

3/19/04

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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): Vermont Pure Holdings, Ltd. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State [ ] Other Delaware Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: MicroPack Corporation Internal Address: Street Address: 5 Commonwealth Road, Suite 3A City: Natick State: MA Zip: 01760 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] 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

3. Nature of conveyance: [x] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: 03/01/04

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,011,808 Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Christine M. Baker, Esq. Internal Address: Mintz Levin Cohn Ferris Glovsky & Popeo, PC Street Address: Chrysler Center 666 Third Avenue City: New York State: NY Zip: 10017

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3:41).....\$ 40.00 [x] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Christine M. Baker, Esq. Name of Person Signing [Signature] Signature 3/19/04 Date

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

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

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TRADEMARK REEL: 002934 FRAME: 0490

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**ASSIGNMENT OF TRADEMARK**

This Assignment (the "Assignment") is made by and between Vermont Pure Holdings, Ltd., a Delaware corporation with offices formerly at 70 West Red Oak Lane, White Plains, New York 10604 and henceforth at 1050 Buckingham Street, Watertown, Connecticut 06795-1600 (the "Assignor") and MicroPack Corporation, a corporation organized under the laws of the State of Delaware with offices at 5 Commonwealth Road, Suite 3A, Natick, Massachusetts 01760 (the "Assignee").

WHEREAS, pursuant to the Purchase and Sale Agreement dated March 1, 2004 by and between the Assignor and the Assignee, effective as of March 1, 2004 the Assignor transferred to the Assignee the Assignor's rights in the trademark and U.S. Trademark Registration shown on Exhibit G attached hereto (hereinafter the "Mark"); and

WHEREAS, the parties wish to confirm such transfer for purposes of recording in the U.S. Patent and Trademark Office the transfer and Assignor's ownership of the Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby and effective as of March 1, 2004 assigns, conveys and transfers to the Assignee, its successors and assigns all of its right, title, interest, ownership and subsidiary rights, if any, to the Mark, together with the goodwill of the business connected with the use of and symbolized by the Mark and the right to sue, counterclaim, and recover for past, present, and future infringement, misappropriation, or dilution of the rights assigned to the Assignee hereunder.

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal,

Vermont Pure Holdings, Ltd. (Assignor)

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

SUBSCRIBED AND SWORN to before  
me this \_\_\_\_ day of \_\_\_\_\_, 2004

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

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EXHIBIT G

Trademark	Serial Number	Filing Date	Registration Number	Country
HIDDEN SPRING (Stylized)	74/733087	1/22/95	2,011,808	United States

15/119126.2

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