

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	MERGER
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Remington Products Company, L.L.C.		03/26/2004	Limited Liability Company: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Rayovac Corporation
<b>Street Address:</b>	601 Rayovac Drive
<b>Internal Address:</b>	Law Department
<b>City:</b>	Madison
<b>State/Country:</b>	WISCONSIN
<b>Postal Code:</b>	53711-2497
<b>Entity Type:</b>	CORPORATION: WISCONSIN

**PROPERTY NUMBERS Total: 104**

Property Type	Number	Word Mark
Registration Number:	2322248	ACU-VIEW
Registration Number:	1408309	BENDERS
Registration Number:	2265843	BUILT TO SHAVE INCREDIBLY CLOSE
Registration Number:	1502859	CARE SETTER
Registration Number:	2280027	COLOR VIEW
Registration Number:	2462779	DRYADELIC
Registration Number:	2357143	DUAL ACTION
Registration Number:	2474570	EASY-READER
Registration Number:	2339255	FAST-TRACK
Registration Number:	1528301	FUZZ-AWAY
Registration Number:	1565523	HYGIENIC CLIPPER
Registration Number:	1391147	I LIKED IT SO MUCH I BOUGHT THE COMPANY
Registration Number:	2551193	INTERCEPT TRIMMER
Registration Number:	1531675	LADY REMINGTON

**CH \$2615.00 2322248**

Registration Number:	1940739	LADY REMINGTON
Registration Number:	1428064	LEKTRO
Registration Number:	1543298	LEKTRO
Registration Number:	2300640	EASY VIEW
Registration Number:	441201	LEKTRON
Registration Number:	1357665	MICRO SCREEN
Registration Number:	2327340	MICROFLEX
Serial Number:	76510541	MICROSCREEN
Registration Number:	1521571	MICROSHARP
Registration Number:	1405655	MUSCLE MINDER
Registration Number:	2551194	NATURE'S CLOCK BY REMINGTON
Registration Number:	2613190	NATURE'S THERAPY COLLECTION
Serial Number:	78045355	POWER TO LOOK YOUR BEST
Registration Number:	2462796	POWER TO LOOK YOUR BEST
Registration Number:	2300884	PRECISION
Registration Number:	2283980	PRECISION
Registration Number:	2768059	PRECISION PRO
Registration Number:	2298887	PRO AIR
Registration Number:	2574618	PRO AIR PEARLESSENCE
Registration Number:	2236209	REFLEX NODES
Registration Number:	1967474	REMINGTON
Registration Number:	1967481	REMINGTON
Registration Number:	1009949	REMINGTON
Registration Number:	1091858	REMINGTON
Registration Number:	1156146	REMINGTON
Registration Number:	1472924	REMINGTON
Registration Number:	1478550	REMINGTON
Registration Number:	1480838	REMINGTON
Registration Number:	1532739	REMINGTON
Registration Number:	1546845	REMINGTON
Registration Number:	1734704	REMINGTON
Registration Number:	372566	REMINGTON
Registration Number:	416818	REMINGTON
Registration Number:	761721	REMINGTON
Registration Number:	986980	REMINGTON

