

TRADEMARK 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	Formerly	Execution Date	Entity Type
Tetra Holding (US), Inc.		09/28/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 156

Property Type	Number	Word Mark
Registration Number:	1469046	
Registration Number:	2395967	ACE
Registration Number:	2127280	ACTION CLEANING PACK
Registration Number:	1613596	ACURA
Registration Number:	2993344	AIRMASTER
Registration Number:	2276037	AMMEX
Registration Number:	1567739	AMMONIA CHLORAMINE ELIMINATOR
Registration Number:	2203660	AMMONIA CLEAR
Registration Number:	1188263	AMMONIA SORB
Registration Number:	1171824	AMMONIA SORBER
Registration Number:	1676470	ANCHORS AWAY
Registration Number:	1749186	AQUARI CLEAN
Registration Number:	2299785	AQUARIUM SUCCESS MADE SIMPLE

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Registration Number:	3017198	AQUA-TECH
Registration Number:	2058355	BAG BUDDIES
Registration Number:	1154341	BINOX
Registration Number:	1372525	BIO-BAG
Registration Number:	2789505	BIO-BLEND
Registration Number:	2778491	BIO-COAT
Registration Number:	2067829	BIO-FOAM
Registration Number:	2875331	BIO-GARD
Registration Number:	1956224	BIOGRID
Registration Number:	2897693	BIO-SAFE
Registration Number:	2730520	BIO-SPIRA
Registration Number:	1673431	BIO-WHEEL
Registration Number:	2396284	BLACK DIAMOND
Registration Number:	2505406	BOWL BUDDIES
Registration Number:	1246116	CLEAR WATER
Registration Number:	2143455	CLEAR-ZYME
Registration Number:	2850407	CLUB JUNGLE
Registration Number:	2850421	CLUB JUNGLE RETAILER
Registration Number:	2601019	CO2 FIZZ FACTORY
Registration Number:	3530371	CORNER-FLO
Registration Number:	2290729	CORRECT PH
Registration Number:	2396285	DIAMOND BLEND
Registration Number:	1886021	DUETTO
Registration Number:	2088320	ECLIPSE
Registration Number:	2407318	EXPLORER
Registration Number:	2839716	EZ TANKCARE
Registration Number:	1836249	FANCYPLANTS
Registration Number:	2893345	FIN CLUB
Registration Number:	2934341	FISH CARE MADE EASY
Registration Number:	2665859	
Registration Number:	1110319	
Registration Number:	2770880	FIZZ TAB SYSTEM
Registration Number:	2303043	FIZZ TAB SYSTEM
Registration Number:	2682717	FOR THE LIFE OF YOUR FISH
Registration Number:	2244040	FOUNTAIN BLOCK

	2695497	FOUNTAIN KEEPER
Registration Number:	3001247	FUN FACTORY
Registration Number:	2180301	FUNGUS CLEAR
Registration Number:	2381023	FUNGUS ELIMINATOR
Registration Number:	2180090	FUNGUS GUARD
Registration Number:	1136570	GOLD FIX
Registration Number:	1295578	GOLDFISH LIFE
Registration Number:	1518551	GRAVEL WASH
Registration Number:	1192376	HOLDEX
Registration Number:	2135892	HOLDFAST
Registration Number:	1600301	HOLE-N-HEAD GUARD
Registration Number:	1148175	HYPNO
Registration Number:	1740459	ICK CARE
Registration Number:	2169434	ICK CLEAR
Registration Number:	1830965	ICK GUARD
Registration Number:	1948571	IMPELLAIR
Registration Number:	853463	INSTANT OCEAN
Registration Number:	1140144	INSTO CHLOR
Registration Number:	1600302	INTERNAL PARASITE GUARD
Registration Number:	2410384	JUNGLE
Registration Number:	2741330	JUNGLE
Registration Number:	1011986	JUNGLE
Registration Number:	2582147	JUNGLE
Registration Number:	1963484	JUNGLE
Registration Number:	2764096	JUNGLE
Registration Number:	1746253	JUNGLE POND
Registration Number:	1904543	JUNGLETALK
Registration Number:	1582528	JUNIOR
Registration Number:	2957887	LIFE SCIENCE SYSTEM
Registration Number:	2948142	LIFEGUARD
Registration Number:	3396105	LIFEGUARD
Registration Number:	1310685	LIME OFF
Registration Number:	1652830	MAGI CLEAR
Registration Number:	1450698	MAGNUM
Registration Number:	2671497	MARINELAND

