TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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 Products, LLC		11/10/2010	LIMITED LIABILITY COMPANY: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, N.A., as Administrative Agent
Street Address:	301 South College Street
Internal Address:	15th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	76684866	INSTA-FRESH
Registration Number:	3667300	OMNI FRIO BEVERAGE CREATIONS

OP $65.00 76684866

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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:	036075-009 JES

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	03/20/2012

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 Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wells Fargo Bank, N.A., 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 Obligors 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.

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Very truly yours,

PRIMO PRODUCTS, LLC,
a North Carolina limited liability company

By: Primo Water Corporation, Manager

By: Mark Castaneda
Name: Mark Castaneda
Title: CEO

Acknowledged and Accepted:

WELLS FARGO BANK, N.A.,
as Administrative Agent

By:_____
Name:_____
Title:_____

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Very truly yours,

PRIMO PRODUCTS, LLC,
a North Carolina limited liability company

By: Primo Water Corporation, Manager

By:_____
Name:_____
Title:_____

Acknowledged and Accepted:

WELLS FARGO BANK, N.A.,
as Administrative Agent

By: Nancy S. Jones
Name: Nancy S. Jones
Title: SVP

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Schedule 1

Primo Products, LLC
(North Carolina LLC)

U.S. Trademarks

Registered Mark

Mark	Registration No.	Registration Date
OMNIFRIO BEVERAGE CREATIONS	3667300	08/11/09

Pending Application

Mark	Application No.	Filing Date
INSTA-FRESH	76684866	12/12/07

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