

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2012

CONVEYING PARTY DATA

Name	Execution Date
Tetra Holding (US), Inc.	09/28/2012

RECEIVING PARTY DATA

Name:	United Pet Group, Inc.
Street Address:	601 Rayovac Drive
City:	Madison
State/Country:	WISCONSIN
Postal Code:	53711

PROPERTY NUMBERS Total: 12

Property Type	Number
Patent Number:	5449454
Patent Number:	5401401
Patent Number:	5423978
Patent Number:	5419831
Patent Number:	5618419
Patent Number:	5603831
Patent Number:	5853591
Patent Number:	5779885
Patent Number:	5679253
Patent Number:	5868926
Patent Number:	D410992
Patent Number:	6770194

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: dgaier@paulweiss.com, emendes@paulweiss.com

Correspondent Name: Danielle L. Gaier

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ATTORNEY DOCKET NUMBER:

19440-017

NAME OF SUBMITTER:

Danielle L. Gaier

Total Attachments: 4

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**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Sections 253 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is UNITED PET GROUP, INC., a Delaware corporation ("United Pet"), and TETRA HOLDING (US), INC., a Delaware corporation ("Tetra"). United Pet is the parent of Tetra, owning 100% of the issued and outstanding stock of Tetra.

SECOND: A copy of the Unanimous Written Consent of the Board of Directors of the parent corporation, UNITED PET GROUP, INC., adopted on September 28, 2012, with resolutions approving the merger, is attached hereto as Exhibit A.

THIRD: The name of the surviving corporation is UNITED PET GROUP, INC., a Delaware corporation.

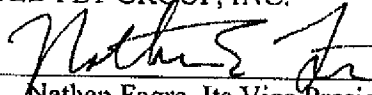
FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective upon the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State.

[Signature contained on next page]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28th day of September, 2012.

UNITED PET GROUP, INC.

By: 
Nathan Fagre, Its Vice President

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Exhibit A

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS
OF
UNITED PET GROUP, INC.

September 28, 2012

The undersigned, being all of the members of the Board of Directors (the "Board") of UNITED PET GROUP, INC., a Delaware corporation (the "Company"), acting by unanimous written consent in lieu of a special meeting of the Board, hereby authorize and approve the resolutions set forth below effective as of the date set forth above and hereby direct the Secretary of the Company to place this consent in the minutes of the proceedings of the Board:

MERGER WITH TETRA HOLDING

WHEREAS, the Company is the sole shareholder of TETRA HOLDING (US), INC., a Delaware corporation ("Tetra");

WHEREAS, the Board has been presented with the attached Agreement and Plan of Merger (the "Agreement and Plan of Merger"), which contemplates merging Tetra into the Company, with the Company being the surviving corporation (the "Merger"); and

WHEREAS, the Board has determined that it is in the best interests of the Company to consummate the Merger and to authorize and approve the Agreement and Plan of Merger in connection therewith.

NOW, THEREFORE, BE IT

RESOLVED, that the Agreement and Plan of Merger and the Merger is hereby approved in all respects with such changes as any officer of the Company may approve, the signature of such officer to be conclusive evidence of such approval; and

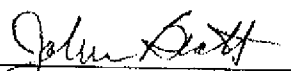
FURTHER RESOLVED, that each President, any Vice President, the Treasurer, the Secretary or any other officer of the Company (each, an "Authorized Officer") shall be, and hereby is, severally authorized, on behalf of the Company, to execute and deliver the Agreement and Plan of Merger, and any and all other documents required, including, but not limited to, a Certificate of Merger for the State of Delaware, and to take any action necessary or appropriate to complete the Merger.

FURTHER ACTIONS

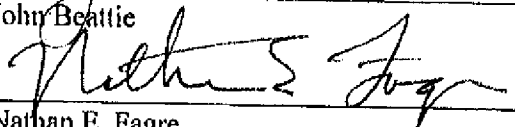
RESOLVED, that each Authorized Officer shall be, and hereby is severally authorized and directed to do or cause to be done any and all such acts and things and execute and deliver any and all such further documents as shall be necessary or appropriate to accomplish the purposes of the foregoing resolutions.

Executed by each of the undersigned as of the date first set above.

DIRECTORS:



John Beattie



Nathan E. Fagre

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Unanimous Written Consent of the Board of Directors of United Pet Group, Inc./Merger

Page 2