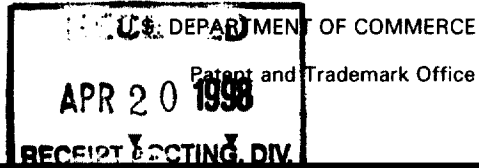


05-01-1998

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4-20-98



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Vermont Pure Holdings, Ltd.

- Individual
- General Partnership
- Corporate-State
- 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: April 8, 1998

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

Name: CoreStates Bank, N.A.

Internal Address:

Street Address: 1339 Chestnut Street

City: Philadelphia State: Pennsylvania ZIP: 19103

- Individual(s) citizenship
- Association National banking association
- General Partnership
- Limited Partnership
- Corporate-State
- 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)

75/417104
74/733087
74/682319
74/227131
73/834575

B. Trademark registration No.(s)

2011808
2053931
1802236
1604885

Additional numbers attached? Yes No

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

Name: Ruth Simon, Esquire

Internal Address: STRADLEY RONON STEVENS & YOUNG, LLP

Street Address: 2600 ONE COMMERCE SQUARE

City: PHILADELPHIA State: PA ZIP: 19103

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

NOT APPLICABLE

(Attach duplicate copy of this page if paying by deposit account)

04/30/1998 DCOATES 00000296 75417104

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 100.00 DP

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.

RUTH SIMON
Name of Person Signing

Signature

4/16/98
Date

TRADEMARK
Total number of pages comprising cover sheet: 1
REEL: 1728 FRAME: 0927

SCHEDULE 1-A

U.S. Registered Trademarks

<u>Item</u>	<u>Registration #</u>	<u>Effective Date</u>	<u>Expiration Date</u>
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[See Attached]

U.S. Pending Applications

<u>Mark</u>	<u>Serial No.</u>	<u>App. Date</u>	<u>Comment</u>
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[See Attached]

Friday, March 20, 1998

Trademark List

Page: 1

Trademark Name	Client	Attorneys	Case Number	Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
FRÜSION								
Country: United States								
Classes: 32								
Goods: Spring water, juices, flavored waters, non-alcoholic fruit-based juice drink.								
	Owner:	Vermont Pure Holdings, Ltd.		Pending	75/417104			
	Agent:	FOLE Foley, Hoag & Elliot LLP			13-Jan-1998			
HIDDEN SPRING								
Country: Massachusetts								
Classes: 45								
Goods: Bottled water.								
	Owner:	Vermont Pure Holdings, Ltd.		Dispatched				
	Agent:	FOLE Foley, Hoag & Elliot LLP						
								31-Oct-1991
HIDDEN SPRING								
Country: New Hampshire								
Classes: 45								
Goods: Bottled water.								
	Owner:	Vermont Pure Holdings, Ltd.		Dispatched				
	Agent:	FOLE Foley, Hoag & Elliot LLP						
								31-Oct-1991
HIDDEN SPRING								
Country: New Jersey								
Classes: 45								
Goods: Water.								
	Owner:	Vermont Pure Holdings, Ltd.		Dispatched				
	Agent:	FOLE Foley, Hoag & Elliot LLP						
								31-Oct-1991
HIDDEN SPRING								
Country: New York								
Classes: 45								
Goods: Bottled water.								
	Owner:	Vermont Pure Holdings, Ltd.		Dispatched				
	Agent:	FOLE Foley, Hoag & Elliot LLP						
								31-Oct-1991

