

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Intellectual Property Security Release Agreement (First Lien)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Credit Suisse AG		08/30/2013	Bank: SWITZERLAND

RECEIVING PARTY DATA

Name:	DS Waters of America, Inc.
Street Address:	5660 New Northside Drive, Suite 500
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30328
Entity Type:	CORPORATION: DELAWARE

Name:	DS Waters Enterprises, Inc.
Street Address:	5660 New Northside Drive, Suite 500
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30328
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 131

Property Type	Number	Word Mark
Registration Number:	625100	SPARKLETTS
Registration Number:	868229	HINCKLEY & SCHMITT
Registration Number:	890568	H & S
Registration Number:	1227734	KENTWOOD
Registration Number:	1220478	POLAR
Registration Number:	1220479	POLAR CRYSTAL
Registration Number:	1273133	DEEP ROCK
Registration Number:	1273807	DEEP ROCK

Registration Number:	1279411	DEEP ROCK
Registration Number:	1335806	CRYSTAL-FRESH
Registration Number:	1376422	KENTWOOD
Registration Number:	1376169	KENTWOOD
Registration Number:	1380916	ALHAMBRA
Registration Number:	1428913	SIERRA
Registration Number:	1464791	SPRINGLITE
Registration Number:	1464793	COLORADO CRYSTAL
Registration Number:	1474411	BELMONT SPRINGS
Registration Number:	1473752	BELMONT SPRINGS
Registration Number:	1525495	THE PURE WATER PEOPLE
Registration Number:	1527257	NURSERY
Registration Number:	1554965	WILLOW SPRINGS
Registration Number:	1750905	CRYSTAL SPRINGS
Registration Number:	1658455	10-K
Registration Number:	1741749	
Registration Number:	1718540	
Registration Number:	1828483	BELMONT SPRINGS
Registration Number:	1806322	GEORGIA MOUNTAIN
Registration Number:	1819231	ALHAMBRA
Registration Number:	1862686	KENTWOOD
Registration Number:	1858306	KENTWOOD
Registration Number:	2169782	KENTWOOD SPRINGS
Registration Number:	1999405	ADMIRAL DEWEY
Registration Number:	2082990	ABITA SPRINGS
Registration Number:	2076858	ABITA SPRINGS
Registration Number:	2100478	ABITA SPRINGS
Registration Number:	2093790	ABITA SPRINGS
Registration Number:	2083253	TALAWANDA
Registration Number:	2173994	TRANSPORT
Registration Number:	2225430	SPARKLETTS
Registration Number:	2273841	KWENCHER
Registration Number:	2301772	SPARKLETTS
Registration Number:	2301785	ALHAMBRA
Registration Number:	2310943	MOUNT OLYMPUS

	2265142	JR. SPORT
Registration Number:	2769409	SIERRA SPRINGS
Registration Number:	2635764	HINCKLEY SPRINGS
Registration Number:	2719606	SIERRA SPRINGS
Registration Number:	2832247	HINCKLEY SPRINGS
Registration Number:	2845136	BELMONT SPRINGS
Registration Number:	2727478	KENTWOOD SPRINGS
Registration Number:	2617608	CAFÉ FRITZ
Registration Number:	2743648	POLAR PURE
Registration Number:	2680005	BELMONT SPRINGS
Registration Number:	2680006	SIERRA SPRINGS
Registration Number:	2712767	KENTWOOD SPRINGS
Registration Number:	2662265	CRYSTAL SPRINGS GENUINE
Registration Number:	2668365	HINCKLEY SPRINGS SPRING WATER
Registration Number:	3110802	HINCKLEY SPRINGS SPRING WATER
Registration Number:	2927281	KENTWOOD SPRINGS PURIFIED WATER
Registration Number:	3414857	TRUST IN A BOTTLE
Registration Number:	3481217	ROAST 2 COAST
Registration Number:	3427452	SET A COURSE FOR GREAT TASTE
Registration Number:	3427453	SET A COURSE FOR GREAT SERVICE
Registration Number:	3838228	ATHENA
Registration Number:	3595426	WATER.COM
Registration Number:	3587821	AUTHENTIC DEEP ROCK ARTESIAN WATER PURE
Registration Number:	3599261	NURSERY PURE FUN ZONE
Registration Number:	3593704	OZONE
Registration Number:	3381515	DS WATERS
Registration Number:	3473432	10-K
Registration Number:	3489905	SERVICE YOU CAN COUNT ON. QUALITY YOU CA
Registration Number:	3422659	ROAST 2 COAST
Registration Number:	3850480	ATHENA
Registration Number:	3594216	ALHAMBRA
Registration Number:	3594217	BELMONT SPRINGS
Registration Number:	3594218	HINCKLEY SPRINGS
Registration Number:	3608380	KENTWOOD SPRINGS
Registration Number:	3594219	SIERRA SPRINGS

