

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM447884

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/24/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Glacier Water Services, Inc.		02/24/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Primo Water Corporation		
Street Address:	101 North Cherry Street, Suite 501		
City:	Winston-Salem		
State/Country:	NORTH CAROLINA		
Postal Code:	27101		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2891712	GLACIER WATER	
Registration Number:	2396827	GLACIER WATER	
Registration Number:	2891711	GLACIER WATER REFRESHING WATER CRISP GRE	
Registration Number:	2418586		
Registration Number:	2845030	WATER ISLAND	
CORRESPONDENCE DATA			
Fax Number:	3367338473		
<i>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.</i>			
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		
ATTORNEY DOCKET NUMBER:	100151.0001.1		
NAME OF SUBMITTER:	Michael A. Tobin		
SIGNATURE:	/Michael A. Tobin/		
DATE SIGNED:	10/19/2017		

CH \$140.00 2891712

Total Attachments: 13

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GLACIER WATER SERVICES, INC.", A DELAWARE CORPORATION, WITH AND INTO "PRIMO WATER CORPORATION" UNDER THE NAME OF "PRIMO WATER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2017, AT 4:16 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

3869890 8100M
SR# 20171251645

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202098857
Date: 02-24-17

TRADEMARK
REEL: 006186 FRAME: 0029

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER**

MERGING SUBSIDIARY INTO PARENT

**GLACIER WATER SERVICES, INC.
a Delaware corporation**

INTO

**PRIMO WATER CORPORATION
a Delaware corporation**

Pursuant to section 253 of the General Corporation Law of the State of Delaware, which permits the merger of subsidiaries of a corporation with and into a parent corporation where one of the corporations is organized and existing under the laws of Delaware, Primo Water Corporation (the "**Corporation**"), a corporation organized on October 20, 2004, and existing under the laws of the State of Delaware, does hereby certify:

First: That immediately prior to the filing of this Certificate of Ownership and Merger the Corporation owned one hundred percent (100%) of the issued and outstanding capital stock of Glacier Water Services, Inc., a corporation organized on November 19, 1991, and existing under the laws of the State of Delaware (the "**Subsidiary**").

Second: That the Corporation, on February 24, 2017, by resolutions of its Board of Directors duly adopted by unanimous written consent, a copy of which is attached hereto as **Attachment A**, determined to, and, effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware, hereby does, merge the Subsidiary into the Corporation.

Third: That the name of the Corporation prior to the merger shall be the name of the Corporation after the merger.

Fourth: That the Certificate of Incorporation and the Bylaws of the Corporation prior to the merger shall be the Certificate of Incorporation and the Bylaws of the Corporation after the merger without any change or amendment.

Fifth: That this Certificate of Ownership and Merger shall be effective upon filing.

[signature page follows]

[Signature Page to Certificate of Ownership and Merger]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by an authorized officer this the 24th day of February, 2017.

PRIMO WATER CORPORATION

By: 

Name: Jamila Granger

Title: Secretary

ATTACHMENT A

(See Attached)

PRIMO WATER CORPORATION

**WRITTEN CONSENT OF BOARD OF DIRECTORS
TO ACTION WITHOUT A MEETING**

The undersigned, constituting all of the members of the Board of Directors (the “**Board**”) of Primo Water Corporation, a Delaware corporation (the “**Company**”), acting by unanimous written consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware and the By-Laws of the Company, hereby resolve, authorize, ratify, approve, determine and unanimously consent to the following:

WHEREAS, Primo Water Corporation, a Delaware corporation (the “**Company**”), is the legal and beneficial owner of all of the issued and outstanding shares of capital stock of Glacier Water Services, Inc. (the “**Subsidiary**”);

WHEREAS, the Company desires to merge the Subsidiary into itself pursuant to the provisions of Section 253 of the Delaware General Company Law (the “**Rollup Merger**”);

WHEREAS, the Board has determined that the Rollup Merger is in the best interests of the Company.

RESOLVED, that, effective upon the filing of an appropriate Certificate of Ownership and Merger attaching a copy of these resolutions with the Secretary of State of Delaware, or such later time as the Company’s officers may deem necessary or advisable and shall specify in such Certificate of Ownership and Merger, the Subsidiary shall merge with and into the Company, which will assume all the liabilities and obligations of the Subsidiary;

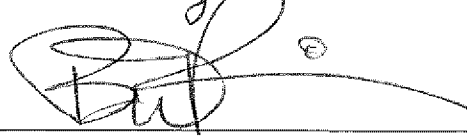
FURTHER RESOLVED, that, the officers of the Company be, and they hereby are, authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of the Subsidiary into the Company and to file the same with the Secretary of State of Delaware;

FURTHER RESOLVED, that the officers of the Company be, and they hereby are, authorized to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect the Rollup Merger; and

FURTHER RESOLVED, that the officers of the Company be, and they hereby are, authorized in their discretion to abandon execution and delivery of the Certificate of Ownership and Merger and consummation of the Rollup Merger without any further action of the Board.

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent of Board of Directors to Action Without a Meeting as of the 9th day of February 2017.



Billy D. Prim

Richard A. Brenner

Susan E. Cates

Jack C. Kilgore

Malcolm McQuilkin


David L. Warnock

Matthew T. Sheehan

Charles Norris

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of Board of Directors to Action Without a Meeting as of the 2 day of FEBRUARY 2017.

Billy D. Prim



Richard A. Brenner

Susan E. Cates

Jack C. Kilgore

Malcolm McQuilkin

David L. Warnock

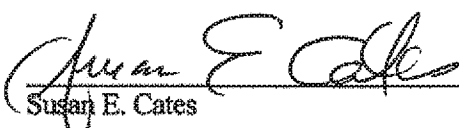
Matthew T. Sheehan

Charles Norris

IN WITNESS WHEREOF, the undersigned have executed this Written Consent of Board of Directors to Action Without a Meeting as of the 24th day of February, 2017.

Billy D. Prim

Richard A. Brenner



Susan E. Cates

Jack C. Kilgore

Malcolm McQuilkin

David L. Warnock

Matthew T. Sheehan

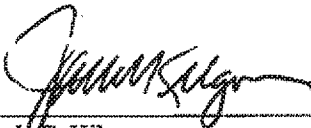
Charles Norris

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Billy D. Prim

Richard A. Brenner

Susan E. Cates



Jack C. Kilgore

Malcolm McQuilkin

David L. Warnock

Matthew T. Sheehan

Charles Norris


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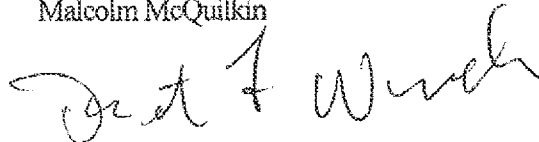
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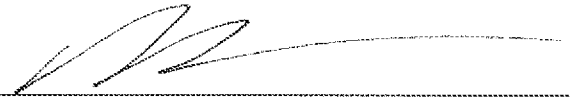
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Malcolm McQuilkin

David L. Warnock



Matthew T. Sheehan

Charles Norris

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Billy D. Prim

Richard A. Brenner

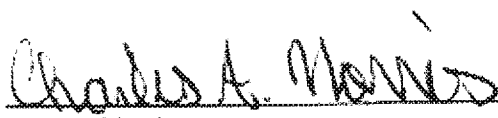
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