

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM565772

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cott Holdings Inc.		03/06/2020	Corporation: DELAWARE
DS Services of America, Inc.		03/06/2020	Corporation: DELAWARE
Mountain Valley Spring Company, LLC		03/06/2020	Limited Liability Company: ARKANSAS
Primo Water Operations, Inc.		03/06/2020	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	MAC Legal, NC1-001-05-45, 101 N.Tryon St
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 137

Property Type	Number	Word Mark
Registration Number:	4004400	COTT
Registration Number:	4818347	COTT
Registration Number:	2076858	ABITA SPRINGS
Registration Number:	2680005	BELMONT SPRINGS
Registration Number:	2845136	BELMONT SPRINGS
Registration Number:	2662265	CRYSTAL SPRINGS GENUINE
Registration Number:	4354318	ENVIROPAC LIGHTWEIGHT BOTTLES 50% LESS P
Registration Number:	4401801	ENVIROPAC LIGHTWEIGHT BOTTLES 50% LESS P
Registration Number:	2832247	HINCKLEY SPRINGS
Registration Number:	2668365	HINCKLEY SPRINGS SPRING WATER
Registration Number:	3223881	JAVARAMA ONE HUNDRED PERCENT ARABICA COF
Registration Number:	2310943	MOUNT OLYMPUS
Registration Number:	4305920	MOUNT OLYMPUS SINCE 1898
Registration Number:	4191128	PURE WATER DISPENSER
Registration Number:	4285165	RELYANT
Registration Number:	3314992	REMINGTON

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2680006	SIERRA SPRINGS
Registration Number:	2719606	SIERRA SPRINGS
Registration Number:	3437556	SPARKLETTS HOME AND OFFICE DELIVERY
Registration Number:	3437557	SPARKLETTS HOME AND OFFICE DELIVERY
Registration Number:	4827460	STANDARD COFFEE
Registration Number:	1112920	STANDARD COFFEE SERVICE COMPANY
Registration Number:	1272975	STANDARD COFFEE SERVICE COMPANY
Registration Number:	4278509	STAND GUARD
Registration Number:	2082990	ABITA SPRINGS
Registration Number:	1819231	ALHAMBRA
Registration Number:	2301785	ALHAMBRA
Registration Number:	3594216	ALHAMBRA
Registration Number:	3732888	ALWAYS PURE
Registration Number:	2903885	ATHENA
Registration Number:	2990282	ATHENA
Registration Number:	4214325	ATHENA
Registration Number:	4328340	ATHENA WARRIORS
Registration Number:	1474411	BELMONT SPRINGS
Registration Number:	3594217	BELMONT SPRINGS
Registration Number:	4835292	BOTTLED&BREWED
Registration Number:	4158388	CREATED FOR THE CAUSE
Registration Number:	3340862	CRYSTAL SPRINGS
Registration Number:	1273133	DEEP ROCK
Registration Number:	1273807	DEEP ROCK
Registration Number:	1279411	DEEP ROCK
Registration Number:	4895170	DEEP ROCK WATER
Registration Number:	3921593	DRINK TO YOUR HEALTH
Registration Number:	4717182	DS SERVICES
Registration Number:	5137794	DS SERVICES
Registration Number:	4354317	ENVIROPAC
Registration Number:	4401800	ENVIROPAC
Registration Number:	2633723	EZBREW
Registration Number:	1806322	GEORGIA MOUNTAIN
Registration Number:	2865943	GOLDEN LEAF
Registration Number:	0890568	H & S
Registration Number:	0868229	HINCKLEY & SCHMITT
Registration Number:	2635764	HINCKLEY SPRINGS
Registration Number:	3594218	HINCKLEY SPRINGS