	3998501	MIX WITH FORMULA, JUICE, AND CEREAL
Registration Number:	3713056	GREENMOBILE
Registration Number:	3650003	GLACIER BAY
Registration Number:	3696998	EAT CHOCOLATE. FIND A CURE.
Registration Number:	3647052	EAT CHOCOLATE. FIND A CURE.
Registration Number:	3921593	DRINK TO YOUR HEALTH
Registration Number:	4019967	RENEW
Serial Number:	77829805	STRENGTH
Registration Number:	4016420	REWARD
Serial Number:	77867384	ATHENA
Registration Number:	3958946	MOMMYMESSENGER
Registration Number:	3848943	
Registration Number:	4060610	DRINK TO YOUR GOOD HEALTH
Serial Number:	77931659	ATHENA
Serial Number:	77953509	ENVIROBOTTLE
Registration Number:	4060788	DRINK TO YOUR GOOD HEALTH
Registration Number:	2903885	ATHENA
Registration Number:	2986142	VICTORY STARTS HERE!
Registration Number:	2990282	ATHENA
Registration Number:	2924215	ATHENA PARTNERS
Registration Number:	3030066	ATHENA
Registration Number:	3060860	X DROPS
Registration Number:	2931796	
Registration Number:	3146221	PURELY REFRESHING. PERSONALLY DELIVERED.
Registration Number:	3469275	DS WATERS
Registration Number:	3415547	DS WATERS
Registration Number:	3437556	SPARKLETTS HOME AND OFFICE DELIVERY
Registration Number:	3437557	SPARKLETTS HOME AND OFFICE DELIVERY
Registration Number:	3319455	
Registration Number:	3340862	CRYSTAL SPRINGS
Registration Number:	3455187	PURELY REFRESHING. PERSONALLY DELIVERED.
Registration Number:	3382738	CULLYSPRING WATER
Registration Number:	3529025	PUREWATER
Registration Number:	3143277	ATHENA
Registration Number:	3033282	

	3486185	PURELY REFRESHING
Registration Number:	3823247	ATHENA
Registration Number:	4080744	NURSERY FAMILY REWARDS
Serial Number:	85029262	PURE WATER DISPENSER
Serial Number:	85033444	10K
Registration Number:	4003741	MPROVE
Serial Number:	85106242	CREATED FOR THE CAUSE
Serial Number:	85115582	CREATED FOR THE CAUSE
Serial Number:	85116748	ENVIROPAC
Serial Number:	85116760	ENVIROPAC LIGHTWEIGHT BOTTLES 50% LESS P
Serial Number:	85146695	MY UTAPIA
Serial Number:	85168356	PURE + REFRESHING
Serial Number:	85190580	MOUNT OLYMPUS
Serial Number:	85269355	SPARKLETTS
Serial Number:	85350015	CREATED FOR THE CAUSE
Serial Number:	85350023	NATIONAL FILTRATION ACADEMY
Serial Number:	85351538	MOUNT OLYMPUS SINCE 1898
Serial Number:	85405062	ATHENA'S WARRIORS

CORRESPONDENCE DATA

Fax Number: 8004947512
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 202-370-4750
Email: jmccall@nationalcorp.com
Correspondent Name: Joanna McCall
Address Line 1: 1025 Vermont Ave. NW, Suite 1130
Address Line 2: National Corporate Research, Ltd.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F146183
NAME OF SUBMITTER:	Katherine Stewart
Signature:	/Katherine Stewart/
Date:	09/04/2013

Total Attachments: 13
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INTELLECTUAL PROPERTY SECURITY RELEASE AGREEMENT (FIRST LIEN)

This INTELLECTUAL PROPERTY SECURITY RELEASE AGREEMENT (FIRST LIEN) is dated as of August 30, 2013 (the “*First Lien IP Security Release*”) and executed and delivered by Credit Suisse AG, as administrative agent and collateral agent (in such capacity, the “*Collateral Agent*”) for the Lenders and the Secured Parties (as such terms are defined in the First Lien Term Loan Credit Agreement dated as of February 29, 2012 (as amended, amended and restated, supplemented or otherwise modified through the date hereof, the “*First Lien Credit Agreement*”) among Credit Suisse AG, as administrative agent and collateral agent for the Lenders and the Secured Parties, DS Waters of America, Inc., as borrower, DS Waters Enterprises, Inc., as Holdings, the banks, financial institutions and other institutional lenders from time to time party thereto), in favor of DS Waters of America, Inc., DS Waters Enterprises, Inc. and Polycycle Solutions, LLC, (each, a “*Grantor*,” and collectively the “*Grantors*”). All capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to those terms in the First Lien Guaranty and Security Agreement dated as of February 29, 2012.

