

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mott's Inc.		12/28/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Mott's Partners		
Composed Of:	COMPOSED OF Snapple Beverage Corp., as a general partner; Nantucket Allserve, Inc., as a general partner		
Street Address:	900 King Street		
City:	Rye Brook		
State/Country:	NEW YORK		
Postal Code:	10573		
Entity Type:	PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2801147	VENOM	
Registration Number:	2564633	VENOM	
CORRESPONDENCE DATA			
Fax Number:	(914)612-6325		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	914.612.4701		
Email:	groupip@cs-americas.com		
Correspondent Name:	Daniel Chung, Esq.		
Address Line 1:	900 King Street		
Address Line 4:	Rye Brook, NEW YORK 10573		
ATTORNEY DOCKET NUMBER:	MOTTS INC TO MOTTS PRTRNS		
NAME OF SUBMITTER:	Daniel Chung		

OP \$65.00 2801147

Signature:	/Daniel Chung/
Date:	12/12/2005
Total Attachments: 3 source=Mott's Inc. to Mott's Partners#page1.tif source=Mott's Inc. to Mott's Partners#page2.tif source=Mott's Inc. to Mott's Partners#page3.tif	

Delaware

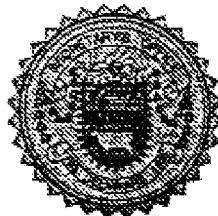
PAGE 1

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: 003208 FRAME: 0212

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.}

DAVY/199/114

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:38 PM 12/22/2003
FILED 11:40 PM 12/22/2003
SRV 030829128 - 2462306 FILE

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