

01-14-2002



To the Honorable Commissioner of

101942676

he attached original documents or copy thereof.

1. Name of conveying party(ies):
 Platinum Acquisition Corp. 1.400
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation -Delaware
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Vermont Pure Holdings, Ltd.
 70 West Red Oak Lane
 White Plains, New York 10604 - 3602
 Individual(s) citizenship _____
 Association _____
 General Partnership _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: July 26, 2001

Limited Partnership _____
 Corporation - Delaware
 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. A. Application number(s) or registration number(s):
 75/417,104 75/580,638
 75/480,501 75/890,700
 75/890,702

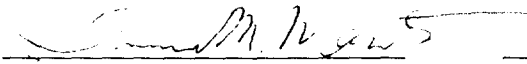
B. Trademark Registration No.(s)
 2011808 1802236
 2053931 2290916
 2292164 1604885

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Donna M. Weinstein, Esq.
 Internal Address: Foley Hoag & Eliot LLP
 Street Address: One Post Office Square
 City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 11
 7. Total fee (37 CFR 3.41): \$290.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
06-1446
 (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.
Donna M. Weinstein, Esq.  Dec. 5, 2001
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 8

01/14/2002 6TOM11 00000155 061446 75417104

01 FC:481 40.00 CH
 2 FC:482 250.00 CH

TRADEMARK ASSIGNMENT

WHEREAS, Platinum Acquisition Corp., a corporation organized and existing under the laws of Delaware and located at 70 West Red Oak Lane, White Plains, New York 10604-3602 ("ASSIGNOR"), has adopted and has intended to use the trademarks in commerce and has filed applications, now assigned Serial Nos. 75/417104, 75/480501, 75/890702, 75/890700 and 75/580638, indicating that intention, but has not yet filed an allegation of use under §§1(c) or 1(d) of The Trademark Act; and

WHEREAS, Vermont Pure Holdings, Ltd., a corporation organized and existing under the laws of Delaware and located at 70 West Red Oak Lane, White Plains, New York 10604-3602 is desirous of acquiring said marks and applications;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE all right, title and interest in and to the said marks, together with the good will of the business symbolized by the marks, that portion of the ongoing and existing business of ASSIGNOR to which the marks pertain, as required by 15 U.S.C. §1060, and the above-identified applications to register same.

PLATINUM ACQUISITION CORP.

Date: July 26, 2001

By: Timothy G. Fallon
Timothy G. Fallon
Chief Executive Officer

Signed under Seal *this 26th day of July, 2001*

Ionie C. Alexander
Notary Public

IONIE C. ALEXANDER
Notary Public, State of New York
No. 01AL6060389
Qualified in Westchester County
Commission Expires June 25, 2003

SCHEDULE

<u>Mark</u>	<u>Serial Number</u>
FRUSION	75/417,104
VERMONT NATURAL	75/480,501
VERMONT NATURAL	75/890,702
VERMONT NATURALS	75/580,638
VERMONT NATURALS	75/890,700

TRADEMARK ASSIGNMENT

This Assignment is made by Platinum Acquisition Corp., a corporation organized and existing under the laws of Delaware and located at 70 West Red Oak Lane, White Plains, New York 10604-3602 ("ASSIGNOR"), and to Vermont Pure Holdings, Ltd., a corporation organized and existing under the laws of Delaware and located at 70 West Red Oak Lane, White Plains, New York 10604-3602 ("ASSIGNEE");

WHEREAS, ASSIGNOR has adopted, used and registered the marks HIDDEN SPRING, VERMONT PURE, VERMONT PURE NATURAL SPRING WATER (AND DESIGN), VERMONT PURE NATURAL SPRING WATER AMERICAN PREMIUM HIDDEN SPRINGS, VT, VERMONT PURE NATURAL SPRING WATER SPORT SOURCE (AND DESIGN) and VERMONT'S HIDDEN SPRING (the "Marks"); and

WHEREAS, ASSIGNEE is desirous of acquiring ASSIGNOR's rights in the mark;

ASSIGNOR hereby assigns, transfers and conveys to ASSIGNEE all of its right, title and interest in and to the Marks, including the below-listed U.S. registrations and renewals thereof, together with the goodwill of the business associated with the use of and symbolized by the Marks, and the right to sue and recover for past infringement of the Marks.

PLATINUM ACQUISITION CORP.

Date: July 26, 2001

By: Timothy G. Fallon
Timothy G. Fallon
Chief Executive Officer

Signed under Seal *this 26th day of July, 2001*

Ionie C. Alexander
Notary Public

IONIE C. ALEXANDER
Notary Public, State of New York
No. 01AL6060389
Qualified in Westchester County
Commission Expires June 25, 2003

SCHEDULE

<u>Mark</u>	<u>Registration Number</u>
HIDDEN SPRING	2011808
VERMONT PURE	2053931
VERMONT PURE NATURAL SPRING WATER (AND DESIGN)	2292164
VERMONT PURE NATURAL SPRING WATER AMERICAN PREMIUM HIDDEN SPRINGS, VT	1802236
VERMONT PURE NATURAL SPRING WATER SPORT SOURCE (AND DESIGN)	2290916
VERMONT'S HIDDEN SPRING	1604885