



EVERPURE, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (“**Board**”) of Everpure, Inc. (“**Everpure**”) has established the following guidelines for the conduct and operation of the Board. These guidelines provide a structure within which our directors and management can effectively pursue Everpure’s objectives for the benefit of its stockholders. The Board intends that these guidelines serve as a flexible framework, not as a set of binding legal obligations, and these guidelines should be interpreted in the context of all applicable laws, Everpure’s charter documents and other governing legal documents and company policies.

BOARD COMPOSITION AND SELECTION

Size of the Board

The Board shall establish the number of directors in accordance with our bylaws (“**Bylaws**”). The Board will periodically review the appropriate size of the Board, which may vary to accommodate the availability of suitable candidates and our needs.

Independence of Directors

The Board will be composed of not less than a majority of independent directors, subject to any exceptions permitted by the applicable listing standards of the New York Stock Exchange (“**NYSE**”). In determining independence, the Board will consider the definition of independence set forth in such listing standards, as well as other factors that will contribute to effective oversight and decision-making by the Board.

Management Directors

The Board anticipates that our Chief Executive Officer will serve on the Board. The Board also anticipates that other members of our management, who can assist the Board in fulfilling its responsibilities based on their experience and role at Everpure, may serve on the Board as appropriate.

Selection of Chief Executive Officer and Chairperson of the Board

The Board may select a Chairperson of the Board in the manner and upon the criteria that the Board deems appropriate at the time of selection. In the event that Everpure does not have an independent Chairperson of the Board, a lead independent director of the Board (the “**Lead Independent Director**”) may be designated annually by a majority vote of the independent directors. The name of the Lead Independent Director, if any, shall be disclosed in Everpure’s proxy statement. The Lead Independent Director, if any, shall be responsible for coordinating the activities of the independent directors. In addition to the duties of all Board members (which shall not be limited or diminished by the Lead Independent Director’s role), the specific responsibilities of the Lead Independent Director, if any, are to: (i) work with the CEO to develop and approve an appropriate schedule of Board meetings; (ii) work with the CEO to develop and approve Board meeting agendas; (iii) advise the CEO as to the quality, quantity and timeliness of the information sent to the Board by management and determine reasonable processes related to such information; (iv) coordinate, develop the agenda for, and moderate executive sessions of the independent or non-management members of the Board; (v) preside over Board meetings when the CEO is not present; (vi) act as principal liaison between the independent members of the Board and the CEO; (vi) convene

meetings of the independent or non-management directors as necessary or appropriate; (vii) if requested by major stockholders, be available for consultation and direct communication with major stockholders where appropriate; and (viii) perform such other duties as the Board may determine from time to time.

Board Membership Criteria

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Corporate Governance Committee (“**Governance Committee**”). The Board will consider the minimum general criteria set forth below, and may add any specific additional criteria with respect to specific searches, in selecting candidates and existing directors for service on the Board. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. The Board believes that candidates for director should have certain minimum qualifications, including being able to read and understand basic financial statements, being over 21 years of age and having the highest personal integrity and ethics.

In considering candidates recommended by the Governance Committee, the Board intends to consider such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of Everpure, demonstrated excellence in his or her field, having the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of our stockholders. In addition to these criteria, the Governance Committee seeks and considers a broad range of perspectives, backgrounds and experiences. The Board reviews candidates for director nomination in the context of the current composition of the Board, the operating requirements of Everpure and the long-term interests of our stockholders. In conducting this assessment, the Board considers a variety of characteristics, age, skills, and such other factors as it deems appropriate given the current needs of the Board and Everpure to maintain a balance of knowledge, experience and capability. In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors’ overall service to Everpure during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors’ independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for purposes of the independence requirements of the NYSE.

Changes in Board Member Criteria

The Board and Everpure wish to maintain a Board composed of members who can productively contribute to the success of Everpure. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, the Board will evaluate existing members according to the new criteria. The Board may ask a director who no longer meets the criteria for board membership or for any other lawful reason to adjust his or her committee assignments or resign from the Board.

Term Limits

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into Everpure, our operations and prospects based on their experience with, and understanding of, our history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these guidelines.

Limits on Board Memberships

Directors should notify the Board (through the Corporate Secretary) in advance of accepting an invitation to serve on the board or committee of another company. The Board recognizes that a director's ability to fulfill his or her responsibilities as a member of the Board can be impaired if he or she serves on a large number of other boards or board committees. The Corporate Secretary shall inform the CEO and Chairperson of the Board, and the Chairperson of the Governance Committee of all such notifications. The Governance Committee will consider the commitments of a director or candidate to other board memberships in assessing the individual's suitability for election or reelection to the Board.

Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate.