	2754278	MARINELAND LABS
Registration Number:	2947969	MARINELAND LABS LIFE SCIENCE SYSTEM
Registration Number:	1687560	MAXI JET
Registration Number:	1921945	MECHANICHEM
Registration Number:	1569019	MEGA MEDIA
Registration Number:	2049725	MICRO-JET
Registration Number:	1915827	MILLENNIUM
Registration Number:	1784740	MINI-JET
Registration Number:	1149527	MOLLY BRIGHT
Registration Number:	1675850	NEPTUNE
Registration Number:	1739319	NET SOAK
Registration Number:	2873894	NO MORE ALGAE
Registration Number:	2252095	NO MORE ALGAE
Registration Number:	2620915	NO MORE FOAM
Registration Number:	2604527	NO MORE WHITE SCALE
Registration Number:	2286062	PARASITE CLEAR
Registration Number:	1345547	PARASITE GUARD
Registration Number:	1442060	PENGUIN
Registration Number:	3025898	PEPSO FOOD
Registration Number:	1088687	PERFECTO
Registration Number:	2029501	PH DECREASER
Registration Number:	2031428	PH INCREASER
Registration Number:	2183140	PLANT CARE
Registration Number:	2927374	PLANT CARE
Registration Number:	3009931	PLANT CARE SOLUTIONS
Registration Number:	2890818	PLANT CARE SOLUTIONS
Registration Number:	1207689	PLANT SAVER
Registration Number:	1229056	POND BLOCK
Registration Number:	1923188	POND GUARD
Registration Number:	3211878	POND OXY CLEAR
Registration Number:	1742044	POND START
Registration Number:	1781989	POND WATER CLEAR
Registration Number:	2228365	POND WATER SHADE
Registration Number:	2478933	QUICK DIP
Registration Number:	1684942	REEF CRYSTALS

	2084031	REEF EVOLUTION
Registration Number:	1675044	REGENT
Registration Number:	2825970	SCIENCE FOR FISHKEEPING SUCCESS
Registration Number:	1413934	SEA CURE
Registration Number:	1675060	SEA SCOPE
Registration Number:	3058491	SEABUFFER
Registration Number:	2603613	SEAGARDEN
Registration Number:	1275118	SECOND NATURE
Registration Number:	1188307	SERI CLEAN
Registration Number:	1840178	SHIMMY BLOCK
Registration Number:	1607897	SHIP RIGHT
Registration Number:	1130356	SILAFLEX
Registration Number:	3001248	SMART TOYS
Registration Number:	1446354	SOFTNET
Registration Number:	1036495	START RIGHT
Registration Number:	2225963	START ZYME
Registration Number:	2721662	STEALTH
Registration Number:	3164569	STEALTH
Registration Number:	2136278	TANK BUDDIES
Registration Number:	2363092	TIDEPPOOL
Registration Number:	1974941	TURBO-VENTURI
Registration Number:	1888518	TWISTER
Registration Number:	1607898	VELVET GUARD
Registration Number:	2125982	VISI-LUX
Registration Number:	2983296	VISI-THERM
Registration Number:	1433726	VISI-THERM
Registration Number:	2200748	WATER CLEAR
Registration Number:	2167465	WATER SAFE PLUS
Registration Number:	3121600	WATER'S EDGE
Registration Number:	2824967	WATERSCAPES
Registration Number:	2704849	WHISPER
Registration Number:	1078246	WHISPER
Registration Number:	1403127	WHISPER
Registration Number:	2396286	WHITE DIAMOND
Registration Number:	1387539	WONDER TUBE

	77658161	MARINE CHIPS
Serial Number:	77658153	MARINE STABILIZER
Serial Number:	77658120	REEF ACCELERATOR

**CORRESPONDENCE DATA**

Fax Number:  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Email: dgaier@paulweiss.com, emendes@paulweiss.com  
 Correspondent Name: Danielle L. Gaier  
 Address Line 1: 1285 Avenue of the Americas  
 Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	19440-017
NAME OF SUBMITTER:	Danielle L. Gaier
Signature:	/Danielle L. Gaier/
Date:	11/13/2012

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.

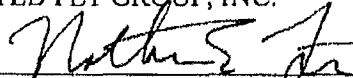
FIFTH: The merger is to become effective upon the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State.

[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

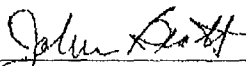
FURTHER RESOLVED, that each President, any Vice President, the Treasurer, the Secretary or any other officer of the Company (each, an "Authorized Officer") shall be, and hereby is, severally authorized, on behalf of the Company, to execute and deliver the Agreement and Plan of Merger, and any and all 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.

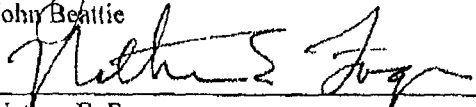
FURTHER ACTIONS

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

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