

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement (under Revolving Credit Agreement)		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
DS Waters of America, Inc		10/27/2006	CORPORATION:

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	General Electric Capital Corporation
<b>Street Address:</b>	299 Park Avenue
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10171
<b>Entity Type:</b>	CORPORATION:

**PROPERTY NUMBERS Total: 94**

Property Type	Number	Word Mark
Registration Number:	1424190	10-K
Registration Number:	1422211	10-K
Registration Number:	1658455	10-K
Registration Number:	1999405	ADMIRAL DEWEY
Registration Number:	1473752	BELMONT SPRINGS
Registration Number:	1474411	BELMONT SPRINGS
Registration Number:	2680005	BELMONT SPRINGS
Registration Number:	1828483	BELMONT SPRINGS
Registration Number:	2845136	BELMONT SPRINGS
Registration Number:	1458620	BLUE MOUNTAIN SPRING WATER
Registration Number:	2952987	CAFE DELICE
Registration Number:	2617608	CAFE FRITZ
Registration Number:	2125654	CLOISTER
Registration Number:	1464793	COLORADO CRYSTAL

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Registration Number:	2301317	CRYSTAL KIDZ WATER
Serial Number:	78386156	CRYSTAL SPRINGS
Registration Number:	2550604	CRYSTAL SPRINGS
Registration Number:	1750905	CRYSTAL SPRINGS
Registration Number:	2662265	CRYSTAL SPRINGS GENUINE
Serial Number:	78386148	CRYSTAL SPRINGS
Registration Number:	1335806	CRYSTAL-FRESH
Serial Number:	78439990	CULLYSPRING WATER
Serial Number:	78451706	CULLYSPRING WATER
Registration Number:	2445531	
Registration Number:	1063470	
Registration Number:	2649793	DRINK TO YOUR GOOD HEALTH
Serial Number:	76601559	DRINK TO YOUR HEALTH
Serial Number:	78386135	
Serial Number:	78386000	DS WATERS
Serial Number:	78386022	DS WATERS
Registration Number:	1447154	EBB-FLO
Registration Number:	1806322	GEORGIA MOUNTAIN
Registration Number:	2609541	GOURMET CAFE FRITZ
Registration Number:	0890568	H & S
Registration Number:	0868229	HINCKLEY & SCHMITT
Registration Number:	2668365	HINCKLEY SPRINGS SPRING WATER
Registration Number:	2635764	HINCKLEY SPRINGS
Registration Number:	3110802	HINCKLEY SPRINGS SPRING WATER
Registration Number:	2832247	HINCKLEY SPRINGS
Registration Number:	1858306	KENTWOOD
Registration Number:	1862686	KENTWOOD
Registration Number:	1376169	KENTWOOD
Registration Number:	1227734	KENTWOOD
Registration Number:	1409858	KENTWOOD
Registration Number:	1376422	KENTWOOD
Registration Number:	2169782	KENTWOOD SPRINGS
Registration Number:	2712767	KENTWOOD SPRINGS
Registration Number:	2727478	KENTWOOD SPRINGS
Registration Number:	2927281	KENTWOOD SPRINGS PURIFIED WATER

Registration Number:	2344147	KIDZ
Registration Number:	2828060	MILLION DOLLAR MOUNTAIN
Registration Number:	1718540	
Registration Number:	1741749	
Registration Number:	1424189	
Registration Number:	1527257	NURSERY
Registration Number:	2648996	NURSERY
Registration Number:	2464830	PACIFIC PURE
Serial Number:	71051084	POLAR
Registration Number:	1644872	POLAR
Registration Number:	1177537	POLAR
Registration Number:	1220478	POLAR
Registration Number:	1220479	POLAR CRYSTAL
Registration Number:	2743648	POLAR PURE
Serial Number:	78525533	PURELY REFRESHING
Registration Number:	3146221	PURELY REFRESHING. PERSONALLY DELIVERED.
Serial Number:	78394943	PURELY REFRESHING. PERSONALLY DELIVERED. TO YOUR HOME OR OFFICE.
Serial Number:	78394936	PURELY REFRESHING. PERSONALLY DELIVERED. EVERY TWO WEEKS.
Serial Number:	78451715	PUREWATER
Serial Number:	77028792	ROAST 2 COAST
Serial Number:	77028799	SET A COURSE FOR GREAT TASTE
Serial Number:	77028800	SET A COURSE FOR GREAT SERVICE
Registration Number:	1428913	SIERRA
Registration Number:	1967731	SIERRA
Registration Number:	2769409	SIERRA SPRINGS
Registration Number:	2719606	SIERRA SPRINGS
Registration Number:	2680006	SIERRA SPRINGS
Serial Number:	71678679	SPARKLETTS
Registration Number:	2301772	SPARKLETTS
Registration Number:	1076638	SPARKLETTS
Registration Number:	2225430	SPARKLETTS
Serial Number:	78386069	SPARKLETTS HOME AND OFFICE DELIVERY
Serial Number:	78386056	SPARKLETTS HOME AND OFFICE DELIVERY

