

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |
| EFFECTIVE DATE: | 12/30/2004 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------|----------|----------------|-----------------------|
| Vermont Pure Holdings, Ltd. | | 12/30/2004 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|-------------------------------------|
| Name: | Crystal Rock LLC |
| Street Address: | 1050 Buckingham Street |
| City: | Watertown |
| State/Country: | CONNECTICUT |
| Postal Code: | 06795 |
| Entity Type: | limited liability company: DELAWARE |

PROPERTY NUMBERS Total: 11

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Registration Number: | 2423046 | CRYSTAL ROCK |
| Registration Number: | 2450626 | CRYSTAL ROCK |
| Registration Number: | 2205900 | CRYSTAL ROCK WATER COMPANY |
| Registration Number: | 2786852 | CRYSTAL ROCK WHAT EVERY BODY NEEDS. |
| Serial Number: | 78330819 | SINCE 1915 MANITOCK SPRING WATER WATERFORD CONNECTICUT |
| Registration Number: | 1696382 | STONE RIDGE |
| Registration Number: | 2053931 | VERMONT PURE |
| Serial Number: | 78263229 | VERMONT PURE |
| Registration Number: | 2809343 | VERMONT PURE ESSENCE |
| Registration Number: | 2292164 | VERMONT PURE NATURAL SPRING WATER |
| Registration Number: | 2290916 | VERMONT PURE NATURAL SPRING WATER, SPORTSOURCE |

CH \$290.00 2423046

CORRESPONDENCE DATA

Fax Number: (617)832-7000

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 617-832-1000

Email: jtripp@foleyhoag.com

Correspondent Name: Susan Barbieri Montgomery, Esq.

Address Line 1: 155 Seaport Boulevard

Address Line 2: Foley Hoag LLP

Address Line 4: Boston, MASSACHUSETTS 02210

| | |
|--|-----------------------------------|
| NAME OF SUBMITTER: | Susan Barbieri Montgomery, Esq. |
| Signature: | /Susan Barbieri Montgomery, Esq./ |
| Date: | 01/13/2005 |
| Total Attachments: 2 source=VPAssignment#page1.tif source=VPAssignment#page2.tif | |

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is made by and between Vermont Pure Holdings, Ltd., a Delaware corporation with offices at 70 West Red Oak Lane, White Plains, NY 10604-2602 and 45 Krupp Drive, P.O. Box 536, Williston, VT 05495 (the "Assignor") and Crystal Rock LLC, a limited liability company organized under the laws of the State of Delaware with offices at 1050 Buckingham Street, Watertown, CT 06795 (the "Assignee").

WHEREAS, Assignor and Assignee are parties to a certain Assignment and Assumption Agreement, pursuant to which the Assignor transfers to the Assignee as of December 30, 2004 the Assignor's right, title and interest in and to the trademarks shown on Exhibit A hereto (hereinafter the "Marks") in connection with the assignment to Assignor of the ongoing and existing business to which the Marks pertain; and

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

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby and with effective as of December 30, 2004 assigns, conveys and transfers to the Assignee, its successors and assigns all of Assignor's right, title, interest in and to the Marks, together with the goodwill of the business connected with the use of and symbolized by the Marks, the registrations and applications for registration shown on Exhibit A hereto, and the right to sue and recover for any past 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: _____
Title: CEO

Exhibit A

| <i>Trademark</i> | <i>Country/State</i> | <i>Appl. No.</i> | <i>Reg. No.</i> | <i>Owner</i> |
|---|-----------------------------|------------------|-----------------|-----------------------------|
| CRYSTAL ROCK | United States of America | 75/803839 | 2423046 | Vermont Pure Holdings, Ltd. |
| CRYSTAL ROCK | United States of America | 75/803840 | 2450626 | Vermont Pure Holdings, Ltd. |
| CRYSTAL ROCK WATER COMPANY (AND DESIGN) | United States of America | 75/450058 | 2205900 | Vermont Pure Holdings, Ltd. |
| CRYSTAL ROCK WHAT EVERY BODY NEEDS (AND DESIGN) | United States of America | 76/055575 | 2786852 | Vermont Pure Holdings, Ltd. |
| SINCE 1915 MANITOCK SPRING WATER WATERFORD CONNECTICUT (AND DESIGN) | United States of America | 78/330819 | | Vermont Pure Holdings, Ltd. |
| STONE RIDGE | United States of America | 74/125120 | 1696382 | Vermont Pure Holdings, Ltd. |
| VERMONT PURE (STYLIZED) | United States of America | 74/682319 | 2053931 | Vermont Pure Holdings, Ltd. |
| VERMONT PURE (STYLIZED) | United States of America | 78/263229 | | Vermont Pure Holdings, Ltd. |
| VERMONT PURE ESSENCE | United States of America | 78/103225 | 2809343 | Vermont Pure Holdings, Ltd. |
| VERMONT PURE NATURAL SPRING WATER (AND DESIGN) | United States of America | 75/440563 | 2292164 | Vermont Pure Holdings, Ltd. |
| VERMONT PURE NATURAL SPRING WATER SPORT SOURCE (AND DESIGN) | United States of America | 75/444875 | 2290916 | Vermont Pure Holdings, Ltd. |

Wednesday, December 22, 2004

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