Directors Who Have a Significant Change In Status

A director should notify the Board (through the Corporate Secretary) of his or her retirement from present employment, any change in employer or primary job responsibility, or any significant change that may result in significant time commitments or changes in a director's relationship with Everpure. The Corporate Secretary shall inform the CEO and Chairperson of the Board and the Chairperson of the Governance Committee of all such notifications. While the Board does not believe any director who retires from his or her present employment, or who materially changes his or her position or status, should necessarily leave the Board, there should be an opportunity for the Board, through the Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with Everpure's interests or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the Board (through the Corporate Secretary), who will provide notice to the Chairperson of the Governance Committee (or, if the conflict of interest constitutes a "related person transaction," to the Chairperson of the Audit Committee of the Board). Any material conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse himself or herself from discussion, and abstain from voting on the matter.

ROLE OF THE BOARD OF DIRECTORS

Our stockholders select the Board to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of Everpure and our stockholders. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing Everpure and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of Everpure. Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. We expect directors to maintain an attitude of constructive involvement and oversight, to ask relevant, incisive and probing questions and to require honest and accurate answers. Directors must act with integrity and we expect them to demonstrate a commitment to Everpure, our values and our business and to long-term stockholder value.

DIRECTOR ORIENTATION AND EDUCATION

The Governance Committee may implement an orientation process for directors that includes background material on our policies and procedures, meetings with senior management and visits to our facilities. Everpure may offer continuing education programs to assist the directors in maintaining the level of expertise to perform his or her duties as a director.

DIRECTOR COMPENSATION

The Compensation and Talent Committee (“**Compensation Committee**”) shall review and recommend to the Board for approval the form and amount of director compensation for Board and committee service for non-management directors in accordance with applicable legal and regulatory guidelines. The amount of compensation for non-management directors and committee members should be consistent with market practices of similarly situated companies. In determining compensation, the Board will consider the impact on the director’s independence and objectivity.

BOARD MEETINGS

Number of Meetings

The Board expects to have at least four regular Board meetings each year.

Attendance

We expect our Board members to attend all meetings of the Board and committees on which they serve. Directors must notify the Secretary of circumstances preventing attendance at a meeting.

Preparation and Commitment

Everpure will provide directors with appropriate preparatory materials in advance of a meeting, but in any event not later than three days prior to the meeting, except in unusual circumstances. We expect our directors to rigorously prepare for, attend and participate in all Board and committee meetings. Each director should ensure that other existing and planned future commitments do not materially interfere with the member’s service as director.

Agenda

The Chairperson of the Board will establish a schedule of subjects to be discussed during the year (to the extent this can be foreseen) and an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time and each Board member is free to raise subjects that are not on the agenda.

Executive Session

The independent non-management directors of the Board will meet periodically in executive session but no less than two times per year or such greater number as required by NYSE listing standards. Executive session discussions may include such topics as the independent non-management directors determine. The directors generally shall not take formal action at these sessions, but may make recommendations for consideration by the full Board.

Committee Reports

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chairperson of the appropriate committee will present such report.

BOARD COMMITTEES

Number of Committees; Independence of Members

The committee structure of the Board will consist of at least (a) an Audit Committee, (b) a Compensation Committee and (c) a Governance Committee. The Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee and the Governance Committee shall be composed entirely of independent directors.

Committee Functions and Charters

All standing committees will operate pursuant to a written charter, which sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, new committees formed by the Board will develop a written charter delineating their responsibilities. The charters of all committees will be subject to periodic review and assessment by each committee and each committee shall recommend any proposed charter changes to the Board.

Board Committee Membership

The Governance Committee oversees the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Governance Committee will recommend to the Board annually the chairpersonship and membership of each committee. Prior to such recommendations, the Governance Committee shall consider the interests, independence and experience of the individual directors and the independence and experience requirements of the NYSE, the rules and regulations of the Securities and Exchange Commission and applicable law.

Committee Meetings and Agenda

The committee Chairperson, in consultation with committee members, will determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter. The Chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS

Board members have complete and open access to our management. We expect our Board members to use their judgment to ensure that this contact is not distracting to the operations of Everpure or to management's duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated with the Chief Executive Officer. Board members should copy the Chief Executive Officer on written communications to management whenever appropriate.

The Board and each committee shall have the power to hire, at the expense of Everpure, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of Everpure in advance.

CHIEF EXECUTIVE OFFICER EVALUATION

The Board, based on recommendations from our Compensation and Talent Committee, shall conduct an annual review of the Chief Executive Officer's performance. The Board will evaluate performance based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and the development of management. The Compensation Committee and Board will use the evaluation in the course of their deliberations when considering the compensation of the Chief Executive Officer.

SUCCESSION PLANNING

The Compensation and Talent Committee should develop and periodically review with the Chief Executive Officer a plan with respect to executive officers succession and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to such positions. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

BOARD ASSESSMENT

The Governance Committee may periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from the full Board and others as deemed appropriate. The Governance Committee may also consider and assess the independence of directors. The Governance Committee should provide the results of these evaluations to the Board for further discussion as appropriate.

REVIEW OF GOVERNANCE GUIDELINES

The Governance Committee will periodically review and assess the adequacy of these guidelines and recommend any proposed changes to the Board for approval.