WHEREAS, pursuant to a certain First Lien Copyright Security Agreement (the “*First Lien Copyright Security Agreement*”) dated as of February 29, 2012 each Grantor granted to the Collateral Agent a security interest in and to all of such Grantor’s right, title and interest in and to the Copyright Collateral (as defined in the First Lien Copyright Security Agreement);

WHEREAS, pursuant to a certain First Lien Trademark Security Agreement (the “*First Lien Trademark Security Agreement*”) dated as of February 29, 2012 each Grantor granted to the Collateral Agent a security interest in and to all of such Grantor’s right, title and interest in and to the Trademark Collateral (as defined in the First Lien Trademark Security Agreement);

WHEREAS, pursuant to a certain First Lien Patent Security Agreement (the “*First Lien Patent Security Agreement*”) dated as of February 29, 2012 each Grantor granted to the Collateral Agent a security interest in and to all of such Grantor’s right, title and interest in and to the Patent Collateral (as defined in the First Lien Patent Security Agreement);

WHEREAS, the First Lien Copyright Security Agreement was recorded with the United States Copyright Office on March 7, 2012 in volume 3613 document number 323, and the First Lien Trademark Security Agreement and the First Lien Patent Security Agreement were each recorded with the United States Patent and Trademark Office on March 2, 2012 on reel 4728 frame 0405 and reel 027795 frame 0523 respectively; and

WHEREAS, in accordance with a Payment Instruction and Release Confirmation Letter (the “*Release*”) dated on or about the date of this First Lien IP Security Release and given by the Collateral Agent, the obligations secured by the Copyright Collateral, the Trademark Collateral and the Patent Collateral have been repaid or otherwise satisfied to the extent set forth in such Release; and

WHEREAS, the Collateral Agent therefore desires to release its security interest in and to the Copyright Collateral, the Trademark Collateral and the Patent Collateral, including

without limitation the Copyrights, Trademarks and Patents identified in Schedule A attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Collateral Agent and the Grantors hereby agree as follows:

SECTION 1. Release of Security Interest. The Collateral Agent does hereby release and convey to the Grantors, without recourse, representation or warranty of any kind, all of the Collateral Agent's right, title and interest in and to the Copyright Collateral, the Trademark Collateral and the Patent Collateral, including without limitation the Copyrights, Trademarks and Patents identified in Schedule A attached hereto. Without limiting the generality of the foregoing, the Collateral Agent hereby authorizes the Grantors (or any person or entity designated by the Grantors as its delegate for this purpose) to file any notices, terminations or amendments, as applicable with the United States Patent and Trademark Office, the United States Copyright Office or any Secretary of State that are necessary to effectuate, or reflect of public record, the release and conveyance described herein.

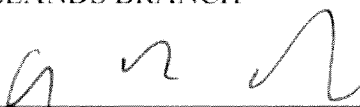
SECTION 2. Execution in Counterparts. This First Lien IP Security Release may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this First Lien IP Security Release by facsimile will be as effective as delivery of a manually executed counterpart of this First Lien IP Security Release.

SECTION 3. Governing Law. This First Lien IP Security Release and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

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IN WITNESS WHEREOF, the parties hereto have caused this First Lien IP Security Release to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first above written.

CREDIT SUISSE AG,
CAYMAN ISLANDS BRANCH

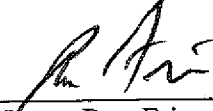
By: 

Name: **CHRISTOPHER DAY**
Title: **AUTHORIZED SIGNATORY**

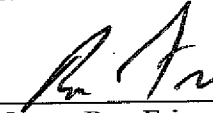
By: 

Name: **MICHAEL SPAIGHT**
Title: **AUTHORIZED SIGNATORY**

DS WATERS OF AMERICA, INC.


By: 
Name: Ron Frieman
Title: CFO and Treasurer

DS WATERS ENTERPRISES, INC.