Property Type	Number	Word Mark
Registration Number:	4145527	HOSPITAL PURE
Registration Number:	2080228	JAVARAMA
Registration Number:	2169782	KENTWOOD SPRINGS
Registration Number:	3608380	KENTWOOD SPRINGS
Registration Number:	4206717	MOUNT OLYMPUS
Registration Number:	4132660	MY UTAPIA
Registration Number:	3322695	NANO OSMOSIS
Registration Number:	1527257	NURSERY
Registration Number:	4071077	OFFICE PURE
Registration Number:	3753390	PURITY YOU CAN TRUST
Registration Number:	4149908	RELYANT
Registration Number:	3726128	REMINGTON WATER
Registration Number:	1428913	SIERRA
Registration Number:	2769409	SIERRA SPRINGS
Registration Number:	3594219	SIERRA SPRINGS
Registration Number:	2301772	SPARKLETTS
Registration Number:	4912931	SPARKLETTS
Registration Number:	4434961	STANDARD
Registration Number:	2537522	STANDARD COFFEE
Registration Number:	4578291	STANDGUARD
Registration Number:	1967953	MOUNTAIN VALLEY
Registration Number:	2306226	WOODLAND
Registration Number:	2582435	CLEAR MOUNTAIN NATURAL SPRING WATER
Registration Number:	4300337	AMERICA'S PREMIUM WATER SINCE 1871
Registration Number:	5143265	THE MOUNTAIN VALLEY NATURAL PURE FINE
Registration Number:	5654463	THE MOUNTAIN VALLEY AUTHENTIC PURE FINE
Registration Number:	5654464	AMERICA'S PREMIUM SPRING WATER SINCE 187
Registration Number:	5642855	THE MOUNTAIN VALLEY
Registration Number:	2396827	GLACIER WATER
Registration Number:	2418586	
Registration Number:	2891711	GLACIER WATER REFRESHING WATER CRISP GRE
Registration Number:	2891712	GLACIER WATER
Registration Number:	3463170	TASTE PERFECTION
Registration Number:	3468664	TASTE PERFECTION PRIMO
Registration Number:	2845030	WATER ISLAND
Registration Number:	3166619	PRIMO
Registration Number:	3155263	
Registration Number:	3137295	PRIMO

Property Type	Number	Word Mark
Registration Number:	3152294	
Registration Number:	3965810	
Registration Number:	3965811	PRIMO
Registration Number:	4071634	PRIMO
Registration Number:	4071635	PRIMO
Registration Number:	3966107	PRIMO
Registration Number:	5009652	KISSLA
Registration Number:	5108807	HTRIO
Registration Number:	5907982	AQUIANA SPRINGS
Registration Number:	4056886	BC COOL BEANS COFFEE
Registration Number:	3941673	BC COOL BEANS COFFEE
Registration Number:	4060579	BC COOL BEANS COFFEE
Registration Number:	3905604	C B
Registration Number:	3929850	C B
Registration Number:	4067859	C B
Registration Number:	5201374	CB
Registration Number:	5201375	COOL BEANS
Registration Number:	4053531	COOL BEANS
Registration Number:	1839559	COOL BEANS
Registration Number:	4039255	CRYSTAL ROCK
Registration Number:	4125958	CRYSTAL ROCK
Registration Number:	2423046	CRYSTAL ROCK
Registration Number:	2450626	CRYSTAL ROCK
Registration Number:	4032261	CRYSTAL ROCK OFFICE
Registration Number:	4032262	CRYSTAL ROCK WATERS
Registration Number:	1741749	
Registration Number:	1718540	
Registration Number:	5956855	FIRST STEPS
Registration Number:	3893712	HIDDEN SPRING
Registration Number:	4668624	LITTLE THINGS MATTER
Registration Number:	4363564	PRISTINE SPRINGS
Registration Number:	4363565	PRISTINE SPRINGS
Registration Number:	5743019	PUREFLO
Registration Number:	5401660	REMINGTON PURE
Registration Number:	2102965	ROARING SPRING
Registration Number:	5994262	SINCE 1948 NURSERY
Registration Number:	4086885	THE WATER GUY
Registration Number:	4756755	ULTIMATE PAPER

Property Type	Number	Word Mark
Registration Number:	4554315	VERMONT PURE
Registration Number:	4056925	VERMONT PURE NATURAL SPRING WATER
Registration Number:	4020232	VERMONT PURE NATURAL SPRING WATER
Registration Number:	2292164	VERMONT PURE NATURAL SPRING WATER
Serial Number:	88418736	ESTABLISHED 1988 MOUNTAIN BROOK PREMIUM
Serial Number:	88409950	MOUNTAIN BROOK
Serial Number:	88698557	THE WATER GUY

CORRESPONDENCE DATA

Fax Number:

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: 202.370.4750

Email: ipteam@cogencyglobal.com

Correspondent Name: Jennifer Tindie

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: COGENCY GLOBAL INC.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	1196135
NAME OF SUBMITTER:	Theresa Volano
SIGNATURE:	/Theresa Volano/
DATE SIGNED:	03/06/2020

Total Attachments: 8

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TRADEMARK
INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “IP Security Agreement”) dated March 6, 2020, is made by the Persons listed on the signature pages hereof (collectively, the “Grantors”) in favor of Bank of America, N.A. (“Bank of America”), as collateral agent (the “Collateral Agent”) for the Secured Parties. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Credit Agreement and the Security Agreement referred to therein.

