

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest in Trademarks |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------|----------|----------------|-----------------------|
| Primo Water Corporation | | 11/10/2010 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|---|
| Name: | Wells Fargo Bank, National Association, as Administrative Agent |
| Street Address: | 1525 W.T. Harris Blvd. |
| Internal Address: | Mail Code NC 0680 |
| City: | Charlotte |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 28262 |
| Entity Type: | national banking association: UNITED STATES |

PROPERTY NUMBERS Total: 18

| Property Type | Number | Word Mark |
|----------------------|----------|------------------------|
| Registration Number: | 3152294 | |
| Registration Number: | 3137295 | PRIMO |
| Registration Number: | 3155263 | |
| Registration Number: | 3166619 | PRIMO |
| Registration Number: | 3175412 | |
| Registration Number: | 3160767 | PRIMO |
| Registration Number: | 3468670 | TASTE PERFECTION PRIMO |
| Registration Number: | 3468669 | TASTE PERFECTION |
| Registration Number: | 3468664 | TASTE PERFECTION PRIMO |
| Registration Number: | 3463170 | TASTE PERFECTION |
| Serial Number: | 85139322 | PRIMO |
| Serial Number: | 85135959 | PRIMO |
| Serial Number: | 85135955 | |

OP \$465.00 3152294

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|----------------|----------|----------------------------|
| Serial Number: | 85135950 | PRIMO |
| Serial Number: | 85135937 | PRIMO |
| Serial Number: | 85135929 | |
| Serial Number: | 77807242 | ZERO WASTE. PERFECT TASTE. |
| Serial Number: | 77798262 | PRIMA |

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 512485-1907 EAR |
| NAME OF SUBMITTER: | Ellen A. Rubel |
| Signature: | /Ellen A. Rubel/ |
| Date: | 11/18/2010 |

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that (a) pursuant to the Security Agreement dated as of November 10, 2010 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Wells Fargo Bank, National Association, as Administrative Agent (the "Administrative Agent") for the secured parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Secured Parties and (b) the undersigned hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the Trademarks.

The Obligor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

PRIMO WATER CORPORATION,
a Delaware corporation

By:  (SEAL)
Billy D. Prim, President

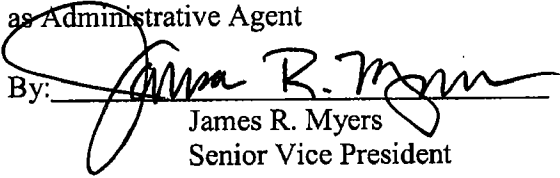
NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS
PRIMO WATER CORPORATION

TRADEMARK
REEL: 004418 FRAME: 0431

Acknowledged and Accepted:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____

A handwritten signature in black ink, appearing to read "James R. Myers", is written over a horizontal line. The signature is fluid and cursive.

James R. Myers
Senior Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS
PRIMO WATER CORPORATION

TRADEMARK
REEL: 004418 FRAME: 0432

Schedule 1

Primo Water Corporation (Delaware Corporation)

U.S. Trademarks

Registered Marks

| Mark | Registration No. | Registration Date |
|-----------------------------------|------------------|-------------------|
| Design Only | 3152294 | 10/3/06 |
| PRIMO | 3137295 | 8/29/06 |
| Design Only | 3155263 | 10/10/06 |
| PRIMO and Design | 3166619 | 10/31/06 |
| Design Only | 3175412 | 11/21/06 |
| PRIMO | 3160767 | 10/17/06 |
| TASTE PERFECTION PRIMO and Design | 3468670 | 7/15/08 |
| TASTE PERFECTION | 3468669 | 7/15/08 |
| TASTE PERFECTION PRIMO and Design | 3468664 | 7/15/08 |
| TASTE PERFECTION | 3463170 | 7/8/08 |

Pending Applications

| Description | Application No. | Filing Date |
|---------------------------|-----------------|-------------|
| PRIMO and Design | 85139322 | 9/27/10 |
| PRIMO | 85135959 | 9/22/10 |
| Design Only | 85135955 | 9/22/10 |
| PRIMO and Design | 85135950 | 9/22/10 |
| PRIMO | 85135937 | 9/22/10 |
| Design Only | 85135929 | 9/22/10 |
| ZERO WASTE. PERFECT TASTE | 77807242 | 8/18/09 |
| PRIMA | 77798262 | 8/6/09 |