Registration Number:	1464791	SPRINGLITE
Registration Number:	2083253	TALAWANDA
Registration Number:	1525495	THE PURE WATER PEOPLE
Registration Number:	2016926	THE PURE WATER PEOPLE SINCE 1888
Registration Number:	2173994	TRANSPORT
Serial Number:	76601571	TRUST IN A BOTTLE
Serial Number:	78440013	VALLEY GLACIER
Serial Number:	78451709	VALLEY GLACIER
Serial Number:	76513704	WATER FILTRATION COFFEE
Serial Number:	77028930	WATER BUCKS
Registration Number:	1554965	WILLOW SPRINGS
Registration Number:	3060860	X DROPS

**CORRESPONDENCE DATA**

Fax Number: (212)310-8007  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Email: jacob.fisher@weil.com, phyllis.depaola@weil.com  
Correspondent Name: Weil, Gotshal & Manges c/o Jacob Fisher  
Address Line 1: 767 5th Avenue  
Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:	47660.3357
NAME OF SUBMITTER:	Jacob Fisher
Signature:	/Jacob Fisher/
Date:	11/07/2006

Total Attachments: 17  
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## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT IS SUBJECT TO THE TERMS OF THE INTERCREDITOR AGREEMENT, DATED AS OF OCTOBER 27, 2006 (AS THE SAME MAY BE MODIFIED FROM TIME TO TIME, THE "INTERCREDITOR AGREEMENT"), AMONG GENERAL ELECTRIC CAPITAL CORPORATION, AS REVOLVING AND TERM LOAN ADMINISTRATIVE AGENT, REVOLVING AND TERM LOAN COLLATERAL AGENT, ABL ADMINISTRATIVE AGENT AND ABL COLLATERAL AGENT (AS EACH SUCH TERM IS DEFINED IN THE INTERCREDITOR AGREEMENT), AND DS WATERS OF AMERICA, INC.

THIS TRADEMARK SECURITY AGREEMENT, dated as of October 27, 2006, is made by each of the entities listed on the signature pages hereof (each a "Grantor" and, collectively, the "Grantors"), in favor of General Electric Capital Corporation ("GE Capital"), as collateral agent (in such capacity, together with its successors and permitted assigns, the "Collateral Agent"), in each case, for the Lenders, the L/C Issuers and the other Secured Parties (each as defined in the Credit Agreement referred to below).

### WITNESSETH:

WHEREAS, pursuant to the Revolving Credit Agreement, dated as of October 27, 2006 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, Holdings, the Lenders and the L/C Issuers from time to time party thereto and GE Capital, as Administrative Agent and Collateral Agent for the Lenders, the L/C Issuers and the other Secured Parties, the Lenders and the L/C Issuers have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, each Grantor (other than the Borrower) has agreed, pursuant to a Guaranty and Security Agreement of even date herewith in favor of the Agents (the "Guaranty and Security Agreement"), to guarantee the Obligations (as defined in the Credit Agreement) of the Borrower; and

WHEREAS, all of the Grantors are party to the Guaranty and Security Agreement pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the L/C Issuers and the Agents to enter into the Credit Agreement and to induce the Lenders and the L/C Issuers to make their respective extensions of credit to the Borrower thereunder, each Grantor hereby agrees with the Collateral Agent as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Guaranty and Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral. Each Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby

mortgages, pledges and hypothecates to the Collateral Agent for the benefit of the Secured Parties, and grants to the Collateral Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Trademark Collateral"):

(a) all of its Trademarks and all IP Licenses providing for the grant by or to such Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule 1 hereto;

(b) all renewals and extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(d) all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, dilution, violation or other impairment thereof.

Section 3. Guaranty and Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Guaranty and Security Agreement and each Grantor hereby acknowledges and agrees that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Guaranty and Security Agreement. In the event of an irreconcilable conflict between the terms of this Trademark Security Agreement, the Guaranty and Security Agreement will govern.

