

Primo Water Corp  
Form SC 13G  
December 02, 2010

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

Primo Water Corporation  
(Name of Issuer)  
Common Stock  
(Title of Class of Securities)  
74165N105  
(CUSIP Number)  
November 22, 2010  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Table of Contents**

(1) NAMES OF REPORTING PERSONS.  
Culligan International Company

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2) (a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

(5) SOLE VOTING POWER  
NUMBER OF 2,587,500 (1)

(6) SHARES BENEFICIALLY OWNED BY 0  
SHARED VOTING POWER

(7) EACH REPORTING PERSON 2,587,500 (1)  
SOLE DISPOSITIVE POWER

(8) WITH: 0  
SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,587,500 (1)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.5% (2)

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) See Item 4(c) below.

(2) Based on 19,111,387 shares of common stock outstanding as of November 22, 2010.

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- (1) NAMES OF REPORTING PERSONS.  
Culligan Holding Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

(5) SOLE VOTING POWER  
NUMBER OF 0

(6) SHARES BENEFICIALLY OWNED BY 2,587,500 (1)  
SHARED VOTING POWER

(7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

(8) WITH: 2,587,500 (1)  
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- (1) NAMES OF REPORTING PERSONS.  
Culligan Holding Company B.V.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Netherlands

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 2,587,500 (1)  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 2,587,500 (1)  
SHARED DISPOSITIVE POWER

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(1) See Item 4(c) below.

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**Table of Contents**

- (1) NAMES OF REPORTING PERSONS.  
Culligan Holding S.à.r.l.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Luxembourg

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 2,587,500 (1)  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 2,587,500 (1)  
SHARED DISPOSITIVE POWER

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OO

(1) See Item 4(c) below.

(2) Based on 19,111,387 shares of common stock outstanding as of November 22, 2010.

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- (1) NAMES OF REPORTING PERSONS.  
Culligan International S.à.r.l.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Luxembourg

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 2,587,500 (1)  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 2,587,500 (1)  
SHARED DISPOSITIVE POWER

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,587,500 (1)

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OO

(1) See Item 4(c) below.

(2) Based on 19,111,387 shares of common stock outstanding as of November 22, 2010.

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(1) NAMES OF REPORTING PERSONS.  
Culligan Investments S.à.r.l.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2) (a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Luxembourg

(5) SOLE VOTING POWER  
NUMBER OF 0

(6) SHARES BENEFICIALLY OWNED BY 2,587,500 (1)  
SHARED VOTING POWER

(7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

(8) WITH: 2,587,500 (1)  
SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,587,500 (1)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.5% (2)

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4(c) below.

(2) Based on 19,111,387 shares of common stock outstanding as of November 22, 2010.

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(1) NAMES OF REPORTING PERSONS.  
Culligan Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(2) (a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Bermuda

(5) SOLE VOTING POWER  
NUMBER OF 0

(6) SHARES BENEFICIALLY OWNED BY 2,587,500 (1)  
SHARED VOTING POWER

(7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

(8) WITH: 2,587,500 (1)  
SHARED DISPOSITIVE POWER

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,587,500 (1)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.5% (2)

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4(c) below.

(2) Based on 19,111,387 shares of common stock outstanding as of November 22, 2010.



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- (1) NAMES OF REPORTING PERSONS.  
Clayton, Dubilier & Rice Fund VI Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

(5) SOLE VOTING POWER  
NUMBER OF 0

(6) SHARES BENEFICIALLY OWNED BY 2,587,500 (1)  
SHARED VOTING POWER

(7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

(8) WITH: 2,587,500 (1)  
SHARED DISPOSITIVE POWER

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,587,500 (1)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.5% (2)

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4(c) below.

(2) Based on 19,111,387 shares of common stock outstanding as of November 22, 2010.

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- (1) NAMES OF REPORTING PERSONS.  
 CD&R Associates VI Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
 (b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

- (5) SOLE VOTING POWER  
 NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 2,587,500 (1)  
 SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
 SOLE DISPOSITIVE POWER

- (8) WITH: 2,587,500 (1)  
 SHARED DISPOSITIVE POWER

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,587,500 (1)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.5% (2)

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4(c) below.

(2) Based on 19,111,387 shares of common stock outstanding as of November 22, 2010.

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- (1) NAMES OF REPORTING PERSONS.  
CD&R Investment Associates VI, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (2) (a)   
(b)

- (3) SEC USE ONLY

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

- (5) SOLE VOTING POWER  
NUMBER OF 0

- (6) SHARES BENEFICIALLY OWNED BY 2,587,500 (1)  
SHARED VOTING POWER

- (7) EACH REPORTING PERSON 0  
SOLE DISPOSITIVE POWER

- (8) WITH: 2,587,500 (1)  
SHARED DISPOSITIVE POWER

- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,587,500 (1)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13.5% (2)

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) See Item 4(c) below.

(2) Based on 19,111,387 shares of common stock outstanding as of November 22, 2010.

