

10-25-2001

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 10/31/2004)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 10/25/01
Iceberg Springs Water, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Vermont Pure Holdings, Ltd.

Internal Address:
Address:
Street Address: Route 66
Catamount Business Park
City: Randolph Center State: VT Zip: 05060

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware corporation
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: October 22, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
74-058289
74-513155

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Ross S. Rapaport or
Deborah Primps
Internal Address:
Rapaport & Ellenthal, P.C.

Street Address: 750 Summer street

City: Stamford State: CT Zip: 06901

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 185.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

Deborah Primps
Name of Person Signing

[Signature]
Signature

10/24/01
Date

Total number of pages including cover sheet, attachments, and document: 7

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 DP
02 FC:482 25.00 DP
03 FC:484 120.00 DP

TRADEMARK
REEL: 002356 FRAME: 0086

ASSIGNMENT DIVISION
ASSIGNMENT OF TRADEMARKS

WHEREAS, ICEBERG SPRINGS WATER, INC., a Connecticut corporation having its principal offices at 205 Wilson Ave., Norwalk, Connecticut ("Seller") has adopted, used and is using:

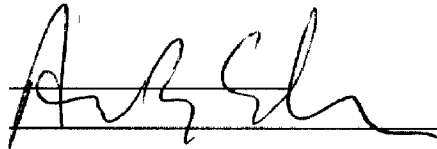
- 1) a trademark which has Application Serial Number 74-058289, filing date May 14, 1990; and
- 2) a trademark which has Application Serial Number 74-513155, filing date April 18, 1994;

("collectively the "Assigned Trademarks"); and

WHEREAS, VERMONT PURE HOLDINGS, LTD., a Delaware corporation having its principal offices at Route 66 Catamount Business Park, Randolph Center, Vermont ("Buyer"), in connection with its purchase of the assets of Seller pursuant to that certain Agreement of Purchase and Sale between Buyer and Seller dated August 31, 2001, as amended (the "Agreement"), is desirous of acquiring said Assigned Trademarks as part of the said purchase of certain assets including the goodwill of the business of Seller, and Seller has agreed to assign the Assigned Trademarks to Buyer pursuant to Agreement;

NOW, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, said ICEBERG SPRINGS WATER, INC. does hereby assign to the said VERMONT PURE HOLDINGS, LTD. all right, title and interest of the Assigned Trademarks and all trademarks of the Seller to be transferred pursuant to the Agreement.

ICEBERG SPRINGS WATER, INC.



Andrew Eder, President

Date 10/22/01

STATE OF CONNECTICUT)

) ss. New Hane

COUNTY OF *New Haven*)

On this the 22ND day of OCT, 2001, before me, the undersigned officer, personally appeared Andrew Eder, who acknowledged himself to be the President of ICEBERG SPRINGS WATER, INC., a Connecticut corporation, and that he, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer.

In witness whereof I hereunto set my hand.

Mel Schuman

Commissioner of the Superior Court

~~Notary Public~~

~~My Commission expires:~~ _____