

08-06-2002

3 SHEET
ONLY



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To the Honorable Commissioner of Patents and Trademarks 102179902

the attached original documents or copy thereof.

1. Name of conveying party(ies):

GreatSpring Waters of America, Inc.
777 West Putnam Ave.
Greenwich, CT 06830

07-31-02

- Individual(s)
- General Partnership
- Corporation-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: May 1, 2002

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

Name: Nestle Waters North America Inc.

Internal Address: _____

Street Address: 777 West Putnam Ave.

City: Greenwich State: CT ZIP: 06830

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State 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. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Attached

B. Trademark registration No.(s)

See Attached

Additional numbers attached? Yes No

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

Name: David G. Hassi

Internal Address: _____

777 West Putnam Ave.

Greenwich, CT 06830

Street Address: _____

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: _____

58

7. Total fee (37 CFR 3.41):..... \$ 1,465.00

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

08/05/2002 TDIAZ1 00000122 75923493

01 FC:481 40.00 DP
02 FC:482 1425.00 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.

David G. Hassi
Name of Person Signing

Signature

7-17-2002

Date

Total number of pages comprising cover sheet: 4

Attachment "A" - Applications

<u>Serial</u>	<u>Trademark Name</u>
75/923,493	Bottle Design
76/332,531	BUBBLING UNDER
76/146,839	CALISTOGA
75/510,635	HOME SPRING
76/289,821	HOME SPRING
76/348,732	HOME SPRING And Design
76/281,582	HOME SPRING And Design
76/360,275	THAT'S GOOD WATER

Attachment "B" - Registrations

<u>Registratio</u>	<u>Trademark Name</u>
0,547,571	Design Of Bear
0,553,528	GREAT BEAR And Design
0,760,400	Representation Of A Bear
0,831,906	GREAT BEAR And Design
0,836,026	OZARKA (Stylized)
1,083,381	PURITAP
1,118,398	ZEPHYRHILLS
1,166,717	GREAT BEAR SPRING WATER And Design
1,178,731	ARROWHEAD
1,191,458	OASIS
1,198,186	POLAND SPRING (Special Lettering)
1,237,563	THE MAINE SOURCE
1,260,149	POLAND SPRING AMERICA'S GREAT WATER
1,297,937	ARROWHEAD
1,313,754	POLAND SPRING And Design (Black & White)
1,313,755	POLAND SPRING And Design (Lined For Blue)
1,313,756	POLAND SPRING And Design (Lined For Green)
1,468,587	UTOPIA
1,477,039	ICE MOUNTAIN
1,480,998	UTOPIA NATURAL AND PURE And Design
1,605,853	Deer Head And Arcuate Design
1,609,254	DEER PARK
1,613,163	ZEPHYRHILLS And Design
1,628,545	CALISTOGA
1,635,888	ARROWHEAD
1,646,550	ARROWHEAD DISTILLED WATER And Oval
1,646,551	ARROWHEAD (Mountains, Trees And Water
1,647,001	ARROWHEAD And Oval Design
1,647,593	ARROWHEAD (Mountains, Trees And Water
1,649,634	ARROWHEAD SPARKLING MOUNTAIN
1,652,540	DEER PARK
1,655,715	ARROWHEAD And Circle Design (Label)
1,689,223	WHAT IT MEANS TO BE FROM MAINE
1,691,842	PS In A Circle Design
1,697,248	POLAND SPRING SINCE 1845 (Label, Trapezoid -
1,697,902	POLAND SPRING SINCE 1845 (Lime Label)
1,709,579	POLAND SPRING Wide Bottle Design
1,709,580	PS And Narrow Bottle Design
1,716,281	GREAT BEAR (Plain Block Letters)
1,736,913	Bear Design
1,797,239	PURE WATER FROM A PURE PLACE
2,093,698	TASTE AS TRUE AS TEXAS

2,192,339 ICE MOUNTAIN And Design
2,220,463 OZARKA
2,393,577 POLAND SPRING FROM MAINE SINCE 1845
2,395,838 POLAND SPRING FROM MAINE SINCE 1845
2,395,839 POLAND SPRING FROM MAINE SINCE 1845
2,428,270 POLAND SPRING (Stylized)
2,506,363 ELEVATE YOUR TASTE
2,568,837 ARROWHEAD And Design

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GREAT SPRING WATERS OF AMERICA, INC.
Pursuant to Section 242 of the Delaware General Corporation Law**

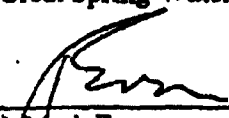
The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies that :

1. The name of the corporation is Great Spring Waters of America, Inc.
2. The board of directors and shareholders of the corporation have unanimously approved the amendment of the certificate of incorporation to change of the name of the corporation to Nestle Waters North America Inc.
3. There are no other changes to the certificate of incorporation.


In Witness Whereof, the corporation has caused this certificate to be executed under its corporate seal this 25th day of April, 2002

April 25, 2002

Great Spring Waters of America, Inc.



 J. Mark Evans Vice President

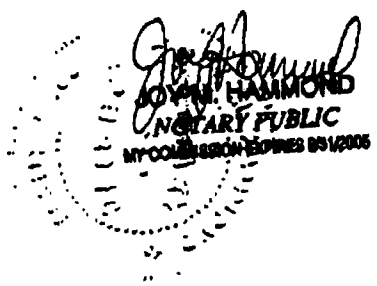


 David G. Hassi Asst. Secretary

Attest

STATE OF CONNECTICUT,
COUNTY OF FAIRFIELD-

On the 25th day of April 2002, before me personally came J. Mark Evans, to me known, who, being by me duly sworn, did depose and say that he resides at Old Greenwich, CT that he is the Vice President of Great Spring Waters of America, Inc. the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order



TOTAL P.03

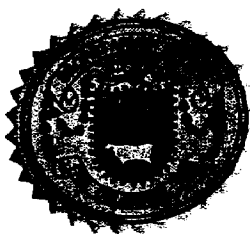
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GREAT SPRING WATERS OF AMERICA, INC.", CHANGING ITS NAME FROM "GREAT SPRING WATERS OF AMERICA, INC." TO "NESTLE WATERS NORTH AMERICA INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2002, AT 8:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1752732

DATE: 05-01-02

TRADEMARK

REEL: 002550 FRAME: 0135

2110036 8100

020276672

RECORDED: 07/31/2002