

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM328794

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
United Pet Group, Inc.		11/30/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Spectrum Brands, Inc.		
Street Address:	3001 Deming Way		
City:	Middleton		
State/Country:	WISCONSIN		
Postal Code:	53562		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1321689	NATURE'S MIRACLE	
Registration Number:	1008287	PERFECT COAT	
Registration Number:	1902337	NUTRICOAT	
Registration Number:	2972978	COMPLETE	
CORRESPONDENCE DATA			
Fax Number:	4048156555		
<i>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.</i>			
Phone:	404-815-6500		
Email:	nedwards@kilpatricktownsend.com		
Correspondent Name:	William H. Brewster		
Address Line 1:	1100 Peachtree Street, Suite 2800		
Address Line 2:	Kilpatrick Townsend & Stockton LLP		
Address Line 4:	Alnat, GEORGIA 30309		
ATTORNEY DOCKET NUMBER:	817782		
NAME OF SUBMITTER:	Nancy S. Edwards		
SIGNATURE:	/Nancy S. Edwards/		
DATE SIGNED:	01/13/2015		

OP \$115.00 1321689

Total Attachments: 4

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UNITED PET GROUP, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SPECTRUM BRANDS, INC." UNDER THE NAME OF "SPECTRUM BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF DECEMBER, A.D. 2014, AT 5:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 11:59 O'CLOCK P.M.

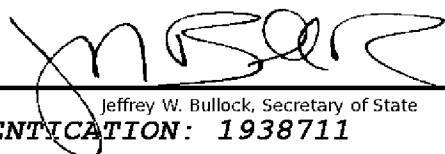
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4707116 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1938711

DATE: 12-09-14

TRADEMARK
REEL: 005439 FRAME: 0547

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

UNITED PET GROUP, INC.

WITH AND INTO

SPECTRUM BRANDS, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Spectrum Brands, Inc., a corporation incorporated on August 28, 2009, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of United Pet Group, Inc., a corporation incorporated on the 8th day of July, 1999, pursuant to the provisions of the General Corporation Law of the State of Delaware ("UPG") and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on November 3, 2014, determined to and will merge into itself UPG, which resolution is in the following words to wit:

"WHEREAS, in connection with certain corporate reorganizational matters involving the Corporation and certain of its affiliates, United Pet Group, Inc., a Delaware corporation and wholly owned subsidiary of the Corporation ("UPG"), is to be merged with and into the Corporation, with the Corporation being the surviving entity of the merger (the "UPG Merger"); and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to approve and adopt the UPG Merger, on such terms and conditions as the officers of the Corporation may determine.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the UPG Merger be, and hereby is, approved and adopted, with such changes as the officers of the Corporation may make in their sole discretion and in the best interest of the Corporation; and be it further

RESOLVED, that the execution, acknowledgement and filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware pursuant to Section 253 of the General Corporation Law of the State of Delaware, in the form attached hereto as Exhibit I be, and hereby are, approved; and

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver all such other instruments and documents, pay or cause to be paid all such costs, fees and disbursements, and do all such other acts and things as any such officer in his or her sole discretion, may from time to time deem necessary or advisable in order to consummate, comply with, or effectuate any of the transactions contemplated by these resolutions and the intent thereof and hereof; and

RESOLVED, that any and all actions authorized by the foregoing resolutions that have been taken prior to the adoption of such resolutions are hereby ratified and confirmed.”

The effective time and date of the Merger shall be 11:59 p.m., Delaware time, on December 31, 2014 (the “Effective Time”).

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, said parent corporation has caused this certificate to be signed by an authorized officer this 30th day of November, 2014.

By:  _____

Name: Nathan E. Fagre

Title: Senior Vice President, Secretary &
General Counsel

[Signature Page to the Certificate of Ownership and Merger (UPG merging into Spectrum)]