Section 4. Grantor Remains Liable. Each Grantor hereby agrees that, anything herein to the contrary notwithstanding, such Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any other necessary or desirable actions in connection with their Trademarks and IP Licenses subject to a security interest hereunder.

Section 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart. Delivery of an executed signature page of this Trademark Security Agreement by facsimile transmission or by Electronic Transmission shall be as effective as delivery of a manually executed counterpart hereof unless a Requirement of Law requires that originals be delivered.

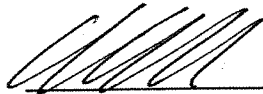
Section 6. GOVERNING LAW. THIS TRADEMARK SECURITY AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

DS WATERS OF AMERICA, INC.,  
*as Grantor*

By:   
Name: K. Dillon Schickli  
Title: Co-Chief Executive Officer

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK  
REEL: 003423 FRAME: 0275



ACCEPTED AND AGREED  
as of the date first above written:

GENERAL ELECTRIC CAPITAL CORPORATION,  
*as Collateral Agent*

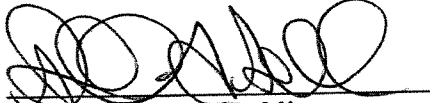
By: Michelle Handy  
Name: Michelle Handy  
Title: Duly Authorized Signatory

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

**Acknowledgment of Grantor**

STATE OF NEW YORK    )  
                                  ) ss.  
COUNTY OF NEW YORK)

On this 16 day of October, 2006 before me personally appeared K. Dillon Schickli, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of DS Waters of America, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

  
Notary Public

PETER A. SCHELL  
Notary Public, State of New York  
No 31-4959955  
Qualified in New York County  
Commission Expires Dec 18 2009








[ACKNOWLEDGEMENT OF GRANTOR UNDER THE TRADEMARK SECURITY AGREEMENT]

Schedule I to Trademark Security Agreement

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Trademark Registrations




Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
10-K		32	Carbonated and non-carbonated thirst quenching soft drinks and concentrate for making the same	U.S.	73/56077	1424190	9/30/1985	Registered	1/6/2007	DS Waters of America
10-K		32	Carbonated and non-carbonated thirst quenching soft drinks and concentrate for making the same	U.S.	73/56076	1422211	9/30/1985	Registered	12/23/2006	DS Waters of America, LP
10-K & Design		1 32	Distilled bottled water Spring water	U.S.	74/118911	1658455	11/21/1990	Registered	9/24/2011	DS Waters of America, LP
ADMIRAL DENEY & DESIGN		32	Bottled spring water	U.S.	74/678492	1999405	5/22/1995	Registered	9/10/2016	DS Waters of America, LP
AQUAPENN		1	Distilled water	China	960092765	1113558	8/13/1996	Registered	9/27/2007	Danone Waters of North America Inc.
BELMONT SPRINGS		32	Spring water	U.S.	73/665036	1473752	6/5/1987	Registered	1/26/2008	DS Waters of America, LP
BELMONT SPRINGS		1 21 32 39 42	Distilled bottled water Cup dispensers, drinking cups and bottled drinking stands Bottled drinking water Delivery of bottled drinking water Rental of drinking water equipment, namely coolers and hot and cold dispensing consoles	U.S.	73/665035	1474411	6/5/1987	Registered	1/26/2008	DS Waters of America, LP
BELMONT SPRINGS & DESIGN		32	Spring water	U.S.	76/276675	2680005	6/26/2001	Registered	1/28/2009	DS Waters of America, LP
BELMONT SPRINGS & DESIGN		11 35 37 40	Electric cooling units Retail store services consisting of vending machines Repair and maintenance of water conditioning apparatus Water treatment services, namely filtration and conditioning services	U.S.	74/258565	1828483	3/24/1992	Registered	3/29/2014	DS Waters of America, LP
BELMONT SPRINGS & DESIGN				U.S.	75/786879	2845136	8/27/1999	Registered	5/25/2010	DS Waters of America, LP

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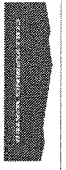