TRADEMARK

REEL: 1728 FRAME: 0930

Friday, March 20, 1998

Trademark List

Page: 2

Trademark Name	Client	Attorneys	Case Number	Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
HIDDEN SPRING	VERMO SBF	AXK EGB	006163	Registered	12-Feb-1998	2799864 12-Feb-1998	12-Feb-2008	31-Oct-1991
Country: Pennsylvania	Owner:	Vermont Pure Holdings, Ltd.						
Classes: 45	Agent:	FOLE Foley, Hoag & Elliot LLP						
Goods: Bottled water.								
HIDDEN SPRING	VERMO SBF	AXK EGB	006187	Dispatched				31-Oct-1991
Country: Vermont	Owner:	Vermont Pure Holdings, Ltd.						
Classes: 45	Agent:	FOLE Foley, Hoag & Elliot LLP						
Goods: Bottled water.								
HIDDEN SPRING (STYLIZED)	VERMO EGB	AXK DFH	005330	Registered	74/733087	2011808 29-Oct-1996	29-Oct-2006	31-Oct-1991
Country: United States	Owner:	Vermont Pure Holdings, Ltd.						
Classes: 32	Agent:	FOLE Foley, Hoag & Elliot LLP						
Goods: Bottled water.								
Remarks: Disclaimer: "SPRING" File transferred from St. Onge Steward Johnston & Reens LLC to FHE 2/97.								
VERMONT PURE	VERMO SBF	AXK EGB	006158	Dispatched				31-Oct-1991
Country: Massachusetts	Owner:	Vermont Pure Holdings, Ltd.						
Classes: 45	Agent:	FOLE Foley, Hoag & Elliot LLP						
Goods: Bottled water.								
VERMONT PURE	VERMO SBF	AXK EGB	006192	Dispatched				31-Oct-1991
Country: New Hampshire	Owner:	Vermont Pure Holdings, Ltd.						
Classes: 45	Agent:	FOLE Foley, Hoag & Elliot LLP						
Goods: Bottled water.								

Friday, March 20, 1998

Trademark List

Page: 3

Trademark Name	Client	Attorneys	Case Number	Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
VERMONT PURE Country: New Jersey Classes: 45 Goods: Water.			VERMO SBF AXK EGB 006156	Dispatched	09-Feb-1998			31-Oct-1991
	Owner:	Vermont Pure Holdings, Ltd.						
	Agent:	FOLE Foley, Hoag & Elliot LLP						
VERMONT PURE Country: New York Classes: 45 Goods: Bottled water.			VERMO SBF AXK EGB 006189	Dispatched	09-Feb-1998			31-Oct-1991
	Owner:	Vermont Pure Holdings, Ltd.						
	Agent:	FOLE Foley, Hoag & Elliot LLP						
VERMONT PURE Country: Pennsylvania Classes: 45 Goods: Bottled water.			VERMO SBF AXK EGB 006161	Registered	12-Feb-1998	2799865 12-Feb-1998	12-Feb-2008	31-Oct-1991
	Owner:	Vermont Pure Holdings, Ltd.						
	Agent:	FOLE Foley, Hoag & Elliot LLP						
VERMONT PURE Country: Vermont Classes: 45 Goods: Bottled water.			VERMO SBF AXK EGB 006185	Pending	09-Feb-1998			31-Oct-1991
	Owner:	Vermont Pure Holdings, Ltd.						
	Agent:	FOLE Foley, Hoag & Elliot LLP						
VERMONT PURE (STYLIZED) Country: United States Classes: 32 Goods: Bottled water.			VERMO EGB AXK EGB 005532	Registered	74/682319 30-May-1995	2053931 22-Apr-1997	22-Apr-2007	31-Oct-1991
	Owner:	Vermont Pure Holdings, Ltd.						
	Agent:	FOLE Foley, Hoag & Elliot LLP						
								Remarks: Disclaimer: "PURE"

Friday, March 20, 1998

Trademark List

Page: 4

Trademark Name	Client	Attorneys	Case Number	Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	VERMO SBF	AXK EGB	006160	Dispatched				
Country: Massachusetts								
Classes: 45								
Goods: Bottled water.								
Owner: Vermont Pure Holdings, Ltd.								
Agent: FOLE Foley, Hoag & Elliot LLP								
					09-Feb-1998			31-Oct-1991
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	VERMO SBF	AXK EGB	006191	Dispatched				
Country: New Hampshire								
Classes: 45								
Goods: Bottled water.								
Owner: Vermont Pure Holdings, Ltd.								
Agent: FOLE Foley, Hoag & Elliot LLP								
					09-Feb-1998			31-Oct-1991
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	VERMO SBF	AXK EGB	006188	Dispatched				
Country: New York								
Classes: 45								
Goods: Bottled water.								
Owner: Vermont Pure Holdings, Ltd.								
Agent: FOLE Foley, Hoag & Elliot LLP								
					09-Feb-1998			31-Oct-1991

