

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Merger

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rovcal, Inc.		08/20/2013	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Spectrum Brands, Inc.
Street Address:	601 Rayovac Drive, Law Department
City:	Madison
State/Country:	WISCONSIN
Postal Code:	53711
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Serial Number:	75029463	AIRPOWER
Serial Number:	74005162	EXTRA
Serial Number:	73652058	FUZZ-AWAY
Serial Number:	73684437	LOUD 'N CLEAR
Serial Number:	75224648	MAXIMUM
Serial Number:	75486446	PRECISION
Serial Number:	75409458	PRECISION
Serial Number:	74641430	PRO LINE
Serial Number:	77581230	RAYOVAC
Serial Number:	73749935	RAYOVAC
Serial Number:	71472710	REMINGTON
Serial Number:	72157429	REMINGTON
Serial Number:	72427507	REMINGTON
Serial Number:	72430068	REMINGTON

OP \$915.00 75029463

Serial Number:	72430506	REMINGTON
Serial Number:	76535024	REMINGTON
Serial Number:	73015371	REMINGTON
Serial Number:	73212115	REMINGTON
Serial Number:	73647584	REMINGTON
Serial Number:	73644078	REMINGTON
Serial Number:	77181509	REMINGTON
Serial Number:	77826897	REMINGTON
Serial Number:	85224084	REMINGTON
Serial Number:	85542144	REMINGTON
Serial Number:	85739023	REMINGTON
Serial Number:	85956169	REMINGTON
Serial Number:	77448360	REMINGTON
Serial Number:	73649608	SMOOTH & SILKY
Serial Number:	85577764	SMOOTH & SILKY
Serial Number:	85956173	SONIC FRESH
Serial Number:	71643373	SPORTSMAN
Serial Number:	85956176	SURESONIC
Serial Number:	85956175	SURESONIC PLUS
Serial Number:	78432106	WET2STRAIGHT
Serial Number:	73439699	WORKHORSE
Serial Number:	85236285	XCELL

**CORRESPONDENCE DATA**

Fax Number: 4048156555  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
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: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	56664-817783
NAME OF SUBMITTER:	Nancy S. Edwards
Signature:	/Nancy S. Edwards/

08/28/2013

**Total Attachments: 22**

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**PART III**

**MERGER OF ROVCAL, INC. (WI)  
INTO SPECTRUM BRANDS, INC.  
(DE)**

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is SPECTRUM BRANDS, INC., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is ROVCAL, INC., a Wisconsin corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is SPECTRUM BRANDS, INC., a Delaware corporation.

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

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 1,000 shares with no par value.


**SIXTH:** The merger is to become effective on August 25, 2013.

**SEVENTH:** The Agreement and Plan of Merger is on file at 601 Rayovac Drive, Madison, Wisconsin 53711, the place of business of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF,** said surviving corporation has caused this certificate to be signed by an authorized officer, the 20<sup>th</sup> day of August, 2013.

SPECTRUM BRANDS, INC.

By:   
Nathan E. Fagre, Its Vice President, General  
Counsel, and Secretary



**RECEIVED**

**AUG 20 2013**

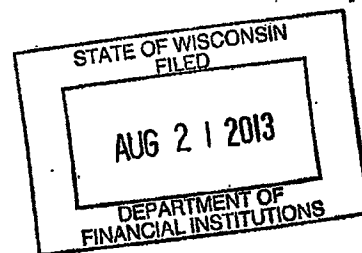
**Wisconsin Dept of  
Financial Institutions**

**ARTICLES OF MERGER  
MERGING  
ROVCAL, INC.  
WITH AND INTO  
SPECTRUM BRANDS, INC.**

In accordance with Section 180.1104 of the Wisconsin Statutes, SPECTRUM BRANDS, INC., a Delaware corporation (the "Company"), and ROVCAL, INC., a Wisconsin corporation ("ROVCAL"), certify as follows:

1. The name of the non-surviving entity is ROVCAL, INC., a corporation existing under the laws of the State of Wisconsin.
2. The name of the surviving entity is SPECTRUM BRANDS, INC., a corporation existing under the laws of the State of Delaware.
3. ROVCAL does not have a fee simple ownership interest in any Wisconsin real estate.
4. The surviving entity is a domestic or foreign business corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with Section 180.11045 and the requirements of Section 180.11045(2) have been satisfied.
5. An Agreement and Plan of Merger, dated as of August 20, 2013 (the "Plan of Merger"), by and between the Company and ROVCAL (collectively, the "Constituent Entities"), providing for the merger of ROVCAL with and into the Company (the "Merger") in the form attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by ROVCAL in accordance with Section 180.1102 of the Wisconsin Statutes and by the Company in accordance with the General Corporation Law of the State of Delaware.
6. The merger is to become effective upon the later to occur of the filing of the Certificate of Merger with the Delaware Secretary of State or August 25, 2013.

[Signature Page Follows]



IN WITNESS WHEREOF, the Company and ROVCAL certify to the truth of the facts stated herein and execute and deliver these Articles of Merger as of the August 20<sup>th</sup>, 2013.

ROVCAL, INC.

By: *John Beattie*  
John Beattie, Its Vice President and  
Treasurer

SPECTRUM BRANDS, INC.

By: *Nathan E. Fagre*  
Nathan E. Fagre, Its Vice President,  
General Counsel, and Secretary

**Drafted by:**  
Diane L. Ketcher, Paralegal  
Barnes & Thornburg LLP  
225 S 6<sup>th</sup> Street, Suite 2800  
Minneapolis, MN 55402  
Tel: 612.333.2111  
Email: [diane.ketcher@btlaw.com](mailto:diane.ketcher@btlaw.com)





EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of the 20th day of August, 2013, by and between SPECTRUM BRANDS, INC., a Delaware corporation ("Spectrum"), and ROVCAL, INC., a Wisconsin corporation ("ROVCAL") (Spectrum and ROVCAL are sometimes referred to individually as a "Constituent Corporation" and collectively as the "Constituent Corporations").

WHEREAS, all of the issued and outstanding shares of capital stock of ROVCAL are owned of record and held by Spectrum; and

WHEREAS, the Boards of Directors of Spectrum and ROVCAL have determined that it is advisable and in the best interests of each Constituent Corporation to merge ROVCAL with and into Spectrum upon the terms and subject to the conditions herein provided (the "Merger");

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions set forth herein, each of the Constituent Corporations hereby agrees as follows:

1. Name and Place of Incorporation of Constituent Corporation and Surviving Corporation. The names of each of the Constituent Corporations in the Merger are SPECTRUM BRANDS, INC., having been incorporated in the State of Delaware, and ROVCAL HOLDING COMPANY, INC., having been incorporated in the State of Wisconsin. The surviving corporation (the "Surviving Corporation") in the Merger will be Spectrum. The name of the Surviving Corporation will be "SPECTRUM BRANDS, INC." The disappearing corporation in the Merger will be ROVCAL, INC.

2. Terms and Conditions of Merger. The Merger shall be effective upon the later to occur of the filing of a Certificate of Merger with the Delaware Secretary of State or August 25, 2013 (the "Effective Time"). At the Effective Time, the separate existence of ROVCAL shall cease and ROVCAL shall be merged with and into Spectrum, and Spectrum shall be the Surviving Corporation.

3. Manner and Basis of Converting Ownership Interests. At the Effective Time, each of the shares of capital stock of ROVCAL that are issued and outstanding immediately before the Effective Time shall be canceled and extinguished.

4. Other Provisions:

4.1 Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Spectrum in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.

4.2 Governance. The directors and officers of Spectrum holding such positions immediately prior to the Effective Time shall be directors and officers of the Surviving Corporation.

4.3 Bylaws. The Bylaws of Spectrum immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

4.4 Property and Liabilities. As of the Effective Time, Spectrum shall be possessed of all the property, rights, privileges and franchises of ROVCAL, and shall assume all of ROVCAL's liabilities and obligations.

The foregoing Agreement and Plan of Merger was duly adopted by the unanimous written consent of even date herewith of the Board of Directors of Spectrum and by the unanimous written consent of even date herewith of the Board of Directors of ROVCAL.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement and Plan of Merger to be executed as of the date first written above.