WHEREAS, Primo Water Corporation, a corporation organized under the laws of Canada (the “Parent Borrower”), Cott Holdings Inc., a Delaware corporation, Eden Springs Nederland B.V., a private limited liability company incorporated under the laws of the Netherlands, Bank of America, as Administrative Agent and Collateral Agent, each Lender from time to time party thereto and each other Person party thereto have entered into the Credit Agreement dated as of March 6, 2020 (the “Closing Date”) (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), pursuant to which the Lenders have severally agreed to make Loans and the L/C Issuers to issue Letters of Credit.

WHEREAS, in connection with the Credit Agreement, the Grantors have entered into the Security Agreement dated as of the Closing Date (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”) in order to induce the Lenders to make Loans, the L/C Issuers to issue Letters of Credit and certain other Secured Parties to make other financial accommodations to Parent Borrower and its Restricted Subsidiaries.

WHEREAS, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and have agreed as a condition thereof to execute this IP Security Agreement for recording with the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. As security for the payment or performance, as the case may be, in full of the Secured Obligations, including the Guaranty, each Grantor hereby grants to the Collateral Agent for the benefit of the Secured Parties, a security interest in all of such Grantor’s right, title and interest in and to the following (the “Collateral”):

- (a) the registered Trademarks and Trademarks for which applications are pending in the United States Patent and Trademark Office set forth in Schedule A hereto (excluding any Excluded Property).

SECTION 2. Recordation. This IP Security Agreement has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. Each Grantor authorizes and requests that the Commissioner for Trademarks record this IP Security Agreement.

SECTION 3. Execution in Counterparts. This IP Security Agreement 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.

SECTION 4. Grants, Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this IP Security Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 5. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

SECTION 6. Severability. In case any one or more of the provisions contained in this IP Security Agreement should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and in the Security Agreement shall not in any way be affected or impaired thereby (it being understood that the invalidity of a particular provision in a particular jurisdiction shall not in and of itself affect the validity of such provision in any other jurisdiction). The parties hereto shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

[Signature Pages Follow]

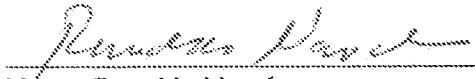
IN WITNESS WHEREOF, each Grantor has caused this IP Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

**COTT HOLDINGS INC.,
DS SERVICES OF AMERICA, INC.,
MOUNTAIN VALLEY SPRING COMPANY,
LLC
PRIMO WATER OPERATIONS, INC.,**
each as a Initial Grantor

By: 

