

06-14-2004



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE

102765179

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

6.7.04

1. Name of conveying party(ies): WATER GROUP OF NORTH AMERICA LP
Individual(s) Association
General Partnership Limited Partnership
Corporation-State of Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: DS WATERS OF AMERICA, LP
Internal Address:
Street Address: 5660 New Northside Drive
City: Atlanta State: GA Zip: 30328
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: March 31, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/613,753; 75/613,765; 75/786,879; 76/272,784
B. Trademark Registration No.(s) 84,705; 868,229; 890,568; 995,696; 1,063,470; 1,177,537;
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Barbara H. Loewenthal, Esq.
Internal Address: GOTTLIEB RACKMAN & REISMAN
Street Address: 270 MADISON AVENUE, 8TH FLOOR
City: NEW YORK State: NY Zip: 10016

6. Total number of applications and registrations involved: 96
7. Total fee (37 CFR 3.41).....\$ 2,415.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
Barbara H. Loewenthal
Name of Person Signing
Signature
Date 6/7/04

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

06/10/2004 ECOOPER 00000035 75613753

01 FC:8521 40.00 OP
02 FC:8522 2375.00 OP

TRADEMARK REEL: 002985 FRAME: 0898

**DS WATERS OF AMERICA, LP**

<b><u>MARK</u></b>	<b><u>APPLICATION NO.</u></b>
HINCKLEY SPRINGS & DESIGN	76/309,978
WATER.COM & DESIGN	76/329,125
A NATURAL PART OF YOUR LIFE	76/513,700
KENTWOOD SPRINGS PURIFIED WATER & DESIGN	76/513,703
WATER FILTRATION COFFEE & DESIGN	76/513,704
CRYSTAL SPRINGS PURIFIED WATER & DESIGN	76/513,705
KENTWOOD SPRINGS A NATURAL PART OF YOUR LIFE & DESIGN	76/513,786
SIERRA SPRINGS A NATURAL PART OF YOUR LIFE	76/513,787
HINCKLEY SPRINGS A NATURAL & DESIGN	76/513,788
BELMONT SPRINGS A NATURAL PART OF YOUR LIFE & DESIGN	76/513,791
CRYSTAL SPRINGS A NATURAL PART OF YOUR LIFE & DESIGN	76/513,793
HINCKLEY SPRINGS PURIFIED WATER & DESIGN	76/513,794
XDROPS	78//220,734
<b><u>MARK</u></b>	<b><u>REGISTRATION NO.</u></b>
POLAR & DESIGN	1,220,478
POLAR CRYSTAL & DESIGN	1,220,479

**DS WATERS OF AMERICA, LP**

KENTWOOD & DESIGN	1,227,734
MISCELLANEOUS DESIGN	1,283,772
CLOISTER	1,358,693
MISCELLANEOUS DESIGN	1,368,009
MISCELLANEOUS DESIGN	1,374,120
KENTWOOD & DESIGN	1,376,169
KENTWOOD & DESIGN	1,376,422
KENTWOOD KAMEL & DESIGN	1,379,432
MISCELLANEOUS DESIGN	1,382,904
KENTWOOD & DESIGN	1,409,858
10-K & DESIGN	1,422,211
MISCELLANEOUS DESIGN	1,424,189
10-K	1,424,190
SIERRA	1,428,913
EBB-FLO & DESIGN	1,447,154
SPRINGLITE	1,464,791
COLORADO CRYSTAL	1,464,793
BELMONT SPRINGS	1,473,752
BELMONT SPRINGS	1,474,411

**DS WATERS OF AMERICA, LP**

THE PURE WATER PEOPLE	1,525,495
NURSERY	1,527,257
POLAR & DESIGN	1,644,872
10-K & DESIGN	1,658,455
CRYSTAL SPRINGS & DESIGN	1,750,905
BELMONT SPRINGS & DESIGN	1,828,483
MISCELLANEOUS DESIGN	1,844,013
KENTWOOD	1,858,306
MISCELLANEOUS DESIGN	1,861,947
KENTWOOD	1,862,686
HOOSIER	1,908,697
KENTWOOD COFFEE	1,934,066
SIERRA	1,967,731
ADMIRAL DEWEY & DESIGN	1,999,405
THE PURE WATER PEOPLE SINCE 1888	2,016,926
TALAWANDA & DESIGN	2,083,253
QUALITY... MORE THAN JUST TALK. IT'S OUR WAY OF LIFE!	2,147,700