Registration Number:	989674	REMINGTON
Registration Number:	2420306	REMINGTON
Registration Number:	2647545	REMINGTON
Registration Number:	2561659	REMINGTON
Registration Number:	2699029	REMINGTON
Registration Number:	2495134	REMINGTON
Registration Number:	2570249	REMINGTON
Serial Number:	76535024	REMINGTON
Registration Number:	2039245	REMINGTON EXPRESS SET
Registration Number:	1551381	REMINGTON SHAVERS & KNIVES
Registration Number:	1502526	REMPRO
Registration Number:	1394604	REMROCK
Registration Number:	2356272	RETRO CHROME
Registration Number:	1537945	SAFE-T
Registration Number:	2217842	SALON PERFORMANCE
Registration Number:	838328	SELECTRO
Registration Number:	849758	SELEKTRONIC
Registration Number:	1505516	SHAVER SAVER
Registration Number:	1375509	SHAVES AS CLOSE AS A BLADE OR YOUR MONEY BACK
Registration Number:	2664712	SHAVES INCREDIBLY CLOSE OR YOUR MONEY BACK
Registration Number:	2418428	SHEER GOLD
Registration Number:	2560463	SHIMMER
Registration Number:	1994130	SMART SETTER
Registration Number:	2342194	SMART STYLER
Registration Number:	1493914	SMOOTH & SILKY
Registration Number:	1016788	SON OF A GUN
Registration Number:	2605929	SPEED SETTER
Registration Number:	1396535	STYLE SETTER
Registration Number:	1361607	STYLE SETTER
Registration Number:	1369827	SUPER MESH
Registration Number:	2778600	SUPER SONIC
Registration Number:	1412064	SWORDS OF THE WORLD
Registration Number:	2470661	TCT
Registration Number:	2516012	THE REMINGTON STORE
Registration Number:	1468831	THE RIGHT ANGLE

Registration Number:	2276853	TIGHT CURLS
Registration Number:	1377049	TIME SAVER
Registration Number:	1377050	TIME SAVER
Registration Number:	2562570	TOTAL CLOSENESS OR YOUR MONEY BACK
Registration Number:	2533063	TOTAL CLOSENESS TECHNOLOGY
Registration Number:	2472447	TOUCH OF BEAUTY
Registration Number:	2562592	TRAVEL 'N STYLE
Serial Number:	76484547	TRIM & SHAPE
Registration Number:	1488188	TRIPLE ACTION
Registration Number:	2286544	TRUE TRAVEL
Registration Number:	871682	TRUE-TO-LIGHT
Registration Number:	2854794	TWISTERS
Registration Number:	2559581	TWISTERS
Registration Number:	1439000	ULTIMATE
Serial Number:	76524955	VACUUM TRIM
Registration Number:	1426404	VIC VAC
Registration Number:	1992118	VISIBLE-HEAT
Registration Number:	2396363	VORTEX
Registration Number:	2447130	WILD SIDE
Registration Number:	1437773	XLR

**CORRESPONDENCE DATA**

Fax Number: (203)366-7707  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 203-367-4400 X442  
Email: hughesd@remington-products.com  
Correspondent Name: Rayovac Corporation  
Address Line 1: 60 Main Street  
Address Line 2: Legal Department  
Address Line 4: Bridgeport, CONNECTICUT 06604

**NAME OF SUBMITTER:** Diane C. Hughes

**Total Attachments: 5**  
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**CERTIFICATE OF MERGER**  
**MERGING**  
**REMINGTON PRODUCTS COMPANY, L.L.C.**  
**(a Delaware limited liability company)**  
**WITH AND INTO**  
**RAYOVAC CORPORATION**  
**(a Wisconsin corporation)**

**FIRST:** Remington Products Company, L.L.C., a Delaware limited liability company ("RPC"), and Rayovac Corporation, a Wisconsin corporation and sole member of RPC ("Rayovac"), have agreed that RPC shall be merged with and into Rayovac, with Rayovac as the surviving corporation, in accordance with and pursuant to that certain Agreement and Plan of Merger dated as of March 26, 2004 between RPC and Rayovac.

**SECOND:** The Agreement and Plan of Merger has been approved and executed by each of Rayovac and RPC in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act and Section 180.1104 of the Wisconsin Business Corporation Law. The approval of the shareholders of Rayovac was not required to adopt the Agreement and Plan of Merger.

**THIRD:** The name of the surviving corporation is Rayovac Corporation.

**FOURTH:** The Merger shall become effective at 1:01 a.m. E.S.T. on March 29, 2004.

**FIFTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of Rayovac, the address of which is 601 Rayovac Drive, Madison, WI 53711-6042.

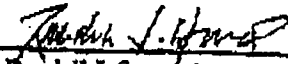
**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by Rayovac, on written request and without cost, to any shareholder or member of Rayovac or RPC.