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Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certifications

SIGNATURES

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**Table of Contents****Item 1.**

Item 1(a) Name of issuer: Primo Water Corporation

Item 1(b) Address of issuer's principal executive offices: 104 Cambridge Plaza Drive, Winston-Salem, North Carolina 27104

**Item 2.**

2(a) Name of person filing:

<b>Names of Person Filing</b>	<b>Address</b>	<b>Citizenship</b>
Culligan International Company	9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Delaware
Culligan Holding Inc.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Delaware
Culligan Holding Company B.V.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Netherlands
Culligan Holding S.à.r.l.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Luxembourg
Culligan International S.à.r.l.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Luxembourg
Culligan Investments S.à.r.l.	c/o Culligan International Company 9399 West Higgins Road, Suite 1100 Rosemont, IL 60018	Luxembourg
Culligan Ltd.	Canon's Court 22 Victoria Street Hamilton HM 12, Bermuda	Bermuda
Clayton, Dubilier & Rice Fund VI Limited Partnership	Ugland House 113 South Church Street George Town, Grand Cayman, Cayman Islands BWI	Cayman Islands
CD&R Associates VI Limited Partnership	Ugland House 113 South Church Street George Town, Grand Cayman, Cayman Islands BWI	Cayman Islands
CD&R Investment Associates VI, Inc.	Ugland House 113 South Church Street George Town, Grand Cayman, Cayman Islands BWI	Cayman Islands

2(b) Address or principal business office or, if none, residence: See Item 2(a) above.

2(c) Citizenship: See Item 2(a) above.

2(d) Title of class of securities: Common Stock

2(e) CUSIP No.: 74165N105



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**Item 3.**

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- a.  Broker or dealer registered under Section 15 of the Act;
- b.  Bank as defined in Section 3(a)(6) of the Act;
- c.  Insurance company as defined in Section 3(a)(19) of the Act;
- d.  Investment company registered under Section 8 of the Investment Company Act of 1940;
- e.  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- f.  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- g.  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- h.  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- i.  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- j.  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- k.  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

N/A

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- a. Amount beneficially owned: See below.
- b. Percent of class: See below.
- c. Number of shares as to which such person has:
  - i. Sole power to vote or to direct the vote: See below.

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- ii. Shared power to vote or to direct the vote: See below.
- iii. Sole power to dispose or to direct the disposition of: See below.
- iv. Shared power to dispose or to direct the disposition of: See below.

<b>Reporting Person</b>	<b>Amount Beneficially Owned</b>	<b>Percent of Class(a)</b>
Culligan International Company	2,587,500(b)	13.5%
Culligan Holding Inc.	2,587,500(b)	13.5%
Culligan Holding Company B.V.	2,587,500(b)	13.5%
Culligan Holding S.à.r.l.	2,587,500(b)	13.5%
Culligan International S.à.r.l.	2,587,500(b)	13.5%
Culligan Investments S.à.r.l.	2,587,500(b)	13.5%
Culligan Ltd.	2,587,500(b)	13.5%
Clayton, Dubilier & Rice Fund VI Limited Partnership	2,587,500(c)	13.5%
CD&R Associates VI Limited Partnership	2,587,500(c)	13.5%
CD&R Investment Associates VI, Inc.	2,587,500(c)(d)	13.5%

- (a) Based on 19,111,387 shares of common stock outstanding as of November 22, 2010.
- (b) All of the shares are owned directly by Culligan International Company, which has the sole power to vote and to dispose or to direct the disposition of the shares. Culligan International Company is a wholly-owned subsidiary of Culligan Holding Inc., which is a wholly-owned subsidiary of Culligan Holding Company B.V., which is a wholly-owned subsidiary of Culligan Holding S.à.r.l., which is a wholly-owned subsidiary of Culligan Investments S.à.r.l., which is a wholly-owned subsidiary of Culligan Ltd. Each of such entities may be deemed to share power to vote and to dispose or to direct the disposition of the shares owned by Culligan International Company.
- (c) Clayton, Dubilier & Rice Fund VI Limited Partnership owns approximately 77.8% of the outstanding voting securities of Culligan Ltd. CD&R Associates VI Limited Partnership is the general partner of Clayton, Dubilier & Rice Fund VI Limited Partnership, and CD&R Investment Associates VI, Inc. is the general partner of CD&R Associates VI Limited Partnership. Each of CD&R Associates VI Limited Partnership and CD&R Investment Associates VI, Inc. (i) may, by reason of such relationships, be deemed to share the power to vote and to dispose or to direct the disposition of the shares held by Culligan International Company and deemed beneficially owned by Culligan Holding Inc., Culligan Holding Company B.V., Culligan Holding S.à.r.l., Culligan International S.à.r.l., Culligan Investments S.à.r.l., and Culligan Ltd. (such entities, collectively with Culligan International Company, the Culligan Entities ), but (ii) expressly disclaims beneficial ownership of the shares held or deemed to be beneficially owned by the Culligan Entities.
- (d) CD&R Investment Associates VI, Inc. is managed by a board of directors comprised of over fifteen individuals, and all board action relating to the voting or disposition of these shares requires approval of a majority of the board. As a result, no member of the board of CD&R Investment Associates VI, Inc. controls the voting or disposition of CD&R Investment Associates VI, Inc. with respect to the shares shown as beneficially owned by Culligan International Company, the other Culligan Entities, Clayton, Dubilier & Rice Fund VI Limited Partnership, CD&R Associates VI Limited Partnership or CD&R Investment Associates VI, Inc..

