TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
United Pet Group, Inc.		12/13/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Aquaria, Inc.
Street Address:	6100 Condor Drive
City:	Moorpark
State/Country:	CALIFORNIA
Postal Code:	93020
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 82

Property Type	Number	Word Mark
Registration Number:	2395967	ACE
Registration Number:	2127280	ACTION CLEANING PACK
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
Registration Number:	2058355	BAG BUDDIES
Registration Number:	1154341	BINOX
Registration Number:	2505406	BOWL BUDDIES
Registration Number:	1246116	CLEAR WATER
Registration Number:	2143455	CLEAR-ZYME

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Registration Number:	2850407	CLUB JUNGLE
Registration Number:	2850421	CLUB JUNGLE RETAILER
Registration Number:	2601019	CO2 FIZZ FACTORY
Registration Number:	2290729	CORRECT PH
Registration Number:	2839716	EZ TANKCARE
Registration Number:	2113192	FISH CARE MADE EASY
Registration Number:	2934341	FISH CARE MADE EASY
Registration Number:	2303043	FIZZ TAB SYSTEM
Registration Number:	2770880	FIZZ TAB SYSTEM
Registration Number:	2244040	FOUNTAIN BLOCK
Registration Number:	2695497	FOUNTAIN KEEPER
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:	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:	1140144	INSTO CHLOR
Registration Number:	1600302	INTERNAL PARASITE GUARD
Registration Number:	2410384	JUNGLE
Registration Number:	2582147	JUNGLE
Registration Number:	2764096	JUNGLE
Registration Number:	2741330	JUNGLE
Registration Number:	1963484	JUNGLE
Registration Number:	1011986	JUNGLE
Registration Number:	1746253	JUNGLE POND
Serial Number:	78771544	LIFEGUARD
Registration Number:	2948142	LIFEGUARD
Registration Number:	1310685	LIME OFF

Registration Number:	1652830	MAGI CLEAR
Registration Number:	1149527	MOLLY BRIGHT
Registration Number:	1739319	NET SOAK
Registration Number:	2252095	NO MORE ALGAE
Registration Number:	2873894	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:	3025898	PEPSO FOOD
Registration Number:	2029501	PH DECREASER
Registration Number:	2031428	PH INCREASER
Registration Number:	2183140	PLANT CARE
Registration Number:	2927374	PLANT CARE
Registration Number:	2890818	PLANT CARE SOLUTIONS
Registration Number:	3009931	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:	1188307	SERI CLEAN
Registration Number:	1840178	SHIMMY BLOCK
Registration Number:	1607897	SHIP RIGHT
Registration Number:	1036495	START RIGHT
Registration Number:	2225963	START ZYME
Registration Number:	2136278	TANK BUDDIES
Registration Number:	1607898	VELVET GUARD
Registration Number:	2200748	WATER CLEAR
Registration Number:	2167465	WATER SAFE PLUS

CORRESPONDENCE DATA

Fax Number: (212)336-8001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 336-8000
Email: ptodocket@arelaw.com
Correspondent Name: Max Vern
Address Line 1: 90 Park Avenue
Address Line 2: Amster, Rothstein & Ebenstein LLP
Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	38572/148
NAME OF SUBMITTER:	Max Vern
Signature:	/Max Vern/
Date:	12/20/2007

Total Attachments: 5
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TRADEMARK ASSIGNMENT

WHEREAS, United Pet Group, Inc., a Delaware corporation, having its principal place of business at 7794 Five Mile Road, Suite 190, Cincinnati, Ohio 45230 ("Assignor"), is the owner of all right, title and interest to the trademarks stated in the attached Exhibit A and U.S. Trademark Registrations and Application stated therein, and all goodwill associated therewith; and

WHEREAS, Aquaria, Inc., a California corporation, 6100 Condor Drive, Moorpark, California 93020 (hereinafter "Assignee"), is desirous of acquiring the trademarks stated in the Exhibit A, the business symbolized thereby, U.S. Trademark Registrations and Application stated in the Exhibit A, and all goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the trademarks stated in the Exhibit A, together with the business and all goodwill of the business symbolized by the trademarks and U.S. Trademark Registrations and Application stated in the Exhibit A.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed in its corporate name by its duly authorized officer, effective as of the date first stated below.

This 13 day of December 2007

United Pet Group, Inc.