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Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
BLUE MOUNTAIN SPRING WATER		30	Spring water	U.S.	73/643989	1458620	2/10/1987	Registered	9/22/2007	Blue Mountain Spring Water, Inc.
CAPE DELUCE		30	Coffee products	U.S.	78/141841	2952987	7/8/2002	Registered	5/17/2011	DS Waters of America, LP
CAPE FRITZ		42	Coffee	U.S.	76/264658	2617608	5/31/2001	Registered	9/10/2008	DS Waters of America, LP
CAPE FRITZ		42	Supply services featuring bottled spring water	U.S.	75/224814	2125654	1/13/1997	Registered	12/30/2007	DS Waters of America, LP
CLOISTER		32	bottled natural spring water	U.S.	73/655194	1464793	4/6/1987	Registered	11/10/2007	DS Waters of America, LP
COLORADO CRYSTAL		32	bottled drinking water	U.S.	75/354667	2301317	9/11/1997	Registered	6/21/2006	DS Waters of America, LP
CRYSTAL KIDZ WATER & DESIGN		50	bottled drinking water	U.S.						DS Waters of America, LP
CRYSTAL SPRINGS		32	bottled drinking water	Maryland		200101295				Suntory Water Group, Inc.
CRYSTAL SPRINGS		11	Drinking water dispensers	West Virginia						Suntory Water Group, Inc.
CRYSTAL SPRINGS		32	Drinking water							
CRYSTAL SPRINGS		39	Delivery services for bottle drinking water							
CRYSTAL SPRINGS		11	Electric cooling units	U.S.	78/386156			Pending	12/6/2006	DS Waters of America, LP
CRYSTAL SPRINGS & DESIGN		35	Retail store services consisting of vending machines							
CRYSTAL SPRINGS & DESIGN		37	Repair and maintenance of water conditioning apparatus							
CRYSTAL SPRINGS & DESIGN		40	Water treatment services, namely filtration and conditioning services							
CRYSTAL SPRINGS & DESIGN		1	Distilled bottled water	U.S.	75/787872	2550604	8/30/1999	Registered	3/19/2008	DS Waters of America, LP
CRYSTAL SPRINGS & DESIGN		32	bottled drinking water	U.S.	74/040068	1750905	3/19/1990	Registered	2/9/2013	DS Waters of America, LP








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Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Classes	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
CRYSTAL SPRINGS & DESIGN		32	bottled drinking and spring water	U.S.	76/293430	2662265	8/1/2001	Registered	12/17/2008	DS Waters of America, LP
CRYSTAL SPRINGS LOGO		11 32 39	Drinking water dispensers Drinking water Delivery services for bottle drinking water	U.S.	78/386148			Pending	12/27/2006	DS Waters of America, LP
CRYSTAL-FRESH		32 32 39	Drinking water namely, purified water and remineralized waters Bottled drinking water Home and office delivery of bottled water products	U.S.	73/466186	73/466186	1/35/2006	Registered	5/14/2015	DS Waters of America, LP
CULLYSPRING WATER		32	Bottled drinking water	U.S.	78/439990		7/16/2004	Pending	7/10/2006	DS Waters of America, LP
CULLYSPRING WATER & DESIGN		39	Home and office delivery of bottled water products	U.S.	78/451706		7/16/2004	Pending	10/4/2006	DS Waters of America, LP
DESIGN (DROPLET WITH WAVE)		32	Drinking water, spring water for drinking purposes	U.S.	75/590506	2445331		Registered	4/24/2007	DS Waters of America, LP
DESIGN (WAVE & DOT)		32	Drinking water, spring water for drinking purposes, and distilled water for drinking purposes	U.S.	73/095085	1063470		Registered	4/12/2007	DS Waters of America, LP
Discs Device				Mexico	747190	911899	10/25/2005	Registered	10/26/2015	DS Waters of America, LP
Double Drop Device/Two Drop Design				Mexico	747191	914751	10/26/2005	Registered	10/26/2015	DS Waters of America, LP
Double Drop Device/Two Drop Design				Mexico	747189	945847	10/26/2005	Registered	10/26/2015	DS Waters of America, LP
Double Drop Device/Two Drop Design				Mexico	747192	914752	10/26/2005	Registered	10/26/2015	DS Waters of America, LP
Double Drop Device				Mexico	747830	911955	10/28/2005	Registered	10/28/2015	DS Waters of America, LP
Double Drop Device				Mexico	747832	928568	10/28/2005	Registered	10/28/2015	DS Waters of America, LP