Name: Jeffrey F. Manzella
Title: Authorized Signatory

BANK OF AMERICA, N.A.,
as Collateral Agent

By: 
Name: Ronaldo Naval
Title: Vice President

{Signature Page to Trademark Security Agreement}

TRADEMARK
REEL: 006884 FRAME: 0835

SCHEDULE A

United States Trademark Registrations and Trademark Applications

Registered owner/ Grantor	Trademark	Registration No. or Serial No.
Cott Holdings Inc.	COTT	4004400
Cott Holdings Inc.	COTT	4818347
DS Services of America, Inc.	ABITA SPRINGS	2076858
DS Services of America, Inc.	BELMONT SPRINGS	2680005
DS Services of America, Inc.	BELMONT SPRINGS	2845136
DS Services of America, Inc.	CRYSTAL SPRINGS GENUINE	2662265
DS Services of America, Inc.	ENVIROPAC LIGHTWEIGHT BOTTLES 50% LESS PLASTIC AND 100% RECYCLABLE PACKAGE	4354318
DS Services of America, Inc.	ENVIROPAC LIGHTWEIGHT BOTTLES 50% LESS PLASTIC 100% RECYCLABLE PACKAGE	4401801
DS Services of America, Inc.	HINCKLEY SPRINGS	2832247
DS Services of America, Inc.	HINCKLEY SPRINGS SPRING WATER	2668365
DS Services of America, Inc.	JAVARAMA ONE HUNDRED PERCENT ARABICA COF	3223881
DS Services of America, Inc.	MOUNT OLYMPUS	2310943
DS Services of America, Inc.	MOUNT OLYMPUS SINCE 1898	4305920
DS Services of America, Inc.	PURE WATER DISPENSER	4191128
DS Services of America, Inc.	RELYANT	4285165
DS Services of America, Inc.	REMINGTON	3314992
DS Services of America, Inc.	SIERRA SPRINGS	2680006
DS Services of America, Inc.	SIERRA SPRINGS	2719606
DS Services of America, Inc.	SPARKLETTS HOME AND OFFICE DELIVERY	3437556
DS Services of America, Inc.	SPARKLETTS HOME AND OFFICE DELIVERY	3437557
DS Services of America, Inc.	STANDARD COFFEE	4827460
DS Services of America, Inc.	STANDARD COFFEE SERVICE COMPANY	1112920
DS Services of America, Inc.	STANDARD COFFEE SERVICE COMPANY	1272975
DS Services of America, Inc.	STAND GUARD	4278509
DS Services of America, Inc.	ABITA SPRINGS	2082990
DS Services of America, Inc.	ALHAMBRA	1819231
DS Services of America, Inc.	ALHAMBRA	2301785
DS Services of America, Inc.	ALHAMBRA	3594216

DS Services of America, Inc.	ALWAYS PURE	3732888
DS Services of America, Inc.	ATHENA	2903885
DS Services of America, Inc.	ATHENA	2990282
DS Services of America, Inc.	ATHENA	4214325
DS Services of America, Inc.	ATHENA WARRIORS	4328340
DS Services of America, Inc.	BELMONT SPRINGS	1474411
DS Services of America, Inc.	BELMONT SPRINGS	3594217
DS Services of America, Inc.	BOTTLED&BREWED	4835292
DS Services of America, Inc.	CREATED FOR THE CAUSE	4158388
DS Services of America, Inc.	CRYSTAL SPRINGS	3340862
DS Services of America, Inc.	DEEP ROCK	1273133
DS Services of America, Inc.	DEEP ROCK	1273807
DS Services of America, Inc.	DEEP ROCK	1279411
DS Services of America, Inc.	DEEP ROCK WATER	4895170
DS Services of America, Inc.	DRINK TO YOUR HEALTH	3921593
DS Services of America, Inc.	DS SERVICES	4717182
DS Services of America, Inc.	DS SERVICES	5137794
DS Services of America, Inc.	ENVIROPAC	4354317
DS Services of America, Inc.	ENVIROPAC	4401800
DS Services of America, Inc.	EZBREW	2633723
DS Services of America, Inc.	GEORGIA MOUNTAIN	1806322
DS Services of America, Inc.	GOLDEN LEAF	2865943
DS Services of America, Inc.	H&S	0890568
DS Services of America, Inc.	HINCKLEY & SCHMITT	0868229
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DS Services of America, Inc.	HINCKLEY SPRINGS	3594218
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DS Services of America, Inc.	JAVARAMA	2080228
DS Services of America, Inc.	KENTWOOD SPRINGS	2169782
DS Services of America, Inc.	KENTWOOD SPRINGS	3608380
DS Services of America, Inc.	MOUNT OLYMPUS	4206717
DS Services of America, Inc.	MY UTAPIA	4132660
DS Services of America, Inc.	NANO OSMOSIS	3322695
DS Services of America, Inc.	NURSERY	1527257
DS Services of America, Inc.	OFFICE PURE	4071077
DS Services of America, Inc.	PURITY YOU CAN TRUST	3753390
DS Services of America, Inc.	RELYANT	4149908
DS Services of America, Inc.	REMINGTON WATER	3726128
DS Services of America, Inc.	SIERRA	1428913
DS Services of America, Inc.	SIERRA SPRINGS	2769409
DS Services of America, Inc.	SIERRA SPRINGS	3594219
DS Services of America, Inc.	SPARKLETTS	2301772
DS Services of America, Inc.	SPARKLETTS	4912931

