

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Southern California Foam, Inc.	10/01/2009
RECEIVING PARTY DATA	
Name:	United Pet Group, Inc.
Street Address:	7794 Five Mile Road
Internal Address:	Suite 190
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45230
PROPERTY NUMBERS Total: 3	
Property Type	Number
Application Number:	08255483
Application Number:	08258710
Application Number:	08963258
CORRESPONDENCE DATA	
Fax Number:	(314)612-2307
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
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Correspondent Name:	Richard L. Bridge
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Address Line 2:	Suite 2600
Address Line 4:	St. Louis, MISSOURI 63102
NAME OF SUBMITTER:	Richard L. Bridge
Total Attachments: 3 source=Assignment - Southern California Foam, Inc. to United Pet Group, Inc.-7958206-1#page1.tif	

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ASSIGNMENT OF PATENTS

WHEREAS, SOUTHERN CALIFORNIA FOAM, INC. ("Assignor"), a corporation organized and existing under the laws of the State of California, is the owner of certain patents, including any inventions described therein, sometimes hereinafter referred to collectively as "the Patents" and identified in Exhibit "A" attached hereto and made a part hereof; and

WHEREAS, UNITED PET GROUP, INC., a corporation organized and existing under the laws of the State of Delaware, with offices at 7794 Five Mile Road, Suite 190, Cincinnati, Ohio 45230 ("Assignee"), desires to acquire all right, title and interest in and to the Patents.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys to Assignee, its successors and assigns, absolutely and forever, the entire right, title and interest in and to the Patents, including, without limitation, each and every invention described in the Patents, any and all provisional, divisional, continuation or other applications describing any and all such inventions, any and all Letters Patent of the United States which may issue on the Patents, including applications, grants for said inventions and the right to sue for infringement thereof, and any and all reissues or re-exams, to have and hold the same to the full end of the term or terms for which any and all Letters Patent are granted or may be granted fully and entirely as the same would have been held by Assignor had this Assignment of Patents not been made; and authorizes and requests the Director of the United States Patent and Trademark Office to issue any Letters Patent to the Assignee.

Assignee acknowledges and agrees to the continuing existence of the security interests in the Patents held by The Bank of New York Mellon, as Collateral Agent pursuant to the Credit Agreement, dated March 30, 2007, among Spectrum Brands, Inc., The Bank of New York Mellon (successor to Goldman Sachs Credit Partners L.P.), as administrative agent, collateral agent and syndication agent, Bank of America, N.A.

(successor to Wachovia Bank, National Association), as deposit agent and letter of credit issuer, and the lenders party thereto (as amended or otherwise modified through the date hereof), which such security interests, shall, in each case, be and remain in full force and effect following the transfer of assets pursuant to this Assignment of Patents.

IN WITNESS WHEREOF, Assignor has executed this Assignment of Patents to be effective as of October 1, 2009.

SOUTHERN CALIFORNIA FOAM, INC.



Thomas M. Parker, Assistant Secretary &
Chief Intellectual Property Counsel

Signed for and executed on behalf of United Pet Group, Inc., a Delaware corporation, to be effective as of October 1, 2009.

UNITED PET GROUP, INC.



Thomas M. Parker, Assistant Secretary &
Chief Intellectual Property Counsel

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Exhibit "A"

Attached to and made a part of that certain Assignment of Patents between Southern California Foam, Inc., as Assignor, and United Pet Group, Inc., as Assignee, and effective as of October 1, 2009.

U.S. Application No.	Filing Date	US Patent No.	Issue Date
08/255,483	08-Jun-1994	5,445,275	29-Aug-1995
08/258,710	13-Jun-1994	5,564,454	15-Oct-1996
08/963,258	28-Oct-1997	5,878,551	09-Mar-1999

*** * * End of Exhibit "A" * * ***