

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amendment to The Limited Liability Partnership Agreement of Mott's LLP, a Delaware Limited Liability Company

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MOTT'S LLP		07/10/2007	LIMITED LIABILITY PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA	
Name:	Mott's LLP, composed of MSSI LLC, a Delaware limited liability company, and Americas Beverages Management GP, a Nevada general partnership
Street Address:	900 King Street
City:	Rye Brook
State/Country:	NEW YORK
Postal Code:	10573
Entity Type:	LIMITED LIABILITY PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 46		
Property Type	Number	Word Mark
Registration Number:	3460083	4:1
Registration Number:	3436997	ACCELERADE
Registration Number:	3522589	ACCELERADE
Registration Number:	3168793	ACCELERADE
Registration Number:	3168361	BLUEBERRY DELIGHT
Registration Number:	3532931	CLAMATO TE MUEVE
Registration Number:	0798648	KOKO
Registration Number:	3489891	MOTT'S
Registration Number:	3335014	MOTT'S
Registration Number:	3307191	MOTT'S
Registration Number:	3280942	MOTT'S FOR TOTS
Registration Number:	3310029	MUMMY BERRY

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Registration Number:	3310028	PIRATE'S PUNCH
Registration Number:	3459757	'RAWBERRY KIWI
Registration Number:	3031438	YOO-HOO
Registration Number:	1833990	YOO-HOO
Registration Number:	1870718	YOO-HOO
Registration Number:	2090299	¡MANGO-MANGO!
Registration Number:	2957848	ACCEL GEL
Registration Number:	2586338	ACCELERADE
Registration Number:	1012391	BLOODY CAESAR
Registration Number:	0699486	CLAMATO
Registration Number:	2104130	CLAMATO PICANTE
Registration Number:	2599551	COCO CASA
Registration Number:	2141313	ENDUROX
Registration Number:	1648286	FOUNTAIN CLASSICS
Registration Number:	2893932	HAND-PICKED GOODNESS
Registration Number:	2955141	HAND-PICKED GOODNESS MOTT'S
Registration Number:	2685124	M
Registration Number:	1934183	MANGO MANIA
Registration Number:	2077128	MINI MOTT'S
Registration Number:	2599858	
Registration Number:	2628575	
Registration Number:	2221828	MISTIC
Registration Number:	1812308	MISTIC
Registration Number:	2272288	MOTT'S
Registration Number:	0802371	MOTT'S
Registration Number:	0160454	MOTT'S
Registration Number:	2760241	MOTT'S HEALTHY HARVEST
Registration Number:	2033635	MOTT'S IN-A-MINUTE
Registration Number:	2683791	MR & MRS T
Registration Number:	2040267	PARADISE PASSION
Registration Number:	2236872	PEACH BEACH
Registration Number:	2657221	PURPLE REIGN
Registration Number:	2464239	R4
Registration Number:	2657220	TROPICAL HAZE

Fax Number: 2102268395

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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Email: ipdocket@coxsmith.com

Correspondent Name: Pamela B. Huff

Address Line 1: 112 E. Pecan Street, Suite 1800

Address Line 4: San Antonio, TEXAS 78205

ATTORNEY DOCKET NUMBER:	5338.3339 ASSIGNMENT REC
NAME OF SUBMITTER:	Pamela B. Huff
Signature:	/pbhuff35901/
Date:	05/08/2012
Total Attachments: 3 source=Ownership_Amend#page1.tif source=Ownership_Amend#page2.tif source=Ownership_Amend#page3.tif	

AMENDMENT NO. 2
TO
THE LIMITED LIABILITY PARTNERSHIP
AGREEMENT
OF
MOTT'S LLP
A DELAWARE LIMITED LIABILITY COMPANY

AMENDMENT NO 2 (this "Amendment") to the Limited Liability Partnership Agreement of Mott's LLP, dated as of July 10, 2007, (the "LLP Agreement").

WITNESSETH

WHEREAS, Mott's LLP ("the Company") has been formed as a limited liability partnership under the Delaware Limited Liability Partnership Act by the filing of a statement of qualification with the Secretary of State of Delaware on December 22, 2003; and

WHEREAS, MSSI LLC and Mott's GP the partners, desire to amend the LLP Agreement in certain respects.

NOW THEREFORE, in consideration of the foregoing, MSSI LLC and Mott's GP hereby agree as follows:

1. Amendment. Exhibit A , is hereby amended in full to be read in its entirety as follows:

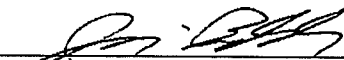
EXHIBIT A
Amended as of July 10, 2007

<u>PARTNER</u>	<u>PERCENTAGE INTEREST</u>
MSSI LLC 900 King Street Rye Brook, NY 10573	99%
Americas Beverages Management GP 900 King Street Rye Brook, NY 10573	1%


Effect of Amendment. Except as and to the extent expressly modified by this Amendment, the LLC Agreement shall remain in full force and effect in all respects.

IN WITNESS WHEREOF, the undersigned has duly executed this
Amendment to the LLP Agreement, effective as of July 10, 2007.

MSSI LLC

By: 
James L. Baldwin
Executive Vice President & Secretary

MOTT'S GP

By: 
James L. Baldwin
Executive Vice President & Secretary

LIMITED LIABILITY PARTNERSHIP AGREEMENT

OF

MOTT's LLP

EXHIBIT A

Amended as of July 10, 2007

<u>PARTNER</u>	<u>PERCENTAGE INTEREST</u>
MSSI LLC 900 King Street Rye Brook, NY 10573	99%
Americas Beverages Management G 900 King Street Rye Brook, NY 10573	1% ¹

¹ On July 10, 2007, Mott's GP distributed its interest in Mott's LLP to Americas Beverages Management GP ("ABM GP") as partial consideration for a partial redemption of ABM GP's interest in Mott's GP and the assumption by ABM GP of a loan agreement pursuant to a Novation Agreement, dated as of July 10, 2007, by and among ABM GP, Mott's GP and Cadbury Adams Corporation.