SPECTRUM BRANDS, INC.

By: Nathan E. Fagre  
Nathan E. Fagre, Its Vice President, General  
Counsel, and Secretary

ROVCAL, INC.

By: John Beattie  
John Beattie, Its Vice President and  
Treasurer



## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** is entered into as of the 20th day of August, 2013, by and between SPECTRUM BRANDS, INC., a Delaware corporation ("Spectrum"), and ROVCAL, INC., a Wisconsin corporation ("**ROVCAL**") (Spectrum and ROVCAL are sometimes referred to individually as a "**Constituent Corporation**" and collectively as the "**Constituent Corporations**").

**WHEREAS**, all of the issued and outstanding shares of capital stock of ROVCAL are owned of record and held by Spectrum; and

**WHEREAS**, the Boards of Directors of Spectrum and ROVCAL have determined that it is advisable and in the best interests of each Constituent Corporation to merge ROVCAL with and into Spectrum upon the terms and subject to the conditions herein provided (the "**Merger**");

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements and provisions set forth herein, each of the Constituent Corporations hereby agrees as follows:

1. Name and Place of Incorporation of Constituent Corporation and Surviving Corporation. The names of each of the Constituent Corporations in the Merger are SPECTRUM BRANDS, INC., having been incorporated in the State of Delaware, and ROVCAL HOLDING COMPANY, INC., having been incorporated in the State of Wisconsin. The surviving corporation (the "**Surviving Corporation**") in the Merger will be Spectrum. The name of the Surviving Corporation will be "SPECTRUM BRANDS, INC." The disappearing corporation in the Merger will be ROVCAL, INC.

2. Terms and Conditions of Merger. The Merger shall be effective upon the later to occur of the filing of a Certificate of Merger with the Delaware Secretary of State or August 25, 2013 (the "**Effective Time**"). At the Effective Time, the separate existence of ROVCAL shall cease and ROVCAL shall be merged with and into Spectrum, and Spectrum shall be the Surviving Corporation.

3. Manner and Basis of Converting Ownership Interests. At the Effective Time, each of the shares of capital stock of ROVCAL that are issued and outstanding immediately before the Effective Time shall be canceled and extinguished.

4. Other Provisions:

4.1 Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Spectrum in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.

4.2 Governance. The directors and officers of Spectrum holding such positions immediately prior to the Effective Time shall be directors and officers of the Surviving Corporation.

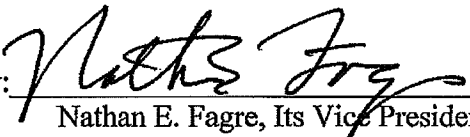
4.3 Bylaws. The Bylaws of Spectrum immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

4.4 Property and Liabilities. As of the Effective Time, Spectrum shall be possessed of all the property, rights, privileges and franchises of ROVCAL, and shall assume all of ROVCAL's liabilities and obligations.


The foregoing Agreement and Plan of Merger was duly adopted by the unanimous written consent of even date herewith of the Board of Directors of Spectrum and by the unanimous written consent of even date herewith of the Board of Directors of ROVCAL.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused this Agreement and Plan of Merger to be executed as of the date first written above.

SPECTRUM BRANDS, INC.

By:   
Nathan E. Fagre, Its Vice President, General  
Counsel, and Secretary

ROVCAL, INC.

By:   
John Beattie, Its Vice President and  
Treasurer



**UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS  
OF  
SPECTRUM BRANDS, INC.**

August 20, 2013

The undersigned, being all of the members of the Board of Directors (the "**Board**") of SPECTRUM BRANDS, 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 ROVCAL**

**WHEREAS**, the Company is the sole shareholder of ROVCAL, INC., a Wisconsin corporation ("**ROVCAL**");

**WHEREAS**, the Board has been presented with the attached Agreement and Plan of Merger (the "**Agreement and Plan of Merger**"), which contemplates merging ROVCAL 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.