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Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Classes	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
Double Drop Device		32 35 37 39 40 42	Distilled bottled water Cup dispensers, drinking cups and bottled drinking stands Bottled drinking water Delivery of bottled drinking water Rental of drinking water equipment, namely coolers and hot and cold dispensing consoles Rental of drinking water equipment; namely coolers and hot and cold dispensing consoles	Mexico	747840	913221	10/28/2005	Registered	10/28/2015	DS Waters of America, LP
DRINK TO YOUR GOOD HEALTH		32	bottled spring water	U.S.	75/674137	2649793	4/15/1999	Registered	11/12/2008	DS Waters of America, LP
DRINK TO YOUR HEALTH		11 32 39	Drinking water dispensers Drinking water Delivery services for bottle drinking water	U.S.	76/601559		7/12/2004	Pending	8/7/2006	DS Waters of America, LP
DROPLET DESIGN		32 39	Drinking Water Delivery services for bottled drinking water	U.S.	78/386135		3/17/2004	Pending	6/6/2006	DS Waters of America, LP
DS WATERS		11 32 39	Drinking water dispensers Drinking water Delivery services for bottled drinking water	U.S.	78/386000			Pending	1/10/2007	DS Waters, LP
DS WATERS & DESIGN IN COLOR		7	bottled water dispenser units	U.S.	78/386022			Pending	11/22/2006	DS Waters, LP
EBB-FLO & DESIGN		32	Beverages; namely, Carbonated and non-carbonated thirst quenching soft drinks and concentrate for making the same	U.S.	73/636896	1447154	12/22/1986	Registered	7/14/2007	DS Waters of America, LP
GEORGIA MOUNTAIN		30	Coffee	U.S.	74/311809	1806322	9/8/1992	Registered	11/23/2013	DS Waters of America, LP
GOURMET CAFE FRITZ & DESIGN		32	Drinking water	U.S.	76/291324	2609541	7/26/2001	Registered	8/20/2008	DS Waters of America, LP
H & S		45	Distilled and drinking water	U.S.	72/329335	890568	6/6/1969	Registered	5/5/2010	DS Waters of America, LP
HINCKLEY & SCHMITT				U.S.	72/299516	868229	3/18/1968	Registered	4/15/2009	DS Waters of America, LP

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Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
HINCKLEY & SCHMITT Fridge Pak		45	Soft drinks and carbonated waters	Illinois	59348	59348	11/20/1986	Pending	11/20/2006	DS Waters of America, LP
HINCKLEY SPRINGS SPRING WATER & DESIGN		32	Bottled drinking and spring water	U.S.	76/293585	2668365	8/1/2001	Registered	12/31/2008	DS Waters of America, LP
HINCKLEY SPRINGS		1 32 39	Distilled bottled water Bottled water Home and office beverage and bottled water delivery and supply services	U.S.	75/613763	2635764	12/30/1998	Registered	10/15/2008	DS Waters of America, LP
HINCKLEY SPRINGS SPRING WATER & DESIGN		11 35 37 40	Electric cooling unit for water in commercial use Retail store service consisting of vending machines Repair and maintenance of water conditioning apparatus Water treatment services, namely filtration and conditioning services for domestic drinking water supplies	U.S.	76/309978	3110802	9/7/2001	Registered	7/4/2012	DS Waters of America, LP
HINCKLEY SPRINGS & DESIGN		1	Distilled water	U.S.	75/786875	2832247	8/27/1999	Registered	4/13/2010	DS Waters of America, LP
KENTWOOD		32	Artesian well and spring water	U.S.	74/447794	1858306	10/18/1993	Registered	10/18/2014	DS Waters of America, LP
KENTWOOD		30	Coffee	U.S.	74/447779	1862886	10/18/1993	Registered	11/15/2014	DS Waters of America, LP
KENTWOOD & DESIGN		32	Bottled spring water	U.S.	73/531845	1376169	4/12/1985	Registered	12/17/2015	DS Waters of America, LP
KENTWOOD & DESIGN		32	Bottled spring water	U.S.	73/311159	1227734	5/19/1981	Registered	2/15/2013	DS Waters of America, LP

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Trademark Holdings of DS Waters of America, LP











Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
KENTWOOD & DESIGN		39 40	Delivery of bottled water Rental of water coolers and cookers	U.S.	73/533375	1409858	4/22/1985	Registered	9/16/2006	DS Waters of America, LP
KENTWOOD & DESIGN		42	Coffee and coffee accessory supply services for offices	U.S.	72/531844	1376422	4/12/1985	Registered	12/17/2015	DS Waters of America, LP
KENTWOOD SPRINGS & DESIGN		1 21 32 39 42	Distilled bottled water Cup dispenser, drinking cups and bottled drinking water stands Bottled drinking water Delivery of bottled drinking water Rental of drinking water equipment, namely coolers and hot and cold dispensing consoles	U.S.	74/465507	2169782	12/6/1993	Registered	6/30/2008	DS Waters of America, LP
KENTWOOD SPRINGS & DESIGN		11 35 37 40	Electric cooling units for water in commercial use Retail store services consisting of vending machines Repair and maintenance of water conditioning apparatus Water treatment services, namely filtration and conditioning services for domestic drinking water supplies	U.S.	76/278425	2712767	6/26/2001	Registered	5/6/2009	DS Waters of America, LP
KENTWOOD SPRINGS & DESIGN		1 32	Distilled bottled water Bottled drinking water	U.S.	75/786944	2727478	8/27/1999	Registered	6/17/2009	DS Waters of America, LP
KIDZ		32	Bottled drinking water	U.S.	76/513703	2927281	5/13/2003	Registered	2/22/2011	DS Waters of America, LP
MILLION DOLLAR MOUNTAIN		41	Entertainment services in the nature of sweepstakes	U.S.	75/158574	2344147	8/30/1997	Registered	6/27/2006	DS Waters of America, LP
Miscellaneous Design		39	Delivery services, namely, delivery of bottled drinking water	U.S.	78/245184	2828060	5/2/2003	Registered	3/30/2010	DS Waters of America, LP
Miscellaneous Design		32	Drinking water	U.S.	74174298	1718540		Renewed	9/22/2012	Sparklets Waters of North America, LP
Miscellaneous Design		32	Carbonated and non-carbonated thirst quenching soft drinks and concentrate for making the same	U.S.	74/174297	1741749		Renewed	12/22/2012	Sparklets Waters of North America, LP
MISCELLANEOUS DESIGN (SPORTS SCENE)		32	Carbonated and non-carbonated thirst quenching soft drinks and concentrate for making the same	U.S.	73/560406	1424189	9/27/1985	Registered	1/6/2007	DS Waters of America, LP

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Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
NURSERY		32	Fluoridated drinking water; bottled water with added minerals	U.S.	73/729676	1527257	5/20/1998	Registered	2/28/2009	DS Waters of America, LP
NURSERY (STYLIZED)		32	Fluoridated drinking water; bottled water with added minerals	U.S.	76/310959	2648996	9/10/2001	Registered	11/12/2008	DS Waters of America, LP
NURSERY (STYLIZED)		32	Fluoridated drinking water; bottled water with added minerals	Mexico	539761	776090		Registered	3/18/2012	DS Waters of America, LP
NURSERY (STYLIZED)		32	Fluoridated drinking water; bottled water with added minerals	Japan	2002-56011	4658251		Registered	4/4/2013	Water Group of North America (Suntory)
NURSERY (STYLIZED)		32	Fluoridated drinking water; bottled water with added minerals	China	3341669	3341669		Registered	3/20/2014	Water Group of North America (Suntory)
NURSERY (STYLIZED)		32	Fluoridated drinking water; bottled water with added minerals	Australia	906734	906734		Registered	3/18/2012	Water Group of North America (Suntory)
NURSERY (STYLIZED)		32	Fluoridated drinking water; bottled water with added minerals	European Community	2628451			Pending		Water Group of North America (Suntory)
NURSERY (STYLIZED)		32	Fluoridated drinking water; bottled water with added minerals	Brazil	823981963			Pending		Water Group of North America (Suntory)
NURSERY (STYLIZED)		11 32 39 42	Electric cooling units for water in commercial use Bottled drinking water Delivery of bottled drinking water Rental of drinking water equipment, namely: coolers and hot and cold dispensing consoles	Canada	1160632			Pending		Water Group of North America (Suntory)
PACIFIC PURE AND DESIGN		45	Natural aerated water	U.S.	75/483940	2464830	5/12/1998	Pending	7/3/2007	Water Group of North America (Suntory)
POLAR				U.S.	71/051084	84705	7/26/1910	Registered	12/26/2011	DS Waters of America, LP

