

12-02-2002



To the Honorable Commissioner of Patents

102296133

ments or copy thereof.

1. Name of conveying party(ies):

Danone Waters of North America, Inc.

- Individual(s)
- General Partnership
- Corporation-Delaware
- 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: June 27, 2002

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

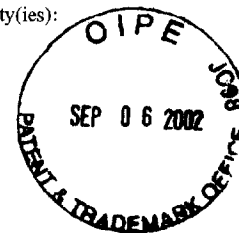
Name: CCDA Waters, L.L.C.

Address: 1 Coca-Cola Plaza
Atlanta, GA 30313

- 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)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

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: 44

7. Total fee (37 CFR 3.41): . . . \$1,115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2014
(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 Kauf
Signature

9/6/02
Date

Total number of pages including cover sheet, attachments, and document: 116

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

Do not detach this portion

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

09/12/2002 LNUELLER 00000040 1819231

01 FC:481
02 FC:482

40.00 OP
1075.00 OP

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

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

{inform@admittm.fms/recovers.ltr}

SCHEDULE A

MARK	APPL.# / REG. #
ALHAMBRA	1,819,231
ALHAMBRA	1,380,916
ALHAMBRA	2,301,785
AQUAPENN	1,561,231
BEBELA Y VIVE [DRINK IT AND LIVE]	2,217,371
BLACK PANTHER	2,191,130
MISCELLANEOUS BOTTLE DESIGN	2,149,998
CANADA'S HERITAGE	1,763,786
CASTLE ROCK	2,193,861
CASTLE ROCK SPRING WATER & DESIGN	1,809,464
COOL BLENDS	1,936,807
CRYSTAL-FRESH	1,335,806
DECANTER	2,281,776
FLUORIDE TO GO	78/024,217
MISCELLANEOUS GALLON BOTTLE DESIGN	2,284,872
GREAT AMERICAN	1,751,472
GREAT AMERICAN & DESIGN	1,943,786
HEALTH20 (STYLIZED)	78/016,809
HUNGRY FOR LIFE. THIRSTY FOR NAYA.	2,102,237
JR. SPORT	2,265,142
KEY QC & DESIGN	2,273,867
KEYSTONE NATURAL WATER	1,800,993
KEYSTONE NATURAL WATER & DESIGN	1,799,581

KEYSTONE NATURAL WATER SINCE 1909 & DESIGN	2,245,906
LAVAL	1,772,525
MISCELLANEOUS DESIGN	1,718,540
MISCELLANEOUS DESIGN	1,731,690
MISCELLANEOUS DESIGN	1,741,749
MISCELLANEOUS DESIGN	2,265,136
MISCELLANEOUS DESIGN (WATER BOTTLE)	2,162,180
MISCELLANEOUS WOMEN'S HEAD DESIGN	1,472,560
NAYA & DESIGN	1,948,602
NAYA	1,471,586
NAYA CANADIAN NATURAL SPRING WATER & DESIGN	2,348,479
PURE AMERICAN	1,915,278
SED DE VIDA. SED DE NAYA. [THIRST FOR LIFE]	2,254,352
SPRING TO LIFE	78/036,343
TEAM NAYA	78/089,514
THE DRINKING WATER EXPERTS	1,558,611
THE GODDESS OF SPRING WATER	75/643,902
THE SOURCE OF PURE WATER	1,937,449
THE SOURCE OF PURE WATER	1,933,597
TIMBERLINE SPRINGS	2,116,824
TUFF-LITE	1,111,809

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "*Assignment*"), dated as of June 27, 2002, is made and entered into by and between DANONE WATERS OF NORTH AMERICA, INC., a corporation organized under the laws of the State of Delaware ("*Assignor*"), and CCDA Waters, L.L.C., a limited liability company organized under the laws of the State of Delaware ("*Assignee*") (each a "*Party*," and collectively, the "*Parties*").

