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To the Honorable Commissioner of Patents:

original document(s) copy thereof

1. Name of conveying party(ies):

Castle Rock Spring Water Company, Inc.
c/o Danone International Brands, Inc.
208 Harbor Drive
Stamford, Connecticut 06902

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - California
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Danone International Brands, Inc.
 Internal Address: 208 Harbor Drive
 Street Address:
 City: Stamford State: ZIP: 06902

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State - Delaware
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: Filed April 30, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

CASTLE ROCK SPRING WATER & Design
 U.S. Registration No. 1,809,464
 CASTLE ROCK, U.S. Registration No. 2,193,361

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Donna R. Besteiro, Esq.
 Internal Address: c/o The Dannon Company
 Street Address: 120 White Plains Road
 City: Tarrytown State: NY ZIP: 10591

6. Total number of applications and registrations involved: 2

7. Total fee (\$7 CFR 3.41): \$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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FC:441

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Donna R. Besteiro, Esq.
 Name of Person Signing

Donna R. Besteiro
 Signature

11/24/99
 Date

Total number of pages comprising cover sheet: 8

OMB No. 0651-0011 (Rev. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20501

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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Handwritten initials

SECRETARY OF STATE

I. **BILL JONES**, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones
Secretary of State

TRADEMARK

ENDORSED - FILED
in the office of the Secretary of State
of the State of California
APR 30 1999
BILL JONES, Secretary of State

AGREEMENT AND PLAN OF MERGER

dated as of April 30, 1999
among

DANONE INTERNATIONAL BRANDS, INC.

and

CASTLE ROCK SPRING WATER COMPANY, INC.

and

AQUAPENN SPRING WATER COMPANY WEST, INC.

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 30, 1999 (this "Plan of Merger"), among DANONE INTERNATIONAL BRANDS, INC. ("DIB"), a Delaware corporation. CASTLE ROCK SPRING WATER COMPANY, INC. ("Castle Rock") and AQUAPENN SPRING WATER COMPANY WEST, INC. ("AquaPenn West"). each a California corporation and an indirect wholly owned subsidiary of DIB (together, such California corporations being the "Subsidiaries").

WHEREAS, DIB owns all the issued and outstanding shares of stock of AquaPenn Spring Water Company, Inc. (hereinafter referred to as "AquaPenn" and such shares being referred to as the "AquaPenn Shares") and AquaPenn owns all the issued and outstanding shares of stock of both of the Subsidiaries (collectively, the "Subsidiaries' Shares");

WHEREAS, at all times following the date hereof and prior to the Effective Time (as defined in Section 2), DIB will own all of the outstanding AquaPenn Shares and AquaPenn will own all of the outstanding Subsidiaries' Shares;

WHEREAS, the Boards of Directors of Castle Rock and AquaPenn West have determined that it is advisable that the Subsidiaries be merged with and into DIB (the "Merger" on the terms and subject to the conditions contained herein and in accordance with the General Corporation Law of the State of California, as amended ("California Law"), and the Board of Directors of DIB has determined that it is advisable that the Subsidiaries be merged with and into DIB on the terms and subject to the conditions herein and in accordance with the General Corporation Law of the State of Delaware ("Delaware Law");

NOW, THEREFORE, the Boards of Directors of DIB, Castle Rock and AquaPenn West hereby adopt the following Plan of Merger:

SECTION 1. The Merger. At the Effective Time, the Subsidiaries shall be merged with and into DIB, the separate corporate existence of the Subsidiaries shall cease, DIB shall assume all of the Subsidiaries' liabilities, and DIB shall continue as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

SECTION 2. Effective Time of the Merger. Upon the filing of the agreement of merger as required by Section 252 of Delaware Law and the certificate of approval and certificates of satisfaction of the California Franchise Tax Board as required by Section 1103 of California Law, the Merger shall become effective (the time of the latest of such filings being the "Effective Time").

SECTION 3. Certificate of Incorporation and By-laws. The Certificate of Incorporation of DIB, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation. The By-laws of DIB, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law, the Certificate of Incorporation of the Surviving Corporation or such By-laws.

SECTION 4. Directors and Officers. The directors of DIB immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation. The officers of DIB immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

SECTION 5. Cancellation of the Subsidiaries' Shares. At the Effective Time, all of the Shares of the Subsidiaries that are issued and outstanding immediately prior to the Effective Time shall be deemed canceled without consideration.

IN WITNESS WHEREOF, DIB, Castle Rock and AquaPenn West have caused this Plan of Merger to be executed as of the date first above written by two of its officers thereunto duly authorized.

DANONE INTERNATIONAL BRANDS, INC.

By:  _____

Name: Marc Charpentier

Title: Vice President

By:  _____

Name: Marlene Bartolo

Title: Assistant Secretary

**CASTLE ROCK SPRING WATER
COMPANY, INC.**

By:  _____

Name: Marc Charpentier

Title: President

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**CASTLE ROCK SPRING WATER
COMPANY, INC.**

By: *Mariene Bartolo*
Name: Mariene Bartolo
Title: Secretary

**AQUAPENN SPRING WATER COMPANY
WEST, INC.**

By: *Marc Charpentier*
Name: Marc Charpentier
Title: President

By: *Mariene Bartolo*
Name: Mariene Bartolo
Title: Secretary


**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Marc Charpentier and Marlene Bartolo certify that:

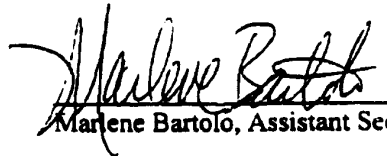
1. They are the Vice President and Assistant Secretary, respectively, of Danone International Brands, Inc., a Delaware corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors of the Corporation.
3. The Agreement and Plan of Merger was entitled to be approved by the board of directors of the Corporation alone, under the provisions of Section 1201 of the General Corporation Law.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

DATE: April 30, 1999



Marc Charpentier, Vice-President



Marlene Bartolo, Assistant Secretary

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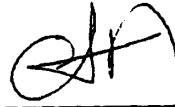
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Marc Charpentier and Marlene Bartolo certify that:

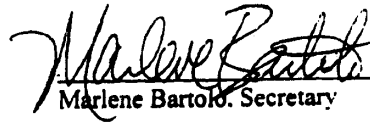
1. They are the president and the secretary, respectively, of Castle Rock Spring Water Company, Inc., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholder of the Corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: April 30, 1999



Marc Charpentier, President



Marlene Bartolo, Secretary

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**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Marc Charpentier and Marlene Bartolo certify that:

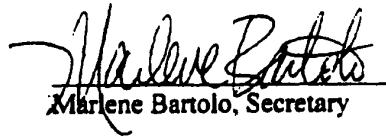
1. They are the president and the secretary, respectively, of AquaPenn Spring Water Company West, Inc, a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholder of the Corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: April 30, 1999



Marc Charpentier, President



Marlene Bartolo, Secretary

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RECORDED: 12/03/1999

**TRADEMARK
REEL: 002000 FRAME: 0986**