FORM PTO-1595

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DEPARTMENT OF COMMERCE

APR 2 0 Patent and Trademark Office

		8 Bill 1981	AFR 2 0 1990	
Tab Settings → → → ▼	<u> 100700366</u>	▼ .	RECEIPT FECTING DIV.	
To the Honorable Commissioner of Patents and	d Trademarks: Please r	ecord the attached o	original documents or copy th	ereof.
Name of conveying party(ies):	2.	Name and address	of receiving party(ies):	
		Name:CoreStates B	ank, N.A.	
Vermont Pure Holdings, Ltd.				
☐ Individual ☐Asso	ciation	Street Address: 133	9 Chestnut Street	
☐ General Partnership ☐Limit	ed Partnership	City:Philadelphia	State:Pennsylvania	ZIP: <u>1910</u>
Corporate-State Other		_		
Additional name(s) of conveying party(ies) attached? Yes		☐ Individual(s) citize  Association Natio	enship nal_banking_association	
3. Nature of conveyance:		General Partnersh	ipi	
·		Corporate-State_	ip	
	ge of Name	Other	ed in the United Sta <u>te</u> s, a do <u>me</u> stic re	enresentative
Other		designation is attached:	☐Yes ☐ No	
Execution Date: April 8, 1998	Market Annual Property	(Designations must be a Additional name(s) & add	separate document from Assignment ress(es) attached? Yes No	
4. Application number(s) or registration number	s):			
A. Trademark Application No.(s)		B. Tra	demark registration No.(s)	
75/417104	1			
74/733087			2011808	
74/682319 74/227131			2053931 1802236	
73/834575	ional numbers attached	d? ∐Yes <b>⊠</b> No	1604885	
<ol><li>Name and address of party to whom corresp concerning document should be mailed:</li></ol>	ondence 6.	Total number of appregistrations involved	ed:	. 5
Name: <u>Ruth Simon, Esquire</u>	7.	Total fee (37 CFR 3	.41): \$ <u>140.00</u>	
Internal Address: STRADLEY RONON STEVEN	IS & YOUNG, LLP	<b>■</b> Enclosed		
		_	. I I de alemento menerondo	
		LAuthorized to be	charged to deposit account	
Street Address: 2600 ONE COMMERCE	SQUARE 8	Deposit account nu	mher <sup>.</sup>	
	0.	•		
			PPLICABLE of this page if paying by deposi	t account)
City: PHILADELPHIA State: PA	_ZIP:19103			
/30/1998 DCDATES 00000296 75417104	DO NOT USE THIS	S SPACE		
FC:481 40.00 OP	$\sim$			
9. Statement and signature.			2.200	
To the best of my knowledge and belief, the	e foregoing) information	n is true and correct	and any attached copy is a	true copy
of the original document.		X '	1/11/00	
RUTH SIMON	- Van	Xm	7//6/78 Date	
Name of Person Signing	Signature	TR Total number of pa	CADEMARK Bate ages comprising cover sheet:	1
•				

#### Assignment for Security

#### **Trademarks**

WHEREAS, VERMONT PURE HOLDINGS, LTD., a Delaware corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed in Schedule 1-A attached hereto and made a part hereof, which trademarks are registered or pending registration in the United States Patent and Trademark Office, and has adopted, used and is using the common law trademarks and trade names listed in Schedule 1-B attached hereto and made a part hereof (collectively, the "Trademarks");

WHEREAS, Assignor is obligated to CORESTATES BANK, N.A., a national banking association (herein referred to as "Assignee"), and has entered into a Trademark and Patent Security Agreement dated the date hereof (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest to Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, all as more fully described in the Agreement (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1339 Chestnut Street, The Widener Building, Philadelphia, Pennsylvania 19103.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its duly authorized officer as of the 274 day of April, 1998.

VERMONT PURE HOLDINGS, LTD.

Name: 77 mo77

Title:

COMMONWEALTH OF PENNSYLVANIA

)ss.:

COUNTY OF PHILADELPHIA

On this St day of April, 1998, before me personally came Into the facture, to me known, who being duly sworn, did depose and say, that he is the President of Vermont Pure Holdings, Ltd., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Notary Public

Dinna Vascey No. Dry Prible

Plant in the Annal County

TRADEMARK

REEL: 1728 FRAME: 0928

## **SCHEDULE 1-A**

# U.S. Registered Trademarks

<u>Item Registration # Effective Date Expiration Date</u>

[See Attached]

U.S. Pending Applications

Mark Serial No. App. Date Comment

[See Attached]