By: 
Name: Ron Frieman
Title: CFO and Treasurer

POLYCYCLE SOLUTIONS, LLC

By: DS Waters of America, Inc.,
as its sole member

By: 
Name: Ron Frieman
Title: CFO and Treasurer

Schedule A

Copyrights

Registration Number	Title
The book of water.	TX 3-653-712
The 10-k thirst quencher really, really good stuff stuffing contest.	TX 3-647-986
Mountain scene.	VA 843-419
Water delivery man	VA 1-385-440

Trademarks

Trademark	Serial Number	Registration Number	Registration Date
SPARKLETT'S	71678679	625100	04/10/1956
HINCKLEY & SCHMITT	72293516	868229	04/15/1969
H & S	72329355	890568	05/05/1970
KENTWOOD	73311159	1227734	02/15/1983
POLAR	73311707	1220478	12/21/1982
POLAR CRYSTAL	73312051	1220479	12/21/1982
DEEP ROCK	73408410	1273133	04/03/1984
DEEP ROCK	73408411	1273807	04/10/1984
DEEP ROCK	73408412	1279411	05/29/1984
CRYSTAL-FRESH	73446186	1335806	05/14/1985
KENTWOOD	73531844	1376422	12/17/1985
KENTWOOD	73531845	1376169	12/17/1985
ALHAMBRA	73546010	1380916	01/28/1986
SIERRA	73584973	1428913	02/17/1987
SPRINGLITE	73651019	1464791	11/10/1987
COLORADO CRYSTAL	73655194	1464793	11/10/1987
BELMONT SPRINGS	73665035	1474411	01/26/1988
BELMONT SPRINGS	73665036	1473752	01/26/1988
THE PURE WATER PEOPLE	73709883	1525495	02/21/1989
NURSERY	73729676	1527257	02/28/1989
WILLOW SPRINGS	73732854	1554965	09/05/1989
CRYSTAL SPRINGS	74040068	1750905	02/09/1993

10-K	74118911	1658455	09/24/1991
	74174297	1741749	12/22/1992
	74174298	1718540	09/22/1992
BELMONT SPRINGS	74258565	1828483	03/29/1994
GEORGIA MOUNTAIN	74311809	1806322	11/23/1993
ALHAMBRA	74386885	1819231	02/01/1994
KENTWOOD	74447779	1862686	11/15/1994
KENTWOOD	74447794	1858306	10/18/1994
KENTWOOD SPRINGS	74465507	2169782	06/30/1998
ADMIRAL DEWEY	74678492	1999405	09/10/1996
ABITA SPRINGS	75003995	2082990	07/29/1997
ABITA SPRINGS	75004267	2076858	07/08/1997
ABITA SPRINGS	75004269	2100478	09/23/1997
ABITA SPRINGS	75007009	2093790	09/02/1997
TALAWANDA	75055571	2083253	07/29/1997
TRANSPORT	75263172	2173994	07/14/1998
SPARKLETTS	75372888	2225430	02/23/1999
KWENCHER	75437624	2273841	08/31/1999
SPARKLETTS	75523185	2301772	12/21/1999
ALHAMBRA	75527914	2301785	12/21/1999
MOUNT OLYMPUS	75530498	2310943	01/25/2000
JR. SPORT	75559412	2265142	07/27/1999
SIERRA SPRINGS	75575190	2769409	09/30/2003
HINCKLEY SPRINGS	75613763	2635764	10/15/2002
SIERRA SPRINGS	75786688	2719606	05/27/2003
HINCKLEY SPRINGS	75786875	2832247	04/13/2004

BELMONT SPRINGS	75786879	2845136	05/25/2004
KENTWOOD SPRINGS	75786944	2727478	06/17/2003
CAFÉ FRITZ	76264658	2617608	09/10/2002
POLAR PURE	76264698	2743648	07/29/2003
BELMONT SPRINGS	76276675	2680005	01/28/2003
SIERRA SPRINGS	76276676	2680006	01/28/2003
KENTWOOD SPRINGS	76278425	2712767	05/06/2003
CRYSTAL SPRINGS GENUINE	76293430	2662265	12/17/2002
HINCKLEY SPRINGS SPRING WATER	76293585	2668365	12/31/2002
HINCKLEY SPRINGS SPRING WATER	76309978	3110802	07/04/2006
KENTWOOD SPRINGS PURIFIED WATER	76513703	2927281	02/22/2005
TRUST IN A BOTTLE	76601571	3414857	04/22/2008
ROAST 2 COAST	77028792	3481217	08/05/2008
SET A COURSE FOR GREAT TASTE	77028799	3427452	05/13/2008
SET A COURSE FOR GREAT SERVICE	77028800	3427453	05/13/2008
ATHENA	77126276	3838228	08/24/2010
WATER.COM	77143644	3595426	03/24/2009
AUTHENTIC DEEP ROCK ARTESIAN WATER PURE	77154481	3587821	03/10/2009
NURSERY PURE FUN ZONE	77210720	3599261	03/31/2009
OZONE	77213029	3593704	03/24/2009
DS WATERS	77214607	3381515	02/12/2008

