

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																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Tetra Holding (US), Inc.</td> <td></td> <td>09/28/2012</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Tetra Holding (US), Inc.		09/28/2012	CORPORATION: DELAWARE																
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<table border="1"> <tr> <td>Name:</td> <td colspan="3">United Pet Group, Inc.</td> </tr> <tr> <td>Street Address:</td> <td colspan="3">601 Rayovac Drive</td> </tr> <tr> <td>City:</td> <td colspan="3">Madison</td> </tr> <tr> <td>State/Country:</td> <td colspan="3">WISCONSIN</td> </tr> <tr> <td>Postal Code:</td> <td colspan="3">53711</td> </tr> <tr> <td>Entity Type:</td> <td colspan="3">CORPORATION: DELAWARE</td> </tr> </table>				Name:	United Pet Group, Inc.			Street Address:	601 Rayovac Drive			City:	Madison			State/Country:	WISCONSIN			Postal Code:	53711			Entity Type:	CORPORATION: DELAWARE		
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CORRESPONDENCE DATA																											
<p>Fax Number:</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Email: emendes@paulweiss.com, dgaier@paulweiss.com</p> <p>Correspondent Name: Danielle L. Gaier</p> <p>Address Line 1: 1285 Avenue of the Americas</p> <p>Address Line 4: New York, NEW YORK 10019-6064</p>																											
ATTORNEY DOCKET NUMBER:	19440-017																										
NAME OF SUBMITTER:	Danielle L. Gaier																										
Signature:	/Danielle L. Gaier/																										

Date:

01/15/2013

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.

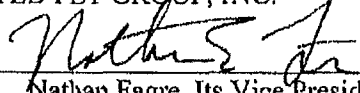
FIFTH: The merger is to become effective upon the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State.

[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

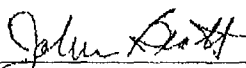
FURTHER RESOLVED, that each President, any Vice President, the Treasurer, the Secretary or any other officer of the Company (each, an "Authorized Officer") shall be, and hereby is, severally authorized, on behalf of the Company, to execute and deliver the Agreement and Plan of Merger, and any and all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

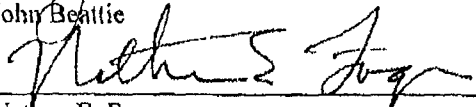
RESOLVED, that each Authorized Officer shall be, and hereby is severally authorized and directed to do or cause to be done any and all such acts and things and execute and deliver any and all such further documents as shall be necessary or appropriate to accomplish the purposes of the foregoing resolutions.

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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