

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amended and Restated Security Interest
EFFECTIVE DATE:	12/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Crystal Rock LLC		12/30/2004	limited liability company: DELAWARE

RECEIVING PARTY DATA

Name:	Webster Bank, National Association
Street Address:	145 Bank Street
City:	Waterbury
State/Country:	CONNECTICUT
Postal Code:	06702
Entity Type:	national banking association:

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2423046	CRYSTAL ROCK
Registration Number:	2786852	CRYSTAL ROCK WHAT EVERY BODY NEEDS.
Registration Number:	2450626	CRYSTAL ROCK
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
Registration Number:	2205900	CRYSTAL ROCK WATER COMPANY

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=VPsec Int#page1.tif source=VPsec Int#page2.tif	

AMENDED AND RESTATED SECURITY INTEREST IN TRADEMARKS

This Agreement is made by and between **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 "Debtor") and **WEBSTER BANK, NATIONAL ASSOCIATION**, a national banking association with an office at 145 Bank Street, Waterbury, Connecticut 06702, as agent for the lenders under that certain Amended and Restated Loan and Security Agreement dated as of the 30th day of December, 2004, as the same may be amended from time to time (as so amended from time to time the "**Loan and Security Agreement**"), by and among Debtor, Vermont Pure Holdings, Ltd., a Delaware corporation ("**Holdings**" and collectively with Debtor, the "**Obligors**"), each of the lenders which is a signatory thereto (individually, together with its successors and assigns, a "**Lender**" and collectively, the "**Lenders**") and Webster Bank, National Association as agent (in such capacity, together with its successors and assigns in such capacity, the "**Agent**").

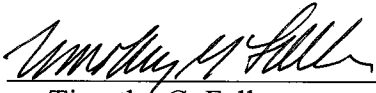
WHEREAS, Debtor and Agent are parties to a certain Amended and Restated Trademark Security Agreement dated as of December 30, 2004 (the "Security Agreement"), pursuant to which the Debtor grants to the Agent as of December 30, 2004, a security interest in certain collateral, which collateral includes the Debtor's trademarks shown on Exhibit A hereto (hereinafter the "Marks"), subject to the terms and conditions of the Security Agreement; and

WHEREAS, the parties wish to confirm such security interest in the Marks for purposes of recording in the U.S. Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Debtor hereby confirms, effective as of December 30, 2004, the Agent's security interest in the Marks together with the goodwill of the business connected with the use of and symbolized by the Marks, and the registrations and applications for registration shown on Exhibit A hereto, subject to the terms and conditions of the Security Agreement.

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

CRYSTAL ROCK LLC

By: 
Name: Timothy G. Fallon
Title: Manager

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TRADEMARK
REEL: 003009 FRAME: 0056

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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