

11-03-2000



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 10-19-00
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

11/02/2000 00000132 75417104

01 FC:481 40.00 OP
02 FC:482 250.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002167 FRAME: 0006

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75417104	75480501	75890702
75890700	75580638	

2011808	2053931	2292164
1802236	2290916	1604885

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Timothy G. Fallon

[Signature]

October 5, 2000

Name of Person Signing

Signature

Date Signed

COLLATERAL ASSIGNMENT OF TRADEMARKS

Collateral Assignment of Trademarks (“**Assignment**”) made as of the 5th day of October, 2000 between PLATINUM ACQUISITION CORP. (f/k/a Vermont Pure Holdings, Ltd.), a Delaware corporation with its principal place of business at Catamount Industrial Park, Route 66, Randolph, Vermont 05060 (“**Assignor**”) and WEBSTER BANK, a federally chartered savings bank with a place of business at 145 Bank Street, Waterbury, Connecticut 06702 (“**Assignee**”).

WHEREAS, Assignor and Assignee have entered into a certain Trademarks Collateral Assignment and Security Agreement (“**Agreement**”) of even date herewith; and

WHEREAS, the Assignor has adopted, used and is using the trademarks (“**Trademarks**”) listed on **Exhibit A** annexed hereto, which Trademarks are registered in the United States Patent and Trademark Office; and

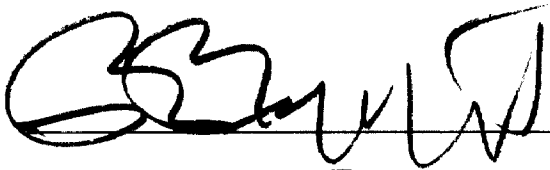
WHEREAS, the Assignor has conditionally assigned to and granted the Assignee a security interest in the Trademarks on the terms and conditions set forth in the Agreement;

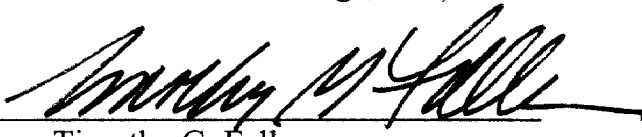
NOW, THEREFORE, for and in consideration of the terms and conditions set forth in the Agreement, the parties hereto hereby agree as follows:

The Assignor hereby assigns, conveys and transfers unto the Assignee, on the terms and conditions contained in the Agreement, and as additional security for all Obligations (as defined in the Agreement), all of the Assignor’s right, title and interest in, to and under the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and the registration thereof as indicated in **Exhibit A**; provided, however, that until demand has been made for repayment of all Obligations (as defined in the Agreement) or until the occurrence or existence of a default by Assignor (as described in the Agreement), the Assignor may continue to use the Trademarks in its business as if it had not made this Assignment.

WITNESS:

PLATINUM ACQUISITION CORP.
(f/k/a Vermont Pure Holdings, Ltd.)


Shawn Spindle

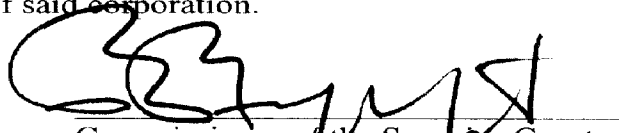
By: 
Timothy G. Fallon
Its President
Duly Authorized

STATE OF CONNECTICUT:

: ss. Hartford

COUNTY OF HARTFORD :

On this the 5 day of October, 2000, before me, the undersigned officer, personally appeared Timothy G. Fallon, who acknowledged himself to be the President of Vermont Pure Holdings, Ltd., a Delaware corporation, to be named PLATINUM ACQUISITION CORP. effective as of October 5, 2000 who acknowledged the execution of this Agreement to be his free act and deed and the free act and deed of said corporation.



Commissioner of the Superior Court

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RECORDED: 10/19/2000

TRADEMARK
REEL: 002167 FRAME: 0009