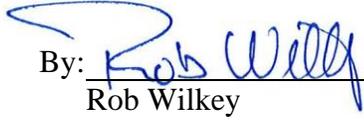

Henry C. Roemer
Counsel

Date: _____

8-17-20

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

REEMTSMA CIGARETTENFABRIKEN GMBH (REEMTSMA)

By:  _____
Rob Wilkey
Authorized Signatory

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

000 TABAKSFABRIK REEMTSMA WOLGA (RUSSIA)

By:  _____
Rob Wilkey
Authorized Signatory

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

R.J. REYNOLDS TOBACCO COMPANY

By:



Elli Leibenstein
Outside Counsel

Date: 8/4/2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

SANTA FE NATURAL TOBACCO COMPANY,
INC.

By:



Elli Leibenstein
Outside Counsel

Date: 8/4/2020

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SIGNATURE PAGE

SOCIETE NATIONAL D'EXPLOITATION INDUSTRIELLE DES TABACS ET
ALLUMETTES (SEITA)

By: 

Rob Wilkey
Authorized Signatory

Date: July 31, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

SHERMAN'S 1400 BROADWAY N.Y.C., LLC

By: 

Alexander Shaknes
Counsel

Date: August 7, 2020

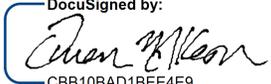
2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

SCANDINAVIAN TOBACCO GROUP LANE LTD (FORMERLY LANE LIMITED)

DocuSigned by:

By: _____
4DA29A8C834944E...
Regis Broersma
President

Date: 13 augustus 2020

DocuSigned by:

By: _____
CBB10BAD1BEE4E9...
Owen McKeon
Secretary

Date: 13 August 2020

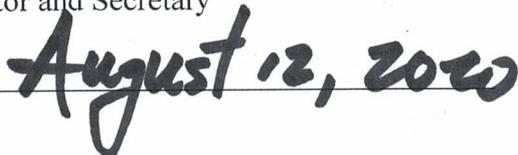
2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

TABACALERA DEL ESTE S/A (TABESA)

By: _____


Stephen Johnson
Director and Secretary

Date: _____


August 12, 2020

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

TOP TOBACCO, L.P.

By: Sachin Lele
Sachin Lele
General Counsel

Date: July 31, 2020

2018-2022 NPM ADJUSTMENT SETTLEMENT AGREEMENT
SIGNATURE PAGE

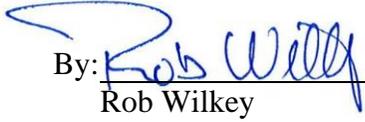
U.S. FLUE-CURED TOBACCO GROWERS, INC.

By: Edward W. Kacsuta
Edward W. Kacsuta
Treasurer

Date: 07.27.20

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

VAN NELLE TABAK NEDERLAND B.V. (NETHERLANDS)

By:  _____
Rob Wilkey
Authorized Signatory

Date: July 31, 2020

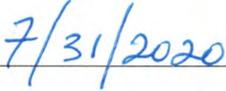
2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

VECTOR TOBACCO INC.

By: _____


Henry T. Sauter
Assistant Secretary

Date: _____



2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

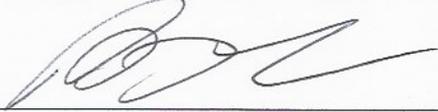
VON EICKEN GROUP

By: 
Henry C. Roemer
Counsel

Date: 8-13-20

2018-2022 NPM ADJUSTMENTS SETTLEMENT AGREEMENT
SIGNATURE PAGE

WIND RIVER TOBACCO COMPANY INC.

By: 

Brian Tascher
Chief Financial Officer

Date: 