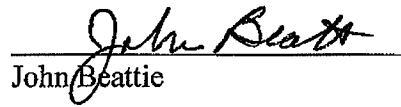
**FURTHER ACTIONS**

**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:**

  
Nathan E. Fagre

  
John Beattie



**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** is entered into as of the 20th day of August, 2013, by and between SPECTRUM BRANDS, INC., a Delaware corporation ("Spectrum"), and ROVCAL, INC., a Wisconsin corporation ("ROVCAL") (Spectrum and ROVCAL are sometimes referred to individually as a "Constituent Corporation" and collectively as the "Constituent Corporations").

**WHEREAS**, all of the issued and outstanding shares of capital stock of ROVCAL are owned of record and held by Spectrum; and

**WHEREAS**, the Boards of Directors of Spectrum and ROVCAL have determined that it is advisable and in the best interests of each Constituent Corporation to merge ROVCAL with and into Spectrum upon the terms and subject to the conditions herein provided (the "Merger");

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements and provisions set forth herein, each of the Constituent Corporations hereby agrees as follows:

1. Name and Place of Incorporation of Constituent Corporation and Surviving Corporation. The names of each of the Constituent Corporations in the Merger are SPECTRUM BRANDS, INC., having been incorporated in the State of Delaware, and ROVCAL HOLDING COMPANY, INC., having been incorporated in the State of Wisconsin. The surviving corporation (the "Surviving Corporation") in the Merger will be Spectrum. The name of the Surviving Corporation will be "SPECTRUM BRANDS, INC." The disappearing corporation in the Merger will be ROVCAL, INC.

2. Terms and Conditions of Merger. The Merger shall be effective upon the later to occur of the filing of a Certificate of Merger with the Delaware Secretary of State or August 25, 2013 (the "Effective Time"). At the Effective Time, the separate existence of ROVCAL shall cease and ROVCAL shall be merged with and into Spectrum, and Spectrum shall be the Surviving Corporation.

3. Manner and Basis of Converting Ownership Interests. At the Effective Time, each of the shares of capital stock of ROVCAL that are issued and outstanding immediately before the Effective Time shall be canceled and extinguished.

4. Other Provisions:

4.1 Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Spectrum in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.

4.2 Governance. The directors and officers of Spectrum holding such positions immediately prior to the Effective Time shall be directors and officers of the Surviving Corporation.

4.3 Bylaws. The Bylaws of Spectrum immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

4.4 Property and Liabilities. As of the Effective Time, Spectrum shall be possessed of all the property, rights, privileges and franchises of ROVCAL, and shall assume all of ROVCAL's liabilities and obligations.

The foregoing Agreement and Plan of Merger was duly adopted by the unanimous written consent of even date herewith of the Board of Directors of Spectrum and by the unanimous written consent of even date herewith of the Board of Directors of ROVCAL.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused this Agreement and Plan of Merger to be executed as of the date first written above.

SPECTRUM BRANDS, INC.

By: \_\_\_\_\_  
Nathan E. Fagare, Its Vice President

ROVCAL, INC.

By: \_\_\_\_\_  
Nathan E. Fagare, Its Secretary

**TRADEMARK**  
**REEL: 005099 FRAME: 0098**

**WRITTEN CONSENT OF  
THE SOLE SHAREHOLDER AND  
THE BOARD OF DIRECTORS  
OF  
ROVCAL, INC.**

**August 20, 2013**

The undersigned, being the sole stockholder (the "**Shareholder**") and all of the members of the Board of Directors (the "**Board**") of ROVCAL, INC., a Wisconsin corporation (the "**Company**"), acting by unanimous written consent in lieu of a meeting of the Shareholder and Board, hereby authorize and approve the resolutions set forth below effective as of the date set forth above and hereby directs the Secretary of the Company to place this consent in the minutes of the proceedings of the Board:

**MERGER INTO SPECTRUM BRANDS, INC.**

**WHEREAS**, the Shareholder and the Board have been presented with the attached Agreement and Plan of Merger (the "**Agreement and Plan of Merger**") which contemplates the merger (the "**Merger**") of the Company with and into its parent corporation, SPECTRUM BRANDS, INC., a Delaware corporation (the "**Parent**"), with the Parent being the surviving corporation; and