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Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
		32	Drinking water	U.S.	74/065179	1644872	6/4/1990	Registered	5/21/2011	DS Waters of America, LP
POLAR & DESIGN		32	Drinking water	U.S.	73/248484	1177337	2/1/1980	Registered	11/10/2011	DS Waters of America, LP
POLAR & DESIGN		1	Distilled water for laboratory purposes	U.S.	73/311707	1220478	5/22/1981	Registered	12/21/2012	DS Waters of America, LP
POLAR & DESIGN		1	Distilled water for laboratory purposes	U.S.	73/312051	1220479	5/22/1981	Registered	12/21/2012	DS Waters of America, LP
POLAR CRYSTAL & DESIGN		32	Drinking water, purified water	U.S.	76/264698	2743648	5/31/2001	Registered	7/29/2009	DS Waters of America, LP
POLAR PURE		32	Bottled water	U.S.	819121134	819121134	5/31/2001	Registered	3/6/2011	DS Waters of America, LP
PURE AMERICAN		1	Spring water, carbonated spring water and fruit-flavored carbonated spring water	Brazil	819121134	819121134		Registered		DS Waters of America, LP
PURE AMERICAN		25	Clothing, namely shirts and hats	Canada	772462	TMAA99060		Registered	8/24/2013	Danone Waters of North America Inc.
PURE AMERICAN		32	bottled water products, namely spring water and distilled							
PURELY REFRESHING		39	Home and office delivery of bottled water products	U.S.	78/525533		12/1/2004	Registered	12/13/2006	Danone Waters of North America Inc.
PURELY REFRESHING		32	Bottled water products							
PURELY REFRESHING		39	Home and office delivery of bottled water products							
PURELY REFRESHING, PERSONALLY DELIVERED.		16	Pens	U.S.	78/324498	3146221		Pending	9/19/2012	DS Waters of America, LP
PURELY REFRESHING, PERSONALLY DELIVERED.		21	Mugs							
PURELY REFRESHING, PERSONALLY DELIVERED. TO YOUR HOME OR OFFICE		25	Clothing	U.S.	78/394943			Pending		DS Waters of America, LP

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Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
PURELY REFRESHING, PERSONALLY DELIVERED, EVERY TWO WEEKS.		16 21 25	Pens Mugs Clothing	U.S.	78/394936			Pending	6/13/2005	DS Waters of America, LP
PUREWATER & WAVE DESIGN		30 39	Bottled drinking water Home and office delivery of bottled water products	U.S.	78/451715		7/16/2004	Pending		DS Waters of America, LP
ROAST 2 COAST		30 43	Coffee Coffee supply services for offices	U.S.	77028792		10/25/2006	Pending		DS Waters of America, LP
SET A COURSE FOR GREAT TASTE		30 43	Coffee Coffee supply services for offices	U.S.	77028799		10/25/2006	Pending		DS Waters of America, LP
SET A COURSE FOR GREAT SERVICE		1 32	Bottled distilled water Bottled drinking water	U.S.	77028800		10/25/2006	Pending		DS Waters of America, LP
SIERRA		39	Beverages delivery and supply services for home and office	U.S.	73/584973	1428913	2/27/1986	Pending	2/17/2007	DS Waters of America, LP
SIERRA			Delivery of bottled water and water treatment at the point of use	U.S.	74/538280	1967731	6/15/1994	Registered	10/16/2006	DS Waters of America, LP
SIERRA		1 32 39	Distilled bottled water Bottled drinking water Delivery services for bottle drinking water	Canada	733184	451050		Registered	12/1/2010	DS Waters of America, LP
SIERRA SPRINGS		11 35 37 40	Distilled bottled water Cup dispensers, drinking cups and bottled drinking stands Repair store services Water treatment services, namely filtration and conditioning services for domestic drinking water supplies	U.S.	75/575190	2769409	10/22/1998	Registered	9/30/2009	DS Waters of America, LP
SIERRA SPRINGS & DESIGN				U.S.	75/786688	2719606	8/27/1999	Registered	5/27/2009	DS Waters of America, LP

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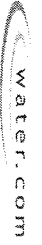
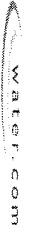
Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
SIERRA SPRINGS & DESIGN		1 21 32 39 42	Distilled bottled water Cup dispensers, drinking cups and bottled drinking stands Bottled drinking water Delivery of bottled drinking water Rental of drinking water equipment, namely coolers and hot and cold dispensing consoles	U.S.	76/276676	2680006	6/26/2001	Registered	1/28/2009	DS Waters of America, LP
SPARKLETTTS		39	Delivery services, for bottled drinking water and drinking water dispensers	U.S.	71/678679	625100		Registered	4/10/2016	DS Waters of America, LP
SPARKLETTTS		37	Electric water treatment device	U.S.	75/523185	2301772		Renewed	12/21/2009	DS Waters of America, LP
SPARKLETTTS		32	Beers, mineral and aerated waters and other non-alcoholic drinks; fruit drinks and fruit juices; syrups and other preparations for making beverages	U.S.	73/099900	1076638		Registered	11/1/2007	DS Waters of America, LP
SPARKLETTTS		11	Water cooler and dispensers	Mexico	430226	430226		Renewed	7/1/2011	DS Waters of America, LP
SPARKLETTTS		11 32 39	Drinking water dispensers Drinking water Delivery services for bottle drinking water	U.S.	75/372888	2225430		Renewed	2/23/2009	Danone Waters of North America Inc.
SPARKLETTTS HOME AND OFFICE DELIVERY & DESIGN (BLACK AND WHITE)		11 32 39	Drinking water dispensers Drinking water Delivery services for bottle drinking water	U.S.	78/386069			Registered	4/4/2007	DS Waters of America, LP
SPARKLETTTS HOME AND OFFICE DELIVERY & DESIGN (IN COLOR)		32	Bottled drinking water	U.S.	78/386056			Pending	3/28/2007	DS Waters of America, LP
SPRINGCLITE		1 32	Distilled water Spring water	U.S.	73/651019	1464791	3/18/1987	Registered	11/10/2007	DS Waters of America, LP
TALAWANDA & DESIGN				U.S.	75/055571	2083253	2/9/1996	Registered	7/29/2007	

