

Resubmission MKD 2/26/04

Form PTO-1594 (Rev. 03/01) **ORG. MKD 7-29-03** REC
OMB No. 0651-0027 (exp. 5/31/2002) T

02-26-2004

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

Tab settings

To the Honorable Commissioner of Patents &

102678233

1al documents or copy thereof.

1. Name of conveying party(ies):

Pure Water Corporation

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

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

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: All Merger Documents executed May 15, 2003
with respect to all conveying parties

2. Name and Address of receiving party(ies)

Name: Danone Waters of North America, Inc.

Internal

Address: Suite 400Street Address: 3280 E. Foothill BoulevardCity: Pasadena State: CA Zip: 91107

- ☐ 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)

N/A

B. Trademark Registration No.(s)

See Attached

Additional number(s) attached ☒ Yes ☐ No

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

Name: Intellectual Property DocketingInternal Address: SHEARMAN & STERLING LLPStreet Address: 599 Lexington AvenueCity: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41):..... \$ 290.00

- ☐ Enclosed Previously Paid Per Original Filing Dated July 21, 2003
☒ Authorized to be charged to deposit account

8. If check is missing or otherwise insufficient, charge deposit account number:

50-0324

(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.

Tamara L. Hrivnak

Name of Person Signing

Signature

February 26, 2004

Date

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

12

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

Continuation of Trademark Recordation Form Cover Sheet

2. Name of conveying party(ies):

Crystal Springs - Seattle, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State

3. Name of conveying party(ies):

Spring Water, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State

4. Name of conveying party(ies):

Cullyspring Water Co., Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State

5. Name of conveying party(ies):

Crystal Spring Acquisition, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State

Continuation of Box 4:

Registration Numbers

Mark	Reg. Number	Reg. Date	Owner
Sugarloaf spring rain spring water natural bottled at the source	<u>2,216,747</u>	1/5/99	Spring Water Inc.
Our seal is your assurance of quality since 1970	2,119,327	12/9/97	Pure Water Corporation
Our Seal is your assurance of quality since 1970	2,121,197	12/16/97	Pure Water Corporation

The pure water solution	<u>2,172,286</u>	7/14/98	Pure Water Corporation
Design only	2,117,677	12/2/97	Pure Water Corporation
Our seal in your assurance of quality since 1970	2,121,196	12/16/97	Pure Water Corporation
Pure Water Corporation our seal is your assurance of quality since 1970	2,013,063	11/5/96	Pure Water Corporation
Pure Water Corporation our seal is your assurance of quality since 1970	2,011,370	10/29/96	Pure Water Corporation
Pure Water Corporation our seal is your assurance of quality since 1970	2,039,303	2/18/97	Pure Water Corporation
Cullyspring	1,754,125	2/23/93	Cullyspring Water Co., Inc.
Design only	1,714,809	9/15/92	Pure Water Corporation

NO ADDITIONAL PAGES

Delaware

PAGE 1

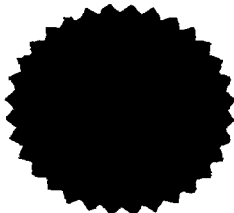
The First State

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 MERGER, WHICH MERGES:

"CRYSTAL SPRING ACQUISITION, INC.", A DELAWARE CORPORATION,
"CRYSTAL SPRINGS - SEATTLE, INC.", A WASHINGTON CORPORATION,
"CULLYSPRING WATER CO., INC.", A WASHINGTON CORPORATION,
"PURE WATER CORPORATION", A WASHINGTON CORPORATION,
"SPRING WATER, INC.", A DELAWARE CORPORATION,

WITH AND INTO "DANONE WATERS OF NORTH AMERICA, INC." UNDER THE NAME OF "DANONE WATERS OF NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MAY, A.D. 2003, AT 3:36 O'CLOCK P.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

2520314 8100M

AUTHENTICATION: 2419885

030316585

DATE: 05-15-03

DANONE WATERS ACCTG

05/21/03 WED 14:22 FAX

TRADEMARK
REEL: 002917 FRAME: 0919

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:36 PM 05/15/2003
FILED 03:36 PM 05/15/2003
SRV 030316585 - 2520314 FILE

**CERTIFICATE OF MERGER
OF
CRYSTAL SPRINGS - SEATTLE, INC.,
SPRING WATER, INC.,
CULLYSPRING WATER CO., INC.,
PURE WATER CORPORATION, AND
CRYSTAL SPRING ACQUISITION, INC.,
INTO
DANONE WATERS OF NORTH AMERICA, INC.**

Pursuant to Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST : That the name and state of incorporation of each of the constituent corporations of the merger are as follows :

NAME	STATE OF INCORPORATION
• Danone Waters of North America, Inc.	Delaware
• Crystal Springs - Seattle, Inc.	Washington
• Spring Water, Inc.	Delaware
• Cullyspring Water Co., Inc.	Washington
• Pure Water Corporation	Washington
• Crystal Spring Acquisition, Inc.	Delaware

SECOND : That an Agreement and Plan of Merger by and among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of the General Corporation Law of Delaware and the Washington Business Corporations Act.

