

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	Civil Action No. 99-2496 (GK)
)	
v.)	
)	Next Scheduled Court Date:
PHILIP MORRIS USA INC., <i>et al.</i>,)	None
)	
Defendants.)	
)	

**CERTAIN DEFENDANTS’ NOTICE OF WITHDRAWAL
REGARDING THEIR MOTION TO MODIFY ORDER #1015 TO
REMOVE THE MINNESOTA DEPOSITORY REQUIREMENTS**

Defendants Altria Group, Inc. (“Altria”), Philip Morris USA Inc. (“PM USA”), R.J. Reynolds Tobacco Company (individually and as successor to Brown & Williamson Tobacco Corporation) (“RJRT”), and Lorillard Tobacco Company (“Lorillard”) hereby withdraw their Motion to Modify Order #1015 to Remove the Minnesota Depository Requirements) (Document 5897) (the “Motion”), without prejudice to their right to renew this motion at an appropriate time in the future.

The briefing on the Motion has led to the identification of an issue that should be resolved before the Court considers whether or not to modify Order #1015 to remove the Minnesota Depository requirements. Specifically, it appears that PM USA’s publicly available document boxes in the Depository contain documents previously designated as confidential that have not been posted on PM USA’s public company document website, of which PM USA was unaware before the Government identified this issue in the United States’ Reply Brief on Defendants’ Rule 60(b) Motion to Close the Minnesota Depository filed on April 5, 2011. PM

USA intends to address and resolve this issue, and will keep the Government and Intervenors apprised of their efforts to do so.

The Government did not identify a similar problem with respect to RJRT or Lorillard. The policy of both companies is to post on their websites all documents listed on the 4B Index that have been produced to and are publicly available in the Depository. Both companies have resolved most of the discrepancies identified by the California Attorney General's office ("CAAG"), and are committed to fully completing the process. *See* Declaration of R. Michael Leonard ¶¶ 11-16 (Document 5897-5); Declaration of Denise J. Talbert ¶ 5 (Document 5897-6). Moreover, once RJRT and Lorillard fully reconcile all of the issues identified by the CAAG, they will run a full comparison of their respective websites and 4B Indices in order to confirm that all documents listed on their 4B Indices that they produced to and are publicly available in the Depository are, in fact, posted on their websites.

In short, Defendants are each committed to assuring that all of the documents listed on the 4B Indices that they produced to and are publicly available in the Depository are posted on their websites. Defendants anticipate asking the Court at some point to refer to Judge Levie the responsibility for certifying whether or not Defendants have, in fact, posted to their websites all documents that should be there. Once Defendants have fully reconciled their websites with the 4B Indices, they reserve the right to file another motion to remove the Minnesota Depository requirements.

Dated: April 18, 2011

Respectfully submitted,

/s/ Beth A. Wilkinson

Beth A. Wilkinson (D.C. Bar No. 462561)
PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP
2001 K Street, N.W.
Washington, DC 20006-1047
Telephone: (202) 223-7300
Fax: (202) 223-7420

Miguel A. Estrada (D.C. Bar No. 456289)
GIBSON, DUNN & CRUTCHER LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
Telephone: (202) 955-8257
Fax: (202) 530-9016

Thomas J. Frederick
WINSTON & STRAWN LLP
35 West Wacker Drive
Chicago, Illinois 60601-9703
Telephone: (312) 558-6700
Fax: (202) 558-5700

*Attorneys for Defendants
Altria Group Inc. and Philip Morris USA Inc.*

/s/ Beth A. Wilkinson for

Robert F. McDermott (D.C. Bar No. 261164)
Peter J. Biersteker (D.C. Bar No. 358108)
Noel J. Francisco (D.C. Bar No. 464752)
Geoffrey K. Beach (D.C. Bar No. 439763)
JONES DAY
51 Louisiana Avenue, N. W.
Washington, D.C. 20001-2113
Telephone: (202) 879-3939
Fax: (202) 626-1700

R. Michael Leonard
WOMBLE CARLYLE SANDRIDGE &
RICE, PLLC
One West Fourth Street
Winston-Salem, NC 27101
Tel: (336) 721-3721
Fax: (336) 733-8389

*Attorneys for Defendant
R.J. Reynolds Tobacco Company,
individually and as successor by
merger to Brown & Williamson
Tobacco Corporation*

/s/ Beth A. Wilkinson for

Michael B. Minton
THOMPSON COBURN LLP
One US Bank Plaza, Suite 3500
St. Louis, Missouri 63101-1693
Telephone: (314) 552-6000
Fax: (314) 552-7597

*Attorneys for Defendant
Lorillard Tobacco Company*