WHEREAS, the Assignor, Assignee and Danone Holdings, Inc. have entered into a Contribution Agreement, dated as of June 27, 2002 (the "*Contribution Agreement*"), pursuant to which, among other things, Assignee has acquired the Company Intellectual Property (as defined therein); and

WHEREAS, the Parties desire to enter into this Assignment to confirm the assignment, transfer and conveyance of certain trademarks included in the Company Intellectual Property by Assignor to Assignee under the Contribution Agreement.

NOW THEREFORE, in consideration of the promises and mutual agreements set forth in this Assignment and the Contribution Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Assignment, Conveyance and Transfer. Assignor hereby assigns, conveys and transfers to Assignee, all of Assignor's right, title and interest in and to the trademarks and service marks and domain names in the Territory (as defined in the Contribution Agreement) listed on Schedule A hereof, including all registrations, applications, and common law rights in and to the foregoing, as well as all trade dress and slogans used directly in conjunction therewith (collectively, the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks, all rights of Assignor to sue and recover damages for past, present and future infringements or dilution of or any other damages or injury to the Trademarks and all results and proceeds from the foregoing accrued and unpaid or hereafter accruing.

2. Recordation of Patents, Trademarks and Copyrights. If Assignee elects to record this Assignment with the U.S. Patent & Trademark Office, or applicable state or foreign governmental or international authorities or registries, Assignee shall bear all costs and fees associated with such recording. Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any official of any state or foreign country whose duty it is to issue intellectual property registrations, to issue all registrations from any applications for registration included in the Trademarks to the Assignee.

3. Further Assurances. Assignor covenants and agrees that it will, upon the reasonable request of Assignee and at Assignee's cost and expense, execute and deliver, or cause to be executed or delivered, any and all documents provided by Assignee that may be necessary or desirable to perfect the assignment, conveyance and transfer of the Trademarks hereunder.

4. Governing Law and Forum. This Assignment shall be governed by, and construed in accordance with, the Laws of the State of New York applicable to contracts executed in and to be performed in that State (without regard to conflicts of laws provisions thereof).

5. Counterparts. This Assignment may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the Parties have executed this Assignment as of the date first written above.

DANONE WATERS OF NORTH AMERICA, INC.

By: 
Name: Bryan Critchfield
Title: Vice President & Treasurer

CCDA WATERS, L.L.C.

By: Danone Waters of North America, Inc
as Member, as authorized person

By: 
Name: Bryan Critchfield
Title: Vice President & Treasurer

SCHEDULE 4.21(b)Business Marks

MARK	COUNTRY	SERIAL # REG. #	RECORD OWNER	STATUS
ALHAMBRA	US	1,819,231	McKesson HBOC, Inc.	Registered
ALHAMBRA	US	1,380,916	McKesson HBOC, Inc.	Registered
ALHAMBRA	US	2,301,785	McKesson HBOC, Inc.	Registered
AQUAPENN	US	1,561,231	Danone Waters of North America, Inc.	Registered
BEBELA Y VIVE [DRINK IT AND LIVE]	US	2,217,371	Naya Waters of Canada Inc.	Registered
BLACK PANTHER	US	2,191,130	Danone Waters of North America, Inc.	Registered
BOTTLE DESIGN	US	2,149,998	Danone Waters of North America, Inc.	Registered
CANADA'S HERITAGE	US	1,763,786	Naya Waters of Canada Inc.	Registered
CANADA'S GLACIER	US	75/930,989	Naya Waters of Canada Inc.	Pending
CASTLE ROCK	US	2,193,861	Danone Waters of North America, Inc.	Registered
CASTLE ROCK SPRING WATER & DESIGN	US	1,809,464	Danone Waters of North America, Inc.	Registered
COOL BLENDS	US	1,936,807	McKesson Water Products Company	Registered