THIRD : That the name of the Surviving Corporation is Danone Waters of North America, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Danone Waters of North America, Inc., a Delaware corporation which survives the merger (the "Surviving Corporation"), shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH : That the executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation, the address of which is :

3280 E. Foothill Boulevard, Suite 400
Pasadena, CA 91107

SIXTH : That the Surviving Corporation will furnish, on request and without cost, a copy of the Agreement and Plan of Merger to any shareholder of any constituent corporation.

SEVENTH : The authorized capital stock of each corporation which is a party to the merger is as follows :

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Danone Waters of North America, Inc.	Common:	3000	\$0.01
Crystal Springs - Seattle, Inc.	Common:	100,000,000	no par value
	Preferred:	100,000,000	no par value
Spring Water, Inc.	Common:	10,000	no par value
Cullyspring Water Co., Inc.	Common:	50,000	\$1.00
Pure Water Corporation	Class A		
	Common:	10,000	no par value
	Class B		
	Common:	30,000	no par value
Crystal Spring Acquisition, Inc.	Common:	10,000	no par value

EIGHTH: That when the merger becomes effective, all of the shares of capital stock of Crystal Springs - Seattle, Inc., Spring Water, Inc., Cullyspring Water Co., Inc., Pure Water Corporation, and Crystal Spring Acquisition, Inc. shall be deemed cancelled without consideration.

NINTH: That this Certificate of Merger shall be effective on May 15, 2003.

Dated : May 15, 2003

Danone Waters of North America, Inc.

By /s/ Bryan Crittenden
 Name: Bryan Crittenden
 Title: Chief Financial Officer

Trademarks

Mark	Reg. Number	Reg. Date	Owner
Sugarloaf spring rain spring water natural bottled at the source	2,216,747	1/5/99	Spring Water Inc.
Our seal is your assurance of quality since 1970	2,119,327	12/9/97	Pure Water Corporation
Our Seal is your assurance of quality since 1970	2,121,197	12/16/97	Pure Water Corporation
The pure water solution	2,172,286	7/14/98	Pure Water Corporation
Design only	2,117,677	12/2/97	Pure Water Corporation
Our seal in your assurance of quality since 1970	2,121,196	12/16/97	Pure Water Corporation
Pure Water Corporation our seal is your assurance of quality since 1970	2,013,063	11/5/96	Pure Water Corporation
Pure Water Corporation our seal is your assurance of quality since 1970	2,011,370	10/29/96	Pure Water Corporation
Pure Water Corporation our seal is your assurance of quality since 1970	2,039,303	2/18/97	Pure Water Corporation
Cullyspring	1,754,125	2/23/93	Cullyspring Water Co., Inc.
Design only	1,714,809	9/15/92	Pure Water Corporation

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)		RECORD TRAIL		07-31-2003 		DEPARTMENT OF COMMERCE Patent and Trademark Office	
Tab settings		102512973		To the Honorable Commissioner of Patents and Trademark, record the attached original documents or copy thereof.			
1. Name of conveying party(ies): <u>7-29-03</u> Pure Water Corporation <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____		2. Name and Address of receiving party(ies) Name: <u>Danone Waters of North America, Inc.</u> Internal Address: <u>Suite 400</u> Street Address: <u>3280 E. Foothill Boulevard</u> City: <u>Pasadena</u> State: <u>CA</u> Zip: <u>91107</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>May 15, 2003</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>N/A</u>		B. Trademark Registration No.(s) <u>See Attached</u>					
Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Intellectual Property Docketing</u> Internal Address: <u>SHEARMAN & STERLING LLP</u> Street Address: <u>599 Lexington Avenue</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10022</u>					
6. Total number of applications and registrations involved: _____		7. Total fee (37 CFR 3.41)..... \$ <u>290.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account					
8. If check is missing or otherwise insufficient, charge deposit account number: <u>50-0324</u>		(Attach duplicate copy of this page if paying by deposit account)					
DO NOT USE THIS SPACE							
01 FC:8521 02 FC:8522		Statement and signature. <u>250.00</u> DP 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.					
Tamara L. Hrivnak Name of Person Signing						July 21, 2003 Date	
Total number of pages including cover sheet, attachments, and document: <u>10</u>		Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231					

NYDOC\$04/378853.1

RECORDED: 07/29/2003

 TRADEMARK
 REEL: 002917 FRAME: 0923