Friday, March 20, 1998	Trademark List					
Trademark Name			Application	Registration	Page: 1	
FRÜSION	VERVO CONT. Number	Status	Number/Filing Date	Number/Date	Renewal Date	First Use Date
Country: United States Classes: 17	Owner: Vermont Pure Holdings, Ltd.	Pending	75/417104 13-Jan-1998			
Goods: Spring water, juices, flav	Goods: Spring water, juices, flavored waters, non-alcoholic fruit-based juice drink.					
HIDDEN SPRING County: Massachusetts Classes: 45 Goods: Bottled water.	VERMO SBF AXK EGB 006159 Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP	Dispatched	09-Feb-1998			31-Oct-1991
HIDDEN SPRING County: New Hampshire Classes: 45 Goods: Bottled water.	VERMO SBF AXK EGB 006193 Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP	Dispatched	09-Feb-1998	·		31-Oct-1991
HIDDEN SPRING Country: New Jersey Classes: 45 Goods: Water.	VERMO SBF AXK EGB 006157  Owner: Vermont Pure Holdings, Ltd.  Agent: FOLE Foley, Hoag & Eliot LLP	Dispatched	09-Feb-1998			31-Oct-1991
HIDDEN SPRING Country: New York Classes: 45 Goods: Bottled water.	VERMO SBF AXK EGB 006190 Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP	Dispatched	09-Feb-1998			31-Oct-1991

Friday, March 20, 1998	Trademark List				Page: 2	
Trademark Name	Case Client Attorneys Number	Status	Application Number/Filing Date	Registration		First Use
HIDDEN SPRING Country: Pennsylvania Classes: 45 Goods: Bottled water.	< EGB dings, □ iot LLP	tered	12-Feb-1998	2799864 12-Feb-1998	-2008	31-Oct-1991
HIDDEN SPRING Country: Vermont Classes: 45 Goods: Bottled water,	VERMO SBF AXK EGB 006187  Owner: Vermont Pure Holdings, Ltd.  Agent: FOLE Foley, Hong & Eliot LLP	Dispatched	09-Feb-1998			31-Oct-1991
HIDDEN SPRING (STYLIZED)  Country: United States  Classes: 32	VERMO EGB AXK DFH 005330 Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP	Registered Remarks:	gistered 74/733087 2011808 2  22-Sep-1995 29-Oct-1996  Remarks: Disclaimer: "SPRING"  File transferred from St. Onge Steward  Johnston & Reens LLC to FHE 2/97.	2011808 1995 29-Oct-1996 er: "SPRING" sferred from St. Onge Stewar & Reens LLC to FHE 2/97.	29-Oct-2006 31-Oct-1991 d	31-Oct-1991
VERMONT PURE Country: Massachusetts Classes: 45 Goods: Bottled water.	VERMO SBF AXK EGB 006158 Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP	Dispatched	09-Feb-1998			31-Oct-1991
VERMONT PURE Country: New Hampshire Classes: 45 Goods: Bottled water.	VERMO SBF AXK EGB 006192 Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP	Dispatched	09-Feb-1998			31-Oct-1991

TRADEMARK
REEL; 1728 FRAME: 0931

rituay, istaren 20, 1998	Trademark List				Page: 3	
Trademark Name	Case Client Attorneys Number	Status	Application Number/Filing Date	Registration Number/Date	Renewal	First Use
VERMONT PURE	VERMO SBF AXK EGB 006156	Dispatched	- 1	- 1		31-Oct-1991
Country: New Jersey	Owner: Vermont Pure Holdings, Ltd.	•	09-Feb-1998			27-06(-177)
Classes: 45 Goods: Water.	Agent: FOLE Foley, Hoag & Eliot LLP				·	
VERMONT PURE Country: New York Classes: 45 Goods: Bottled water.	VERMO SBF AXK EGB 006189 Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP	Dispatched	09-Fcb-1998			31-Oct-1991
VERMONT PURE Country: Pennsylvania Classes: 45 Goods: Bottled water.	VERMO SBF AXK EGB 006161 Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LL.P	Registered	12-Feb-1998	2799865 12-Feb-1998	12-Feb-2008	12-Feb-2008 31-Oct-1991
VERMONT PURE Country: Vermont Classes: 45 Goods: Bottled water.	VERMO SBF AXK EGB 006185 Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP	Pending	09-Feb-1998		·	31-Oct-1991
VERMONT PURE (STYLIZED)  Country: United States  Classes: 32  Goods: Rorled water	VERMO EGB AXK EGB 005532  Owner: Vermont Pure Holdings, Ltd.  Agent: FOLE Foley, Hoag & Eliot LLP	Registered Remarks	gistered 74/682319 30-May-1995 Remarks: Disclaimer: "PURE"	2053931 22-Apr-1997	22-Apr-2007 31-Oct-1991	31-Oct-1991