**SEVENTH:** Rayovac, the surviving corporation, agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of RPC. Rayovac irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such action, suit or proceeding. The address to which the Secretary of State shall mail a copy of any process in such proceeding is:

Rayovac Corporation  
601 Rayovac Drive  
Madison, WI 53711-6042  
Attention: Vice President & General Counsel

**IN WITNESS WHEREOF,** Rayovac, as the surviving corporation, has executed and delivered this Certificate of Merger on the 26th day of March, 2004.

**RAYOVAC CORPORATION**

By:   
Name: Randall J. Steward  
Title: Executive Vice President and C.F.O.

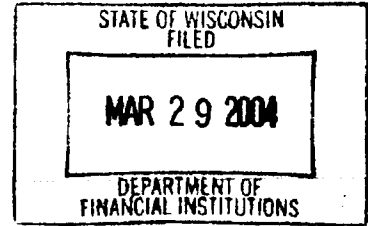
ARTICLES OF MERGER

MERGING

REMINGTON PRODUCTS COMPANY, L.L.C.  
(a Delaware limited liability company)

WITH AND INTO

RAYOVAC CORPORATION  
(a Wisconsin corporation)



STATE OF WISCONSIN  
DEPARTMENT OF FINANCIAL INSTITUTIONS

04 MAR 26 AM 11:53

FIRST: Remington Products Company, L.L.C., a Delaware limited liability company ("RPC"), and Rayovac Corporation, a Wisconsin corporation and sole member of RPC ("Rayovac"), have agreed that RPC shall be merged with and into Rayovac, with Rayovac as the surviving corporation, in accordance with and pursuant to that certain Agreement and Plan of Merger dated as of March 26, 2004 between RPC and Rayovac, a copy of which is attached as Exhibit A to these Articles of Merger.

SECOND: The Agreement and Plan of Merger was approved by Rayovac in accordance with Section 180.1104 of the Wisconsin Business Corporation Law and by RPC in accordance with Section 18-209 of the Delaware Limited Liability Company Act, the manner required by the laws applicable to RPC.

THIRD: The Merger shall become effective at 12:01 a.m. C.S.T. on March 29, 2004.

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IN WITNESS WHEREOF, Rayovac, as the surviving corporation, has executed and delivered these Articles of Merger on the 26<sup>th</sup> day of March, 2004.

RAYOVAC CORPORATION

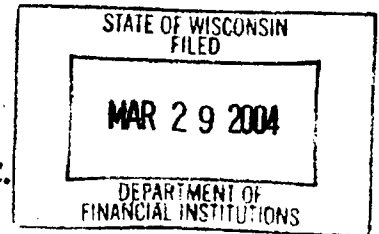
By: Randall J. Steward  
Name: Randall J. Steward  
Title: Executive Vice President and C.F.O.

THIS DOCUMENT } Outside of Wisconsin  
WAS DRAFTED }

**EXHIBIT A  
TO  
ARTICLES OF MERGER  
MERGING  
REMINGTON PRODUCTS COMPANY, L.L.C.  
WITH AND INTO  
RAYOVAC CORPORATION**

**[Agreement and Plan of Merger by which  
Remington Products Company, L.L.C.  
Merges with and into  
Rayovac Corporation]**

**AGREEMENT AND PLAN OF MERGER  
BY WHICH  
REMINGTON PRODUCTS COMPANY, L.L.C.  
MERGES WITH AND INTO  
RAYOVAC CORPORATION**



THIS IS AN AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger") dated as of March 26, 2004 by and between Remington Products Company, L.L.C., a Delaware limited liability company ("RPC"), and Rayovac Corporation, a Wisconsin corporation ("Rayovac") (RPC and Rayovac are sometimes referred to collectively as the "Constituent Companies"), and by which RPC and Rayovac, in consideration of the mutual promises and the terms and conditions set forth below (the mutuality, adequacy and sufficiency of which are hereby acknowledged), hereby agree, intending to be legally bound, as follows:

