

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM337330

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
United Pet Group, Inc.		11/30/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Spectrum Brands, Inc.		
<b>Street Address:</b>	3001 Deming Way		
<b>City:</b>	Middleton		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53562		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86275441	DINGO	
<b>Registration Number:</b>	2360442	DINGO	
<b>Registration Number:</b>	2628064	DINGO BRAND	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4048156555		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	404-815-6500		
<b>Email:</b>	nedwards@kilpatricktownsend.com		
<b>Correspondent Name:</b>	William H. Brewster		
<b>Address Line 1:</b>	1100 Peachtree Street, Suite 2800		
<b>Address Line 2:</b>	Kilpatrick Townsend & Stockton LLP		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309		
<b>ATTORNEY DOCKET NUMBER:</b>	BILLING MATTER 817782		
<b>NAME OF SUBMITTER:</b>	Nancy S. Edwards		
<b>SIGNATURE:</b>	/Nancy S. Edwards/		
<b>DATE SIGNED:</b>	04/06/2015		
<b>Total Attachments: 4</b>			

OP \$90.00 86275441

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source=Certificate of Merger - United Pet Group into Spectrum Brands#page3.tif  
source=Certificate of Merger - United Pet Group into Spectrum Brands#page4.tif

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UNITED PET GROUP, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SPECTRUM BRANDS, INC." UNDER THE NAME OF "SPECTRUM BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF DECEMBER, A.D. 2014, AT 5:12 O'CLOCK P.M.

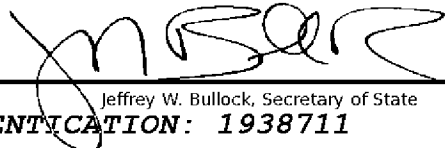
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4707116 8100M

141504018



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1938711

DATE: 12-09-14

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 005492 FRAME: 0649

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**UNITED PET GROUP, INC.**

**WITH AND INTO**

**SPECTRUM BRANDS, INC.**

**(Pursuant to Section 253 of the General Corporation Law of Delaware)**

Spectrum Brands, Inc., a corporation incorporated on August 28, 2009, pursuant to the provisions of the General Corporation Law of the State of Delaware;

**DOES HEREBY CERTIFY** that this corporation owns 100% of the capital stock of United Pet Group, Inc., a corporation incorporated on the 8th day of July, 1999, pursuant to the provisions of the General Corporation Law of the State of Delaware ("UPG") and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on November 3, 2014, determined to and will merge into itself UPG, which resolution is in the following words to wit:

"WHEREAS, in connection with certain corporate reorganizational matters involving the Corporation and certain of its affiliates, United Pet Group, Inc., a Delaware corporation and wholly owned subsidiary of the Corporation ("UPG"), is to be merged with and into the Corporation, with the Corporation being the surviving entity of the merger (the "UPG Merger"); and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation to approve and adopt the UPG Merger, on such terms and conditions as the officers of the Corporation may determine.

NOW, THEREFORE, BE IT HEREBY RESOLVED, that the UPG Merger be, and hereby is, approved and adopted, with such changes as the officers of the Corporation may make in their sole discretion and in the best interest of the Corporation; and be it further

RESOLVED, that the execution, acknowledgement and filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware pursuant to Section 253 of the General Corporation Law of the State of Delaware, in the form attached hereto as Exhibit I be, and hereby are, approved; and

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute and deliver all such other instruments and documents, pay or cause to be paid all such costs, fees and disbursements, and do all such other acts and things as any such officer in his or her sole discretion, may from time to time deem necessary or advisable in order to consummate, comply with, or effectuate any of the transactions contemplated by these resolutions and the intent thereof and hereof; and

RESOLVED, that any and all actions authorized by the foregoing resolutions that have been taken prior to the adoption of such resolutions are hereby ratified and confirmed.”

The effective time and date of the Merger shall be 11:59 p.m., Delaware time, on December 31, 2014 (the “Effective Time”).

*[Remainder of this page intentionally left blank]*

IN WITNESS WHEREOF, said parent corporation has caused this certificate to be signed by an authorized officer this 30<sup>th</sup> day of November, 2014.

By:  \_\_\_\_\_

Name: Nathan E. Fagre

Title: Senior Vice President, Secretary &  
General Counsel

*[Signature Page to the Certificate of Ownership and Merger (UPG merging into Spectrum)]*