DS Services of America, Inc.	STANDARD	4434961
DS Services of America, Inc.	STANDARD COFFEE	2537522
DS Services of America, Inc.	STANDGUARD	4578291
Mountain Valley Spring Company, LLC	MOUNTAIN VALLEY	1967953
Mountain Valley Spring Company, LLC	WOODLAND	2306226
Mountain Valley Spring Company, LLC	CLEAR MOUNTAIN NATURAL SPRING WATER	2582435
Mountain Valley Spring Company, LLC	AMERICA'S PREMIUM WATER SINCE 1871	4300337
Mountain Valley Spring Company, LLC	THE MOUNTAIN VALLEY NATURAL PURE FINE	5143265
Mountain Valley Spring Company, LLC	THE MOUNTAIN VALLEY AUTHENTIC PURE FINE	5654463
Mountain Valley Spring Company, LLC	AMERICA'S PREMIUM SPRING WATER SINCE 1871	5654464
Mountain Valley Spring Company, LLC	THE MOUNTAIN VALLEY	5642855
Primo Water Operations, Inc.	GLACIER WATER	2396827
Primo Water Operations, Inc.	(Design Only)	2418586
Primo Water Operations, Inc.	GLACIER WATER REFRESHING WATER CRISP GREAT TASTING	2891711
Primo Water Operations, Inc.	GLACIER WATER	2891712
Primo Water Operations, Inc.	TASTE PERFECTION	3463170
Primo Water Operations, Inc.	TASTE PERFECTION PRIMO	3468664
Primo Water Operations, Inc.	WATER ISLAND	2845030
Primo Water Operations, Inc.	PRIMO	3166619
Primo Water Operations, Inc.	(Design Only)	3155263
Primo Water Operations, Inc.	PRIMO	3137295
Primo Water Operations, Inc.	(Design Only)	3152294
Primo Water Operations, Inc.	(Design Only)	3965810
Primo Water Operations, Inc.	PRIMO	3965811
Primo Water Operations, Inc.	PRIMO	4071634
Primo Water Operations, Inc.	PRIMO	4071635
Primo Water Operations, Inc.	PRIMO	3966107
Primo Water Operations, Inc.	KISSLA	5009652
Primo Water Operations, Inc.	HTRIO	5108807
DS Services of America, Inc.	AQUIANA SPRINGS	5907982
DS Services of America, Inc.	BC COOL BEANS COFFEE	4056886
DS Services of America, Inc.	BC COOL BEANS COFFEE	3941673
DS Services of America, Inc.	BC COOL BEANS COFFEE	4060579
DS Services of America, Inc.	C B	3905604
DS Services of America, Inc.	C B	3929850
DS Services of America, Inc.	C B	4067859

DS Services of America, Inc.	CB	5201374
DS Services of America, Inc.	COOL BEANS	5201375
DS Services of America, Inc.	COOL BEANS	4053531
DS Services of America, Inc.	COOL BEANS	1839559
DS Services of America, Inc.	CRYSTAL ROCK	4039255
DS Services of America, Inc.	CRYSTAL ROCK	4125958
DS Services of America, Inc.	CRYSTAL ROCK	2423046
DS Services of America, Inc.	CRYSTAL ROCK	2450626
DS Services of America, Inc.	CRYSTAL ROCK OFFICE	4032261
DS Services of America, Inc.	CRYSTAL ROCK WATERS	4032262
DS Services of America, Inc.	Design Only	1741749
DS Services of America, Inc.	Design Only	1718540
DS Services of America, Inc.	ESTABLISHED 1988 MOUNTAIN BROOK PREMIUM ARTESIAN WATER	88418736 (SN)
Primo Water Operations, Inc.	FIRST STEPS	5956855
DS Services of America, Inc.	HIDDEN SPRING	3893712
DS Services of America, Inc.	LITTLE THINGS MATTER	4668624
DS Services of America, Inc.	MOUNTAIN BROOK	88409950 (SN)
DS Services of America, Inc.	PRISTINE SPRINGS	4363564
DS Services of America, Inc.	PRISTINE SPRINGS	4363565
DS Services of America, Inc.	PUREFLO	5743019
DS Services of America, Inc.	REMINGTON PURE	5401660
DS Services of America, Inc.	ROARING SPRING	2102965
DS Services of America, Inc.	SINCE 1948 NURSERY	5994262
DS Services of America, Inc.	THE WATER GUY	88698557 (SN)
DS Services of America, Inc.	THE WATER GUY	4086885
DS Services of America, Inc.	ULTIMATE PAPER	4756755
DS Services of America, Inc.	VERMONT PURE	4554315
DS Services of America, Inc.	VERMONT PURE NATURAL SPRING WATER	4056925
DS Services of America, Inc.	VERMONT PURE NATURAL SPRING WATER	4020232
DS Services of America, Inc.	VERMONT PURE NATURAL SPRING WATER	2292164