1. **Background.** Rayovac owns 100% of the membership interests of RPC. This Agreement and Plan of Merger is adopted pursuant to Sections 180.1104, 180.1105 and 180.1107(d) of the Wisconsin Business Corporation Law (the "WBCL") and Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA").
2. **The Merger and the Surviving Corporation.** At the Merger Effective Time (as defined below), RPC shall be merged with and into Rayovac (the "Merger"), which shall be the surviving corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Wisconsin under the name Rayovac Corporation, and the Merger shall otherwise have the effect provided under the laws of the State of Wisconsin and the State of Delaware. It is the intention of Rayovac and RPC that the Merger be treated as a complete liquidation of RPC in compliance with section 332 of the Internal Revenue Code of 1986, as amended.
3. **Articles/Certificate of Merger.** Pursuant to Section 180.1104 and 180.1105 of the WBCL and Section 18-209 of the DLLCA, Rayovac shall execute and file Articles and a Certificate of Merger with the offices of the Wisconsin DFI and the Delaware Secretary of State, respectively.
4. **Merger Effective Time.** The Merger shall be effective at 12:01 a.m. C.S.T. on March 29, 2004 (the "Merger Effective Time").
5. **Manner and Basis of Converting Shares and Membership Interests.** At the Merger Effective Time, the membership interests of RPC that are issued and outstanding immediately prior to the Merger Effective Time shall, by virtue of the Merger and without any further action on the part of any RPC member, be extinguished and canceled, and no Rayovac shares shall be issued in respect of such RPC membership interests. Each share of Rayovac stock that is issued and outstanding immediately prior to the Merger Effective Time shall remain issued and outstanding and unaffected by the Merger.
6. **Articles of Incorporation.** The articles of incorporation of Rayovac, as in effect immediately prior to the Merger Effective Time, shall continue to be the surviving corporation's



articles of incorporation at and after the Merger Effective Time until amended in accordance with applicable law.

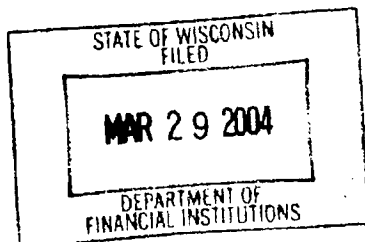
7. Bylaws. The bylaws of Rayovac, as in effect immediately prior to the Merger Effective Time, shall continue to be the surviving corporation's bylaws at and after the Merger Effective Time until amended in accordance with applicable law.

8. Directors and Officers. The persons who are the directors and officers of Rayovac immediately prior to the Merger Effective Time shall continue to be the surviving corporation's directors and officers at and after the Merger Effective Time until changed in accordance with the surviving corporation's bylaws and applicable law.

9. Further Assurances. Upon the execution of this Agreement and Plan of Merger and thereafter, each of the Constituent Companies agrees to do such things as may be reasonably requested by the other in order more effectively to consummate or document the transactions contemplated by this Agreement and Plan of Merger. If at any time the surviving corporation shall consider or be advised that any further assignments or assurances or any things are necessary or desirable to vest in the surviving corporation, in accordance with the terms of this Agreement and Plan of Merger, the title of any property or rights of the merging corporation, then any of the last acting officers of the merging corporation or the officers of the surviving corporation shall execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, or otherwise to carry out the purposes of this Agreement and Plan of Merger or the Merger.

10. Copies. This Agreement and Plan of Merger may be executed in two or more copies, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement and Plan of Merger or its terms to produce or account for more than one of such copies.

DULY EXECUTED and delivered by a duly authorized officer of each of the Constituent Companies, as of the date first above written.



**RAYOVAC CORPORATION**

By: *Randall J. Steward*  
Name: Randall J. Steward  
Title: Executive Vice President and C.F.O.

**REMINGTON PRODUCTS COMPANY,  
L.L.C.**

By: *Randall J. Steward*  
Name: Randall J. Steward  
Title: Vice President