TRADEMARK

REEL: 1728 FRAME: 0933

Friday, March 20, 1998

Trademark List

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Trademark Name	Client	Attorneys	Case Number	Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	VERMO SBF	AXK EGB	006162	Registered		2799875	12-Feb-2008	31-Oct-1991
Country: Pennsylvania	Owner:	Vermont Pure Holdings, Ltd.			12-Feb-1998	12-Feb-1998		
Classes: 45	Agent:	FOLE Foley, Hoag & Eliot LLP						
Goods: Bottled water.								
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	VERMO SBF	AXK EGB	006176	Pending				31-Oct-1991
Country: United States	Owner:	Vermont Pure Holdings, Ltd.			25-Feb-1998			
Classes: 32	Agent:	FOLE Foley, Hoag & Eliot LLP						
Goods: Spring water.								
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	VERMO SBF	AXK EGB	006186	Dispatched				31-Oct-1991
Country: Vermont	Owner:	Vermont Pure Holdings, Ltd.			09-Feb-1998			
Classes: 45	Agent:	FOLE Foley, Hoag & Eliot LLP						
Goods: Bottled water.								

Friday, March 20, 1998

Trademark List

Page: 6

Trademark Name	Client	Attorneys	Case Number	Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
VERMONT PURE NATURAL SPRING WATER AMERICAN PREMIUM HIDDEN SPRINGS	VERMO EGB	AXK DFH	005329	Registered	74/227131	1802236	02-Nov-2003	31-Oct-1991

Country: United States
 Classes: 32
 Owner: Vermont Pure Holdings, Ltd.
 Agent: FOLE Foley, Hoag & Eliot LLP

Remarks: 04-Dec-1991 02-Nov-1993

Entire Mark: VERMONT PURE NATURAL SPRING WATER AMERICAN PREMIUM HIDDEN SPRINGS, VT
 Disclaimer: "VERMONT PURE" "NATURAL SPRING WATER" "HIDDEN SPRING, VT" and "AMERICAN PREMIUM"

Goods: Bottled drinking water.
 Assignment from John Maguire to Vermont Pure Holdings, Ltd. recorded 5/15/95;
 Reel/Frame: 1352/0466.
 File transferred from St. Onge Steward Johnston & Reens LLC to FHE 2/97.

VERMONT PURE NATURAL SPRING WATER SPORT SOURCE (AND DESIGN) VERMO SBF AXK EGB 006216 Dispatched 01-Mar-1997
 Country: United States
 Classes: 32
 Goods: Spring water.
 Owner: Vermont Pure Holdings, Ltd.
 Agent: FOLE Foley, Hoag & Eliot LLP
 05-Mar-1998

Friday, March 20, 1998

Trademark List

Page: 7

Trademark Name	Client	Attorneys	Case Number	Status	Application Number/Filing Date	Registration Number/Date	Renewal Date	First Use Date
VERMONT'S HIDDEN SPRING			VERMO EGB AXK DFH 005331	Registered	73/834575	1604865	03-Jul-2000	21-Mar-1988
Country: United States	Owner:	Vermont Pure Holdings, Ltd.						
Classes: 32	Agent:	FOLE Foley, Hoag & Elliot LLP			30-Oct-1989	03-Jul-1990		
	Remarks:	Disclaimer: "VERMONT" Assignment from Vermont's Hidden Spring, Inc. to Vermont Pure Holdings, Ltd. recorded 6/1/96; Reel/Frame: 1468/0352. File transferred from St. Onge Steward Johnston & Reens LLC to FHE 2/97.						

Goods: Spring water.

SCHEDULE 1-B

U.S. Common Law Trademarks

<u>Trademark</u>	<u>Date of First Use</u>	<u>Comment</u>
	None	

Common Law Trade Names

<u>Trade Name</u>	<u>Date of First Use</u>	<u>Comment</u>
	None	

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