Friday, March 20, 1998	Trademark List					
Trademark Name		,	Application	Registration	Page: 4	
VERMONT PURE NATURAL SPRING		Status	Number/Filing Date Number/Date	Number/Date	Date	Date
WATER (AND DESIGN)	SECULO SEF AXX EGB 006160	Dispatched				31-Oct-1991
Classes: 45 Goods: Bottled water.	Owner: Vermont Pure Holdings, Ltd.  Agent: FOLE Foley, Hoag & Eliot LLP		09-Feb-1998			
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	NG VERMO SBF AXK EGB 006191	Dispatched				21 0
Country: New Hampshire Classes: 45 Goods: Bottled water.	Owner: Vermont Pure Holdings, Ltd.  Agent: FOLE Foley, Hoag & Eliot LLP		09-Feb-1998			31-Oct-1881
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	IG VERMO SBF AXK EGB 006155	Dispatched				
Country: New Jersey Classes: 45 Goods: Water	Owner: Vermont Pure Holdings, Ltd.  Agent: FOLE Foley, Hoag & Eliot LLP		09-Feb-1998			21-Oct-1991
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	G VERMO SBF AXK EGB 006188	Dispatched			·	
Country: New York  Classes: 45  Goods: Bottled water.	Owner: Vermont Pure Holdings, Ltd.  Agent: FOLE Foley, Hoag & Eliot LLP		09-Feb-1998			91-0ct-1991

TRADEMARK
... REEL: 1728 FRAME: 0933

Friday, March 20, 1998	Trademark List				Page: 5	
Trademark Name	Case Client Attorneys Number	Status	Application Number/Filing Date	Registration  Date Number/Date	Renewal Date	First Use
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	VERMO SBF AXK EGB 006162	Registered		2799875	12-Feb-2008 31-Oct-1991	31-Oct-1991
Country: Pennsylvania Classes: 45 Goods: Bottled water.	Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP		12-Feb-1998	12-Feb-1998		
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	VERMO SBF AXK EGB 006176	Pending				31-Oct-1991
Country: United States  Classes: 32  Goods: Spring water.	Owner: Vermont Pure Holdings, Ltd. Agent: FOLE Foley, Hoag & Eliot LLP		25-Feb-1998			
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	Agent: FOLE Foley, Hoag & Eliot LLP			. •		•

Goods: Bottled water.

Friday, March 20, 1998 Traden  Trademark Name Client	Trademark List Case Client Attorneys Number	Status	Application Registration	Registration	Page: 6
VERMONT PURE NATURAL SPRING WATER AMERICAN PREMIUM HIDDEN SPRINGS	VERMO EGB AXK DFH 005329	ered	74/227131	1	02-Nov-2003 31-Oct-1991
Country: United States  Owner: Ver Classes: 32  Agent: FOLE Fol  Goods: Bottled drinking water.	Owner: Vermont Pure Holdings, Ltd.	04-Dec Remarks: Entire M NATUR PREMIT Disclaim "NATUI SPRING PREMIT Assignm Pure Hol Reel/Fran File trans Johnston		-1991 02-Nov-1993 lark: VERMONT PURE AL SPRING WATER AMER M HIDDEN SPRINGS, VT ler: "VERMONT PURE" VAL SPRINGWATER" "HID , VT" and "AMERICAN JM" ent from John Maguire to Vendings, Ltd. recorded 5/15/95; me: 1352/0466. & Reens LLC to FHE 2/97.	ICAN DEN
VERMONT PURE NATURAL SPRING WATER SPORT SOURCE (AND DESIGN)	VERMO SBF AXK EGB 006216	Dispatched			
Country: United States Owner: Ven	Owner: Vermont Pure Holdings, Ltd.		05-Mar-1998		

Classes: 32

Agent: FOLE Foley, Hoag & Eliot LLP

Goods: Spring water.

TRADEMARK REEL: 1728 FRAME: 0935

Goods: Spring water.	:	Classes: 32	Country: United States	VERMONT'S HIDDEN SPRING	Trademark Name		Sect 'n' Talaccu To' Taba
	Agent: FOLE Foley, Hoag & Eliot LLP	Owner: vermont Pure Holdings, Ltd.	VERMO EGB AXK DFH 005331		Client Attorneys Number Status	I rademark List	T
Assignm Inc. to V recorded File tran Johnstor	Remarks: Disc	30	Registered 73.				
Assignment from Vermont's Hidden Spring, Inc. to Vermont Pure Holdings, Ltd. recorded 6/11/96; Reel/Frame: 1468/0352. File transferred from St. Onge Steward Johnston & Reens LLC to FHE 2/97.	Remarks: Disclaimer: "VPR MONT"	30-Oct-1989	73/834575	Number/Filing Date Number/Date Date	Application		
ment from Vermont's Hidden S vermont Pure Holdings, Ltd. Vermont Pure Holdings, Ltd. d 6/11/96; Reel/Frame: 1468/0 nsferred from St. Onge Steward n & Reens LLC to FHE 2/97.		03-Jul-1990	1604885	Number/Date	Registration		
pring, 352.			03-Jul-2000	Date	w <u>al</u>	Page: 7	
			03-Jul-2000 21-Mar-198	Date	First Use	7	

## **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

206097.3