



06-17-2002



To the Honorable Commissioner of Patents and Trademarks

102124285

or copy thereof.

1. Name of conveying party(ies):

McKesson Water Products Company

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

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 30, 2000

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

Name: Danone Waters of North America, Inc.

Address: 3280 East Foothill Boulevard
Pasadena, CA 91107

6-11-02

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

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from: Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)
2,245,906 KEYSTONE NATURAL WATER SINCE 1909 and Design;
2,273,867 KEY QC and Design; 1,799,581 KEYSTONE NATURAL WATER and Design; 1,800,993 KEYSTONE NATURAL WATER;
2,128,778 FOUR STAR RESTAURANT BLEND; 2,052,334 EPHRATA DIAMOND SPRING WATER and Design

2245906

Additional numbers attached? Yes No

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

Jeffrey H. Kaufman
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref: 10964-0001-35

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): . . . \$ 165

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 15-0030
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Jeffrey H. Kaufman
Name of Person Signing

Jeffrey H. Kaufman
Signature

6/11/02
Date

Total number of pages including cover sheet, attachments, and document: 5

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

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

06/14/2002 AMMED1 00000091 2245906

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
125.00 OP

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TRADEMARK

REEL: 002526 FRAME: 0094

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0465779 out
State of Delaware

FILED *DK*

In the Office of the Secretary of State
PAGE of the State of California

Office of the Secretary of State

DEC 5 2000

Bill Jones
BILL JONES, Secretary of State

EFFECTIVE
DATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MCKESSON WATER PRODUCTS COMPANY", A CALIFORNIA CORPORATION,

"POLAR WATER COMPANY", A CALIFORNIA CORPORATION,

"RAMONA BOTTLING, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "DANONE INTERNATIONAL BRANDS, INC." UNDER THE NAME OF "DANONE WATERS OF NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF DECEMBER, A.D. 2000, AT 12:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0833433

2520314 8100M

001607522

DATE: 12-05-00

TRADEMARK
REEL: 002526 FRAME: 0095

DEC-05-2000 11:40

C.T. CORP. SYSTEM

212 590 9190 P.02/03

**CERTIFICATE OF MERGER
INTO
DANONE INTERNATIONAL BRANDS, INC.**

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Danone International Brands, Inc.	Delaware
McKesson Water Products Company	California
Polar Water Company	California
Ramona Bottling, Inc.	California

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the Certificate of Incorporation of DANONE INTERNATIONAL BRANDS, INC., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FOURTH: That the name of the surviving corporation of the merger is DANONE INTERNATIONAL BRANDS, INC., which shall hereinafter be changed to DANONE WATERS OF NORTH AMERICA, INC.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is:

3280 East Foothill Boulevard
Pasadena, CA 91107

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:15 PM 12/05/2000
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DEC-05-2000 11:40

C.T. CORP. SYSTEM

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SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
McKesson Water Products Company	Common	10,000	\$ 10.00
Polar Water Company	Common	500,000	Without par value per share
Ramona Bottling, Inc.	Common	1,000	\$.01

EIGHTH: That this Certificate of Merger shall be effective on January 1, 2001.

Dated: November 30, 2000

DANONE INTERNATIONAL BRANDS, INC.

By: 
 Name: Michael Harrison
 Title: Secretary



TOTAL P.03