

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM448011

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	05/18/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Primo Water Corporation		05/18/2017	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
New PW Merger Sub, Inc.	05/18/2017	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Primo Water Operations, Inc.
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

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

TRADEMARK

ATTORNEY DOCKET NUMBER:	100151.0001.1
NAME OF SUBMITTER:	Michael A. Tobin
SIGNATURE:	/Michael A. Tobin/
DATE SIGNED:	10/20/2017
Total Attachments: 3 source=Certificate of Merger and Name Change - 05-18-2017#page1.tif source=Certificate of Merger and Name Change - 05-18-2017#page2.tif source=Certificate of Merger and Name Change - 05-18-2017#page3.tif	

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

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.

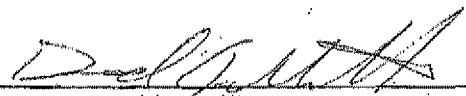
FIFTH: The merger is to become effective at 11:58 p.m. Eastern Time on May 18, 2017.

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 16th day of May, 2017.

By: 
Name: David J. Mills
Title: Vice President

[Signature Page - Certificate of Merger]