By: _____
Name: John T. Wilson
Title: VP and Secretary

385599.1

EXHIBIT A

Trademark	Class	App. Number	App. Date	Reg. Number	Reg. Date
ACE	01 Int.	75/859,802	29-Nov-1999	2,395,967	17-Oct-2000
ACTION CLEANING PACK	01 Int.	75/225,357	14-Jan-1997	2,127,280	06-Jan-1998
AMMONIA CHLORAMINE ELIMINATOR & DESIGN	01 Int.	73/736,573	27-Jun-1988	1,567,739	28-Nov-1989
AMMONIA CLEAR	01 Int.	75/288,051	07-May-1997	2,203,660	17-Nov-1998
AMMONIA SORB	01 Int.	73/200,941	22-Jan-1979	1,188,263	02-Feb-1982
AMMONIA SORBER	01 Int.	73/213,621	30-Apr-1979	1,171,824	06-Oct-1981
ANCHORS AWAY	01 Int.	74/145,833	07-Mar-1991	1,676,470	25-Feb-1992
AQUARI CLEAN	03 Int.	74/185,914	17-Jul-1991	1,749,186	26-Jan-1993
AQUARIUM SUCCESS MADE SIMPLE	01 Int.	75/553,163	15-Sep-1998	2,299,785	14-Dec-1999
BAG BUDDIES	01 Int.	75/014,005	02-Nov-1995	2,058,355	29-Apr-1997
BINOX	01 Int.	73/213,484	30-Apr-1979	1,154,341	19-May-1981
BOWL BUDDIES	01 Int.	75/869,998	13-Dec-1999	2,505,406	06-Nov-2001
CLEAR WATER	01 Int.	73/213,702	30-Apr-1979	1,246,116	26-Jul-1983
CLEAR-ZYME	01 Int.	75/139,165	24-Jul-1996	2,143,455	10-Mar-1998
CLUB JUNGLE	35 Int.	76/492,257	24-Feb-2003	2,850,407	08-Jun-2004
CLUB JUNGLE RETAILER	35 Int.	76/496,236	06-Apr-2004	2,850,421	08-Jun-2004
CO2 FIZZ FACTORY	11 Int.	76/328,553	23-Oct-2001	2,601,019	30-Jul-2002
CORRECT PH	01 Int.	75/554,378	17-Sep-1998	2,290,729	02-Nov-1999
EZ TANKCARE	01 Int., 11 Int.	76/485,896	24-Jan-2003	2,839,716	11-May-2004
FISH CARE MADE EASY	01 Int.	75/173,850	30-Sep-1996	2,113,192	11-Nov-1997
FISH CARE MADE EASY	01 Int.	76/533,078	29-Jul-2003	2,934,341	22-Mar-2005
FIZZ TAB SYSTEM	01 Int.	75/553,173	15-Sep-1998	2,303,043	21-Dec-1999
FIZZ TAB SYSTEM	01 Int.	76/366,452	04-Feb-2002	2,770,880	07-Oct-2003
FOUNTAIN BLOCK	01 Int.	75/428,351	03-Feb-1998	2,244,040	04-May-1999

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FOUNTAIN KEEPER	01 Int.	76/410,466	21-May-2002	2,695,497	11-Mar-2003
FUNGUS CLEAR	01 Int.	75/288,056	07-May-1997	2,180,301	11-Aug-1998
FUNGUS ELIMINATOR	05 Int.	75/706,379	14-May-1999	2,381,023	29-Aug-2000
FUNGUS GUARD	01 Int.	75/235,016	28-Jan-1997	2,180,090	11-Aug-1998
GOLD FIX	05 Int.	73/208,886	26-Mar-1979	1,136,570	03-Jun-1980
GOLDFISH LIFE	05 Int.	73/419,632	01-Apr-1983	1,295,578	18-Sep-1984
GRAVEL WASH	03 Int.	73/698,611	02-Dec-1987	1,518,551	27-Dec-1988
HOLDEX	01 Int.	73/213,619	30-Apr-1979	1,192,376	23-Mar-1982
HOLE-N-HEAD GUARD	05 Int.	73/823,402	01-Sep-1989	1,600,301	12-Jun-1990
HYPNO	01 Int.	73/213,717	30-Apr-1979	1,148,175	10-Mar-1981
ICK CARE	01 Int.	74/185,771	17-Jul-1991	1,740,459	15-Dec-1992
ICK CLEAR	01 Int.	75/290,649	07-May-1997	2,169,434	30-Jun-1998
ICK GUARD	01 Int.	74/401,737	14-Jun-1993	1,830,965	19-Apr-1994
INSTRO CHLOR	01 Int.	73/213,552	30-Apr-1979	1,140,144	07-Oct-1980
INTERNAL PARASITE GUARD	05 Int.	73/823,407	01-Sep-1989	1,600,302	12-Jun-1990
JUNGLE	01 Int., 05 Int., 31 Int.	75/793,051	07-Sep-1999	2,410,384	05-Dec-2000
JUNGLE & DESIGN	01 Int., 11 Int.	76/314,317	19-Sep-2001	2,582,147	18-Jun-2002
JUNGLE & DESIGN	01 Int.	76/485,676	24-Jan-2003	2,764,096	16-Sep-2003
JUNGLE & DESIGN	01 Int., 03 Int., 05 Int., 31 Int.	76/402,010	01-May-2002	2,741,330	29-Jul-2003
JUNGLE & DESIGN	05 Int., 31 Int.	74/677,349	02-May-1995	1,963,484	19-Mar-1996
JUNGLE & DESIGN	01 Int.	73/028,365	01-Aug-1974	1,011,986	03-Jun-1975
JUNGLE POND	01 Int.	74/066,586	07-Jun-1990	1,746,253	12-Jan-1993
LIFEGUARD	01 Int.	78/771,544	12-Dec-2005		
LIFEGUARD	01 Int.	75/066,264	01-Mar-1996	2,948,142	10-May-2005
LIME OFF	03 Int.	73/419,631	01-Apr-1983	1,310,685	25-Dec-1984
MAGI CLEAR	01 Int.	74/084,923	06-Aug-1990	1,652,830	06-Aug-1991
MOLLY BRIGHT	01 Int.	73/213,622	30-Apr-1979	1,149,527	31-Mar-1981