**WHEREAS**, the Shareholder and the Board have 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

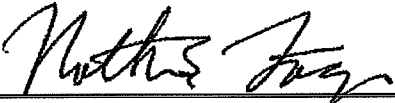
**FURTHER RESOLVED**, that each President, any Vice President, the Treasurer, the Secretary or any other officer of the Company (each, an "**Authorized Officer**") shall be, and hereby is, severally authorized, on behalf of the Company, to execute and deliver the Agreement and Plan of Merger, and to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

**FURTHER 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.

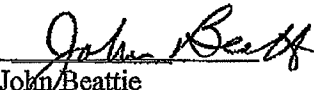
**SHAREHOLDER:**

SPECTRUM BRANDS, INC.

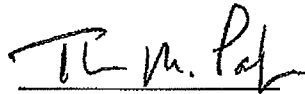
By:   
Nathan E. Fagre, Its Vice President,  
General Counsel, and Secretary

**DIRECTORS:**

  
Nathan E. Fagre

  
John Beattie

  
Heather Clefisch

  
Thomas M. Parker

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

**TRADEMARK**

**REEL: 005099 FRAME: 0101**

## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** is entered into as of the 20th day of August, 2013, by and between SPECTRUM BRANDS, INC., a Delaware corporation ("Spectrum"), and ROVCAL, INC., a Wisconsin corporation ("**ROVCAL**") (Spectrum and ROVCAL are sometimes referred to individually as a "**Constituent Corporation**" and collectively as the "**Constituent Corporations**").

**WHEREAS**, all of the issued and outstanding shares of capital stock of ROVCAL are owned of record and held by Spectrum; and

**WHEREAS**, the Boards of Directors of Spectrum and ROVCAL have determined that it is advisable and in the best interests of each Constituent Corporation to merge ROVCAL with and into Spectrum upon the terms and subject to the conditions herein provided (the "**Merger**");

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements and provisions set forth herein, each of the Constituent Corporations hereby agrees as follows:

1. Name and Place of Incorporation of Constituent Corporation and Surviving Corporation. The names of each of the Constituent Corporations in the Merger are SPECTRUM BRANDS, INC., having been incorporated in the State of Delaware, and ROVCAL HOLDING COMPANY, INC., having been incorporated in the State of Wisconsin. The surviving corporation (the "**Surviving Corporation**") in the Merger will be Spectrum. The name of the Surviving Corporation will be "SPECTRUM BRANDS, INC." The disappearing corporation in the Merger will be ROVCAL, INC.

2. Terms and Conditions of Merger. The Merger shall be effective upon the later to occur of the filing of a Certificate of Merger with the Delaware Secretary of State or August 25, 2013 (the "**Effective Time**"). At the Effective Time, the separate existence of ROVCAL shall cease and ROVCAL shall be merged with and into Spectrum, and Spectrum shall be the Surviving Corporation.

3. Manner and Basis of Converting Ownership Interests. At the Effective Time, each of the shares of capital stock of ROVCAL that are issued and outstanding immediately before the Effective Time shall be canceled and extinguished.

4. Other Provisions:

4.1 Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Spectrum in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation.

4.2 Governance. The directors and officers of Spectrum holding such positions immediately prior to the Effective Time shall be directors and officers of the Surviving Corporation.

4.3 Bylaws. The Bylaws of Spectrum immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.



4.4 Property and Liabilities. As of the Effective Time, Spectrum shall be possessed of all the property, rights, privileges and franchises of ROVCAL, and shall assume all of ROVCAL's liabilities and obligations.

The foregoing Agreement and Plan of Merger was duly adopted by the unanimous written consent of even date herewith of the Board of Directors of Spectrum and by the unanimous written consent of even date herewith of the Board of Directors of ROVCAL.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused this Agreement and Plan of Merger to be executed as of the date first written above.

SPECTRUM BRANDS, INC.

By: \_\_\_\_\_  
Nathan E. Fagare, Its Vice President

ROVCAL, INC.

By: \_\_\_\_\_  
Nathan E. Fagare, Its Secretary