CRYSTAL	US (Arizona)	42488	McKesson HBOC, Inc.	Registered
CRYSTAL BOTTLED WATERS	US (Arizona)	12783	McKesson HBOC, Inc.	Registered
CRYSTAL-FRESH	US	1,335,806	McKesson HBOC, Inc.	Registered
DECANTER	US	2,281,776	McKesson HBOC, Inc.	Registered
DIAMOND SPRING WATER & design	US	2,281,765	Naya Waters of Canada Inc.	Registered
FLUORIDE TO GO	US	78/024,217	Danone Waters of North America, Inc.	Pending
GALLON BOTTLE DESIGN	US	2,284,872	Danone Waters of North America, Inc.	Registered
GREAT AMERICAN	US	1,751,472	Danone Waters of North America, Inc.	Registered
GREAT AMERICAN & DESIGN	US	1,943,786	Danone Waters of North America, Inc.	Registered
HEALTH20 (STYLIZED)	US	78/016,809	Danone Waters of North America, Inc.	Pending
HUNGRY FOR LIFE, THIRSTY FOR NAYA	US	2,102,237	Naya Waters of Canada Inc.	Registered
JR. SPORT	US	2,265,142	McKesson HBOC, Inc.	Registered
KEY QC & DESIGN	US	2,273,867	McKesson Water Products Company	Registered
KEYSTONE NATURAL WATER	US	1,800,993	McKesson Water Products Company	Registered
KEYSTONE NATURAL WATER & DESIGN	US	1,799,581	McKesson Water Products Company	Registered
KEYSTONE NATURAL WATER SINCE 1909 & DESIGN	US	2,245,906	McKesson Water Products Company	Registered

LAVAL	US	1,772,525	Naya Waters of Canada Inc.	Registered
MISCELLANEOUS DESIGN	US	1,718,540	McKesson HBOC, Inc.	Registered
MISCELLANEOUS DESIGN	US	1,731,690	McKesson HBOC, Inc.	Registered
MISCELLANEOUS DESIGN	US	1,741,749	McKesson HBOC, Inc.	Registered
MISCELLANEOUS DESIGN	US	2,265,136	McKesson HBOC, Inc.	Registered
MISCELLANEOUS DESIGN (WATER BOTTLE)	US	2,162,180	Danone Waters of North America, Inc.	Registered
MISCELLANEOUS WOMEN'S HEAD DESIGN	US	1,472,560	Naya Waters of Canada Inc.	Registered
NAYA and design	US	1,948,602	Naya Waters of Canada Inc.	Registered
NAYA	US	1,471,586	Naya Waters of Canada Inc.	Registered
NAYA CANADIAN NATURAL SPRING WATER & DESIGN	US	2,348,479	Naya Waters of Canada Inc.	Registered
PURE AMERICAN	US	1,915,278	Danone Waters of North America, Inc.	Registered
SED DE VIDA, SED DE NAYA. [THIRST FOR LIFE]	US	2,254,352	Naya Waters of Canada Inc.	Registered
SPARKLETTS	US	625100	McKesson HBOC, Inc.	Registered
SPARKLETTS	US	1,076,638	McKesson HBOC, Inc.	Registered
SPARKLETTS	US	2,225,430	McKesson HBOC, Inc.	Registered
SPARKLETTS	US	2,301,772	Mckesson HBOC, Inc.	Registered
SPARKLETTS JR. SPORT	US	*	Danone Waters of North America, Inc.	