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NET SOAK	01 Int.	74/256,046	16-Mar-1992	1,739,319	15-Dec-1992
NO MORE ALGAE	01 Int.	75/314,045	24-Jun-1997	2,252,095	08-Jun-1999
NO MORE ALGAE	05 Int.	76/533,079	29-Jul-2003	2,873,894	17-Aug-2004
NO MORE FOAM	01 Int.	76/303,324	22-Aug-2001	2,620,915	17-Sep-2002
NO MORE WHITE SCALE	01 Int.	76/303,524	22-Aug-2001	2,604,527	06-Aug-2002
PARASITE CLEAR	01 Int.	75/288,198	07-May-1997	2,286,062	12-Oct-1999
PARASITE GUARD	05 Int.	73/512,432	07-Dec-1984	1,345,547	02-Jul-1985
PEPSO FOOD	31 Int.	76/614,203	01-Oct-2004	3,025,898	13-Dec-2005
PH DECREASER	01 Int.	74/590,308	25-Oct-1994	2,029,501	14-Jan-1997
PH INCREASER	01 Int.	74/590,309	25-Oct-1994	2,031,428	21-Jan-1997
PLANT CARE	01 Int.	75/288,057	07-May-1997	2,183,140	18-Aug-1998
PLANT CARE	01 Int.	76/541,086	29-Aug-2003	2,927,374	22-Feb-2005
PLANT CARE SOLUTIONS	01 Int., 11 Int.	76/485,675	24-Jan-2003	2,890,818	05-Oct-2004
PLANT CARE SOLUTIONS	01 Int., 11 Int.	76/485,898	24-Jan-2003	3,009,931	01-Nov-2005
PLANT SAVER	01 Int.	73/213,546	30-Apr-1979	1,207,689	14-Sep-1982
POND BLOCK	01 Int.	73/213,615	30-Apr-1979	1,229,056	08-Mar-1983
POND GUARD	01 Int.	74/590,310	25-Oct-1994	1,923,188	03-Oct-1995
POND OXY CLEAR	01 Int.	78/610,104	15-Apr-2005	3,211,878	20-Feb-2007
POND START	01 Int.	74/066,583	07-Jun-1990	1,742,044	22-Dec-1992
POND WATER CLEAR	01 Int.	74/066,588	07-Jun-1990	1,781,989	13-Jul-1993
POND WATER SHADE	02 Int.	75/427,353	02-Feb-1998	2,228,365	02-Mar-1999
QUICK DIP	01 Int.	75/643,757	19-Feb-1999	2,478,933	21-Aug-2001
SERI CLEAN	03 Int.	73/213,620	30-Apr-1979	1,188,307	02-Feb-1982
SHIMMY BLOCK	01 Int.	74/216,662	28-Oct-1991	1,840,178	21-Jun-1994
SHIP RIGHT	01 Int.	73/817,258	07-Aug-1989	1,607,897	31-Jul-1990
START RIGHT	01 Int.	73/055,687	20-Jun-1975	1,036,495	30-Mar-1976
START ZYME	01 Int.	75/428,352	03-Feb-1998	2,225,963	23-Feb-1999
TANK BUDDIES	01 Int.	75/131,944	10-Jul-1996	2,136,278	10-Feb-1998

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VELVET GUARD	01 Int.	73/817,260	07-Aug-1989	1,607,898	31-Jul-1990
WATER CLEAR	01 Int.	75/288,058	07-May-1997	2,200,748	27-Oct-1998
WATER SAFE PLUS	11 Int.	75/290,919	07-May-1997	2,167,465	23-Jun-1998

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