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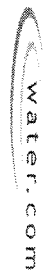
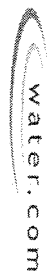
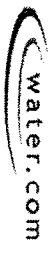

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Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
THE PURE WATER PEOPLE		11 32 39 42	Water purity assurance safety systems Bottled drinking water Delivery and sale of bottled drinking water Sale and rental of coffee brewers and coffee and creams	U.S.	73/709883	1525495	2/8/1988	Registered	2/21/2009	Water Group of North America LP
THE PURE WATER PEOPLE SINCE 1888		32	Bottled water, spring water, carbonated and non-carbonated thirst quenching soft drinks	U.S.	74/643379	2016926	3/7/2005	Registered	11/19/2006	DS Waters of America, LP
TRANSPORT (STYLIZED)		32	Bottled drinking water	U.S.	75/263172	2173994	3/25/1997	Registered	7/14/2008	DS Waters of America, LP
TRUST IN A BOTTLE		32	Bottled drinking water	U.S.	76/601571		7/12/2004	Registered	1/24/2007	DS Waters of America, LP
VALLEY GLACIER		32	Bottled drinking water	U.S.	78/440013				9/5/2006	DS Waters of America, LP
VALLEY GLACIER & DESIGN		32 39	Home and office delivery of bottled water products	U.S.	78/451709			Pending	9/3/2006	DS Waters of America, LP
WATER FILTRATION COFFEE & DESIGN		11 35 39 42	Water purity assurance safety systems Retail and internet sale of water Delivery and sale of bottled drinking water Sale and rental of coffee brewers and coffee and creams	U.S.	76/513704		5/13/2003	Pending	9/29/2006	DS Waters of America, LP
WATER.COM		32 35 39	Bottled water Providing consumer incentive award program in the bottled water industry	Russian Federation	2000/200619	207116	1/13/2000	Registered	1/13/2010	DS Waters of America, LP
WATER.COM & DESIGN				European Community	1814110	1814110	8/17/2000	Registered	8/17/2010	Water Group of North America (Suntory)
WATER.COM & DESIGN				Hong Kong	300163124		2/23/2004	Registered	2/23/2014	Water Group of North America (Suntory)

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Trademark Holdings of DS Waters of America, LP

Mark	Design Element	Class(es)	Goods/Services	Country	Serial #	Registration #	File Date	Status	Next Action Due Date	Entity
WATER.COM & DESIGN		39	Providing information in the field of distribution of water rendered means of a global computer network	China	3951977		3/10/2004	Pending		Water Group of North America (Suntory)
WATER.COM & DESIGN		35	Providing information in the field of distribution of water rendered means of a global computer network	Mexico	455693	687862	10/31/2000	Registered	10/31/2010	Water Group of North America (Suntory)
WATER.COM & DESIGN		32	Drinking water	Canada	1131007	TMA615540	2/13/2002	Registered	7/22/2019	Water Group of North America (Suntory)
WATER.COM & DESIGN		35	Commercial sales information supply on drinking and distilled water	Japan	2001-76896	4607060		Registered	9/27/2012	Water Group of North America (Suntory)
WATER BUCKS		32	Bottled spring water	U.S.	77/028930		10/25/2006	Pending		DS Waters of America, LP
WILLOW SPRINGS		32	Bottled drinking water	U.S.	73/732854	1554965	6/6/1988	Registered	9/5/2009	White Springs Water Company
XDROPS				U.S.	78/220734	3060860	3/3/2003	Registered	2/21/2011	DS Waters of America, LP

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