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**Item 5.**

N/A

**Item 6.** Ownership of More than 5 Percent on Behalf of Another Person

See Item 4 above.

**Item 7.** Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

**Item 8.** Identification and Classification of Members of the Group

N/A

**Item 9.** Notice of Dissolution of Group

N/A

**Item 10.** Certifications

N/A

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CULLIGAN INTERNATIONAL COMPANY

Date: December 2, 2010

By: /s/ Susan E. Bennett

Name: Susan E. Bennett  
Title: Senior Vice President, General  
Counsel & Secretary

CULLIGAN HOLDING INC.

Date: December 2, 2010

By: /s/ Susan E. Bennett

Name: Susan E. Bennett  
Title: Senior Vice President, General  
Counsel & Secretary

CULLIGAN HOLDING COMPANY B.V.

Date: December 2, 2010

By: /s/ Mark A. Seals

Name: Mark A. Seals  
Title: Managing Director A

CULLIGAN HOLDING S.ÀR.L.

Date: December 2, 2010

By: /s/ Susan E. Bennett

Name: Susan E. Bennett  
Title: Manager

CULLIGAN INTERNATIONAL S.ÀR.L.

Date: December 2, 2010

By: /s/ Susan E. Bennett

Name: Susan E. Bennett  
Title: Manager

CULLIGAN INVESTMENTS S.ÀR.L.

Date: December 2, 2010

By: /s/ Susan E. Bennett  
Name: Susan E. Bennett  
Title: Manager

CULLIGAN LTD.

Date: December 2, 2010

By: /s/ Susan E. Bennett  
Name: Susan E. Bennett  
Title: Senior Vice President, General  
Counsel & Assistant Secretary

CLAYTON, DUBILIER & RICE FUND VI LIMITED  
PARTNERSHIP

By: CD&R Associates VI Limited Partnership, its  
general partner

By: CD&R Investment Associates VI, Inc., its general  
partner

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Date: December 2, 2010

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and  
Assistant Secretary

**CD&R ASSOCIATES VI LIMITED PARTNERSHIP**

By: CD&R Investment Associates VI, Inc., its general  
partner

Date: December 2, 2010

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and  
Assistant Secretary

**CD&R INVESTMENT ASSOCIATES VI, INC.**

Date: December 2, 2010

By: /s/ Theresa A. Gore

Name: Theresa A. Gore

Title: Vice President, Treasurer and  
Assistant Secretary

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**Exhibit 1**

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

CULLIGAN INTERNATIONAL COMPANY

Date: December 2, 2010

By: /s/ Susan E. Bennett  
Name: Susan E. Bennett  
Title: Senior Vice President, General  
Counsel & Secretary

CULLIGAN HOLDING INC.

Date: December 2, 2010

By: /s/ Susan E. Bennett  
Name: Susan E. Bennett  
Title: Senior Vice President, General  
Counsel & Secretary

CULLIGAN HOLDING COMPANY B.V.

Date: December 2, 2010

By: /s/ Mark A. Seals  
Name: Mark A. Seals  
Title: Managing Director A

CULLIGAN HOLDING S.ÀR.L.

Date: December 2, 2010

By: /s/ Susan E. Bennett  
Name: Susan E. Bennett  
Title: Manager

CULLIGAN INTERNATIONAL S.ÀR.L.

Date: December 2, 2010

By: /s/ Susan E. Bennett  
Name: Susan E. Bennett  
Title: Manager

CULLIGAN INVESTMENTS. S.ÀR.L.

Date: December 2, 2010

By: /s/ Susan E. Bennett  
Name: Susan E. Bennett  
Title: Manager



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CULLIGAN LTD.

Date: December 2, 2010

By: /s/ Susan E. Bennett

Name: Susan E. Bennett  
Title: Senior Vice President, General  
Counsel & Assistant Secretary

CLAYTON, DUBILIER & RICE FUND VI LIMITED  
PARTNERSHIP

By: CD&R Associates VI Limited Partnership, its  
general partner

By: CD&R Investment Associates VI, Inc., its general  
partner

Date: December 2, 2010

By: /s/ Theresa A. Gore

Name: Theresa A. Gore  
Title: Vice President, Treasurer and  
Assistant Secretary

CD&R ASSOCIATES VI LIMITED PARTNERSHIP

By: CD&R Investment Associates VI, Inc., its general  
partner

Date: December 2, 2010

By: /s/ Theresa A. Gore

Name: Theresa A. Gore  
Title: Vice President, Treasurer and  
Assistant Secretary

CD&R INVESTMENT ASSOCIATES VI, INC.

Date: December 2, 2010

By: /s/ Theresa A. Gore

Name: Theresa A. Gore  
Title: Vice President, Treasurer and  
Assistant Secretary