*Continuation Recordation form cover sheet*  
**DS WATERS OF AMERICA, LP**

KENTWOOD SPRINGS	2,169,782
TRANSPORT	2,173,994
YOUR FRIENDS, YOUR NEIGHBORS, YOUR WATER!	2,181,490
PLAY HARDER LAST LONGER DRINK WATER	2,187,375
IMPASS & DESIGN	2,244,818
KIDZ WATER	2,258,207
ARE YOU GETTING ENOUGH... WATER	2,259,995
SIERRA AND DESIGN	2,260, 893
KIDZ WATER HYDRATORS	2,277,102
VAPOR KIDZ WATER & DESIGN	2,282,543
X-STREAM KIDZ WATER & DESIGN	2,282,564
MISTY KIDZ WATER & DESIGN	2,282,588
HYDRO KIDZ WATER & DESIGN	2,284,490
ICE KIDZ WATER & DESIGN	2,291,970
CRYSTAL KIDZ WATER & DESIGN	2,301,317
KIDZ	2,344,147
DESIGN (DROPLET WITH WAVE)	2,445,531
PACIFIC PURE AND DESIGN	2,464,830
CRYSTAL SPRINGS & DESIGN	2,550,604
GOURMET CAFÉ FRITZ & DESIGN	2,609,541

**DS WATERS OF AMERICA, LP**

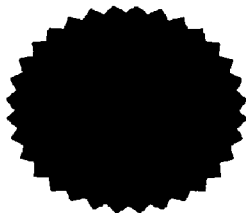
CAFÉ FRITZ	2,617,608
HINCKLEY SPRINGS	2,635,764
NURSERY	2,648,996
DRINK TO YOUR GOOD HEALTH	2,649,793
CRYSTAL SPRINGS & DESIGN	2,662,265
HINCKLEY SPRINGS & DESIGN	2,668,365
BELMONT SPRINGS & DESIGN	2,680,005
SIERRA SPRINGS & DESIGN	2,680,006
KENTWOOD SPRINGS & DESIGN	2,712,767
SIERRA SPRINGS & DESIGN	2,719,606
KENTWOOD SPRINGS & DESIGN	2,727,478
POLAR PURE	2,743,648
SIERRA SPRINGS	2,769,409
MILLION DOLLAR MOUNTAIN	2,828,060
HINCKLEY SPRINGS & DESIGN	2,832,247

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WATER GROUP OF NORTH AMERICA LP", CHANGING ITS NAME FROM "WATER GROUP OF NORTH AMERICA LP" TO "DS WATERS OF AMERICA, LP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2004, AT 2:04 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3025411

DATE: 03-31-04

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TRADEMARK  
REEL: 002985 FRAME: 0904

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
WATER GROUP OF NORTH AMERICA LP**

This Certificate of Amendment to Certificate of Limited Partnership of Water Group of North America LP (the "Partnership"), a limited partnership organized and existing under the Delaware Revised Uniform Limited Partnership Act (the "Act"), is being duly executed and filed by the undersigned, and the undersigned hereby certifies that, for the purpose of amending the Partnership's Certificate of Limited Partnership pursuant to Section 17-202 of the Act, Paragraph 1 of the Partnership's Certificate of Limited Partnership is hereby amended to read in its entirety as follows:

FIRST:           The name of the Partnership is DS Waters of America, LP.

IN WITNESS WHEREOF, the undersigned, the sole general partner of the Partnership, has caused this Certificate of Amendment to be duly executed as of this 31st day of March, 2004.

**WATER GROUP OF NORTH AMERICA  
GENERAL PARTNER, LLC**

By: DS Waters Enterprises, LP, its sole member

By:           /s/ William A. Holl            
Name: William A. Holl  
Title: Chief Executive Officer

LA DSW CERT OF AMENDMENT TO LP