SPARKLETTS MASCOT design	US	78/118,056	Danone Waters of North America, Inc.	Pending
SPARKLETTS TRAVEL PAK	US	*	Danone Waters of North America, Inc.	
SPRING TO LIFE	US	78/036,343	Danone Waters of North America, Inc.	Pending
TEAM NAYA	US	78/089,514	Danone Waters of North America, Inc.	Pending
THE DRINKING WATER EXPERTS	US	1,558,611	McKesson HBOC, Inc.	Registered
THE GODDESS OF SPRING WATER	US	75/643,902	Naya Waters of Canada Inc.	Abandoned 7/19/01 – Petition to Revive received.
THE SOURCE OF PURE WATER	US	1,937,449	McKesson HBOC, Inc.	Registered
THE SOURCE OF PURE WATER	US	1,933,597	McKesson HBOC, Inc.	Registered
TIMBERLINE SPRINGS	US	2,116,824	Naya Waters of Canada Inc.	Registered
TUFF-LITE	US	1,111,809	McKesson HBOC, Inc.	Registered
WWW.DANUP.COM.MX	US	*	Danone Waters of North America, Inc.	

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WWW.DANUP.COM.MX	US	*	Danone Waters of North America, Inc.	

Business Marks Under Dannon Use Agreement

Mark	Country	Registration Number	Application Number	Owner
DANNON and design	UNITED STATES	2,552,713	78/020,596	Danone Waters of North America, Inc.
DANNON	UNITED STATES	2,027,744	74/649,487	The Dannon Company, Inc.
DANNON and design	UNITED STATES	2,304,910	75/978,567	The Dannon Company, Inc.
DANNON NATURAL WATER THAT SPRINGS FROM THE EARTH	UNITED STATES	N/A	75/777,843	The Dannon Company, Inc.
DANNON HELPING OUR CHILDREN GROW	UNITED STATES	N/A	75/912,718	The Dannon Company, Inc.

SCHEDULE 4.21(d)**Business Patents**

* To be licensed pursuant to the Intellectual Property License Agreement

TITLE	OWNER	PATENT NO. / ISSUE DATE	
Design of Bottle Cap*	Compagnie Gervais Danone	D453,473	2/12/02
Design of Water Bottle	Danone Waters of North America	D452,956	1/15/02
Design of Jug*	Danone International Brands, Inc.	D418,423	1/4/00
Design of Bottle*	Compagnie Gervais Danone	D414,112	9/21/99
Design of Bottle*	Compagnie Gervais Danone	D409,493	5/11/99
Combined bottle and cap	AquaPenn Spring Water Company	D396,807	8/11/98
Combined bottle and cap	AquaPenn Spring Water Company	D391,161	2/24/98
Combined bottle and cap	AquaPenn Spring Water Company	D391,160	2/24/98
Combined bottle and cap	AquaPenn Spring Water Company	D397,941	9/8/98
Canteen	AquaPenn Spring Water Company	D407,210	3/30/99
Universal drip catcher	McKesson Corporation	4,865,225	9/12/89
Plastic bottle for liquids	McKesson Corporation	D287,934	1/27/87
Plastic bottle for liquids	McKesson Corporation	D288,783	3/17/87
Jug	McKesson Corporation	D306,140	2/20/90

SCHEDULE A**COMPANY INTELLECTUAL PROPERTY****TRADEMARKS**

MARK	COUNTRY	SERIAL # REG. #	STATUS
ALHAMBRA	US	1,819,231	Registered
ALHAMBRA	US	1,380,916	Registered
ALHAMBRA	US	2,301,785	Registered
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CRYSTAL BOTTLED WATERS	US (Arizona)	12783	Registered
CRYSTAL-FRESH	US	1,335,806	Registered
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TIMBERLINE SPRINGS	US	2,116,824	Registered
TUFF-LITE	US	1,111,809	Registered
WWW.DANUP.COM.MX	US	*	

PATENTS

TITLE	PATENT NO. / ISSUE DATE	
Combined bottle and cap	D396,807	8/1198
Combined bottle and cap	D391,161	2/24/98
Combined bottle and cap	D391,160	2/24/98
Combined bottle and cap	D397,941	9/8/98
Canteen	D407,210	3/30/99
Universal drip catcher	4,865,225	9/12/89
Plastic bottle for liquids	D287,934	1/27/87
Plastic bottle for liquids	D288,783	3/17/87
Jug	D306,140	2/20/90