

06-03-2005

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RECC

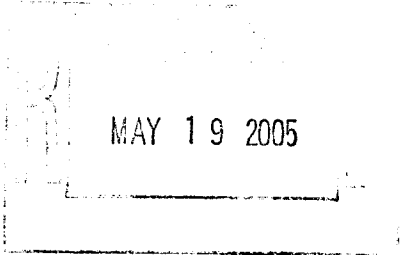


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103014315

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

Please record the attached original documents or copies thereof.



- 1. Name of conveying party: Mott's Inc.
- 2. Name and address of receiving party: Mott's Partners
6 High Ridge Park
Stamford, CT 06905
U.S.A.

- 3. Nature of conveyance:

<input type="checkbox"/> Assignment	<input type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement	<input checked="" type="checkbox"/> Change of Name
<input type="checkbox"/> Other: _____	

Effective Date: December 28, 2003 at 3 p.m.

- 4. Registration number or registration date:
If this document is being filed together with a new application, the execution date of the application is: _____

- A. Registration No. B. Registration Date
See attached Schedule of Marks

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

Daniel Chung, Esq.
Cadbury Schweppes
900 King Street
Rye Brook, New York 10573

FILE

- 6. Total No. of trademarks involved: 4
- 7. Total Fee (37 C.F.R. 3.41(h)): \$115
 Enclosed
 Authorized to be charged to deposit account.

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.

Daniel Chung
Name of Person Signing

Signature

5/11/05
Date

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

06/02/2005 JTALLAN2 00000024 76488269

01 FC:8521	40.00 DP
02 FC:8522	75.00 DP

TRADEMARK
REEL: 003168 FRAME: 0947

SCHEDULE OF MARKS

MARK	CLASS	APPLICATION NO. REGISTRATION NO.	APPLICATION DATE REGISTRATION DATE
CHOCOLATE SOLDIER Design	32	76/488269 2794426	February 7, 2003 December 16, 2003
CHOC-OLA	32	73/729195 1544760	May 18, 1988 June 20, 1989
BROWNIE	32	73/729194 1545563	May 18, 1988 June 27, 1989
CHOCOLATE SOLDIER	32	73/729350 1553159	May 19, 1988 August 22, 1989

Mott's Inc.

TRADEMARK
REEL: 003168 FRAME: 0948

Delaware

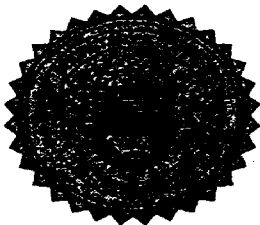
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MOTT'S INC." TO A DELAWARE GENERAL PARTNERSHIP, CHANGING ITS NAME FROM "MOTT'S INC." TO "MOTT'S PARTNERS", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003, AT 11:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2003, AT 3 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2462306 8100V

AUTHENTICATION: 2844015

030829128

DATE: 12-31-03

TRADEMARK
REEL: 003168 FRAME: 0949

CERTIFICATE OF CONVERSION

TO

GENERAL PARTNERSHIP

(PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL CORPORATION LAW AND SECTION 15-901 OF THE DELAWARE REVISED UNIFORM PARTNERSHIP ACT)

This Certificate of Conversion to General Partnership dated as of December 18, 2003 is executed and filed by the undersigned to convert Mott's Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), into a general partnership under the Delaware Revised Uniform Partnership Act. The undersigned DOES HEREBY CERTIFY as follows:

FIRST: The name of the Corporation immediately prior to the filing of this Certificate of Conversion to General Partnership is Mott's Inc.

SECOND: The date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State of Delaware is December 23, 1994.

THIRD: The name of the general partnership into which the Corporation shall be converted as set forth in the Statement of Partnership Existence is "Mott's Partners".

FOURTH: The effective date and time of the conversion of the Corporation into a general partnership shall be as of December 28, 2003 at 3:00 P.M. Eastern Standard Time.

FIFTH: The conversion of the Corporation into Mott's Partners has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law and Section 15-901 of the Delaware Revised Uniform Partnership Act.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion to General Partnership as of the date first written above.

MOTT'S INC.

By *Marian Brancaccio*

Name: **Marian Brancaccio**

Title: **Senior Vice President
and Secretary**

Signature Page to Certificate of Conversion to General Partnership