

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM437747

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	05/18/2017		
<b>RESUBMIT DOCUMENT ID:</b>	900411452		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Primo Water Corporation		05/18/2017	Corporation: DELAWARE
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
New PW Merger Sub, Inc.	05/18/2017	Corporation: DELAWARE	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	Primo Water Operations, Inc.		
<b>Street Address:</b>	101 North Cherry Street, Suite 501		
<b>City:</b>	Winston-Salem		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	27101		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 16</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77081169	TASTE PERFECTION	
<b>Serial Number:</b>	77081242	TASTE PERFECTION PRIMO	
<b>Serial Number:</b>	77082459	TASTE PERFECTION	
<b>Serial Number:</b>	77082463	TASTE PERFECTION PRIMO	
<b>Serial Number:</b>	78631559	PRIMO	
<b>Serial Number:</b>	78684824		
<b>Serial Number:</b>	78977122	PRIMO	
<b>Serial Number:</b>	78977311		
<b>Serial Number:</b>	85135929		
<b>Serial Number:</b>	85135937	PRIMO	
<b>Serial Number:</b>	85135950	PRIMO	
<b>Serial Number:</b>	85135959	PRIMO	
<b>Serial Number:</b>	85139322	PRIMO	

Property Type	Number	Word Mark
Serial Number:	86300321	KISSLA
Serial Number:	86979448	KISSLA
Serial Number:	87034210	HTRIO

  

**CORRESPONDENCE DATA**

**Fax Number:** 3367338473

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** (704) 350-6303

**Email:** trademarkswinston@wcsr.com

**Correspondent Name:** Michael A. Tobin

**Address Line 1:** Womble Carlyle Sandridge & Rice, LLP

**Address Line 2:** 301 South College Street, Suite 3500

**Address Line 4:** Charlotte, NORTH CAROLINA 28202

<b>ATTORNEY DOCKET NUMBER:</b>	100151.0001.1
<b>NAME OF SUBMITTER:</b>	Michael A. Tobin
<b>SIGNATURE:</b>	/Michael A. Tobin/
<b>DATE SIGNED:</b>	08/03/2017

**Total Attachments: 3**

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STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
NEW PW MERGER SUB, INC.  
INTO  
PRIMO WATER CORPORATION

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:13 PM 05/18/2017  
FILED 01:14 PM 05/18/2017  
SR 20173698776 - File Number 3869890

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Primo Water Corporation, and the name of the corporation being merged into this surviving corporation is NEW PW MERGER SUB, INC.

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

**THIRD:** The name of the surviving corporation is Primo Water Corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be amended as follows:

- 1) ARTICLE I of the Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

The name of this corporation is Primo Water Operations, Inc. (the "Corporation").

- 2) The first sentence of ARTICLE IV, Section 4.1 of the Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

4.1. Authorized Shares. The total number of shares of stock which the Corporation shall have authority to issue is 200 shares, consisting of (a) 100 shares of Preferred Stock, par value \$0.001 per share ("Preferred Stock") and (b) 100 shares of Common Stock, par value \$0.001 per share ("Common Stock").

- 3) ARTICLE V, Section 5.2(b) of the Certificate of Incorporation shall be deleted in its entirety and replaced with the following:

(b) RESERVED.

- 4) The Certificate of Incorporation shall be amended by adding ARTICLE IX immediately following ARTICLE VIII to read in its entirety as follows:

Any act or transaction by or involving the Corporation, other than the election or removal of directors of the Corporation, that requires for its adoption under the DGCL or this Certificate of Incorporation the approval of the stockholders of the Corporation shall, in accordance with Section 251(g) of the DGCL, require, in addition, the approval of the stockholders of New PW Holdco, Inc. (or any successor thereto by merger), by the same vote as is required by the DGCL and/or this Certificate of Incorporation.

**FIFTH:** The merger is to become effective at 11:58 p.m. Eastern Time on May 18, 2017.

**SIXTH:** The Agreement and Plan of Merger is on file at 101 North Cherry Street, Suite 501, Winston-Salem, NC 27101, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

[signature page follows]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed  
by an authorized officer, the 16<sup>th</sup> day of May, 2017.

By: 

Name: David J. Mills

Title: Vice President

*[Signature Page – Certificate of Merger]*