10-K	77217661	3473432	07/22/2008
SERVICE YOU CAN COUNT ON. QUALITY YOU CA	77249809	3489905	08/19/2008
ROAST 2 COAST	77276441	3422659	05/06/2008
ATHENA	77357424	3850480	09/21/2010
ALHAMBRA	77494142	3594216	03/24/2009
BELMONT SPRINGS	77494155	3594217	03/24/2009
HINCKLEY SPRINGS	77494189	3594218	03/24/2009
KENTWOOD SPRINGS	77494238	3608380	04/21/2009
SIERRA SPRINGS	77494283	3594219	03/24/2009
MIX WITH FORMULA, JUICE, AND CEREAL	77504796	3998501	07/19/2011
GREENMOBILE	77549598	3713056	11/17/2009
GLACIER BAY	77561755	3650003	07/07/2009
EAT CHOCOLATE. FIND A CURE.	77628571	3696998	10/13/2009
EAT CHOCOLATE. FIND A CURE.	77628575	3647052	06/30/2009
DRINK TO YOUR HEALTH	77736368	3921593	02/22/2011
RENEW	77790044	4019967	08/30/2011
STRENGTH	77829805		
REWARD	77856026	4016420	08/23/2011
ATHENA	77867384		
MOMMYMESSENGER	77890920	3958946	05/10/2011
	77892880	3848943	09/14/2010
DRINK TO YOUR GOOD HEALTH	77919757	4060610	11/22/2011

ATHENA	77931659		
ENVIROBOTTLE	77953509		
DRINK TO YOUR GOOD HEALTH	77982618	4060788	11/22/2011
ATHENA	78204256	2903885	11/16/2004
VICTORY STARTS HERE!	78210835	2986142	08/16/2005
ATHENA	78210927	2990282	08/30/2005
ATHENA PARTNERS	78219342	2924215	02/01/2005
ATHENA	78219346	3030066	12/13/2005
X DROPS	78220734	3060860	02/21/2006
	78239265	2931796	03/08/2005
PURELY REFRESHING. PERSONALLY DELIVERED.	78324498	3146221	09/19/2006
DS WATERS	78386000	3469275	07/15/2008
DS WATERS	78386022	3415547	04/22/2008
SPARKLETTS HOME AND OFFICE DELIVERY	78386056	3437556	05/27/2008
SPARKLETTS HOME AND OFFICE DELIVERY	78386069	3437557	05/27/2008
	78386135	3319455	10/23/2007
CRYSTAL SPRINGS	78386156	3340862	11/20/2007
PURELY REFRESHING. PERSONALLY DELIVERED.	78394936	3455187	06/24/2008
CULLYSPRING WATER	78439990	3382738	02/12/2008
PUREWATER	78451715	3529025	11/04/2008

ATHENA	78502129	3143277	09/12/2006
	78510549	3033282	12/20/2005
PURELY REFRESHING	78525533	3486185	08/12/2008
ATHENA	78700789	3823247	07/20/2010
NURSERY FAMILY REWARDS	85020887	4080744	01/03/2012
PURE WATER DISPENSER	85029262		
10K	85033444		
MPROVE	85072612	4003741	07/26/2011
CREATED FOR THE CAUSE	85106242		
CREATED FOR THE CAUSE	85115582		
ENVIROPAC	85116748		
ENVIROPAC LIGHTWEIGHT BOTTLES 50% LESS P	85116760		
MY UTAPIA	85146695		
PURE + REFRESHING	85168356		
MOUNT OLYMPUS	85190580		
SPARKLETTS	85269355		
CREATED FOR THE CAUSE	85350015		
NATIONAL FILTRATION ACADEMY	85350023		
MOUNT OLYMPUS SINCE 1898	85351538		
ATHENA'S WARRIORS	85405062		

Patents

<u>Title</u>	<u>Application Number</u>	<u>Patent Number</u>
BOTTLED WATER CENTER	12492854	8113382
BOTTLED WATER CENTER	13344542	8360272
COMBINED SINGLE SERVING WATER BOTTLE AND CLOSURE	29091693	D425422
JUG	29095234	D418423