TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM299720

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/30/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Liquid Holding Company, Inc.		03/28/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	United Industries Corporation
Street Address:	1 Rider Trail Plaza Drive, Ste. 300
City:	Earth City
State/Country:	MISSOURI
Postal Code:	63045-1313
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	3459889	CRIBBING ELIMINATOR
Registration Number:	3921510	ECOLOGIC
Registration Number:	4096675	ECOLOGIC
Registration Number:	4295871	ECOLOGIC
Registration Number:	3868086	ECOLOGIC APG-EM
Registration Number:	3981855	ECOLOGIC SG
Registration Number:	2934226	IT REALLY WORKS
Registration Number:	3226021	IT REALLY WORKS
Registration Number:	3490705	JUST PUMP AND SPRAY
Registration Number:	4150868	JUST PUMP AND SPRAY
Registration Number:	2208895	LIQUID FENCE
Registration Number:	2988994	LIQUID FENCE CO.
Registration Number:	4139804	LIQUID FENCE
Registration Number:	2942481	LIQUID NET
Registration Number:	2993380	LIQUID NET
Registration Number:	3510123	LIQUID NET FOR PETS
Registration Number:	4310727	PLANET APPROVED
Registration Number:	3617520	SLAMMER
Registration Number:	3617519	SLUG SLAMMER

CH $740.00 3459889

Property Type	Number	Word Mark
Registration Number:	3143411	SPEEDY GROW
Registration Number:	2980231	THE ULTIMATE INSECT REPELLENT
Registration Number:	2980232	ULTIMATE
Registration Number:	3524651	YARD NET
Serial Number:	85645529	BONFIRE
Serial Number:	85182055	PLANET APPROVED
Serial Number:	85281699	WATER-LESS
Serial Number:	85645747	X-IT
Serial Number:	86019782	FROST PROTECT
Serial Number:	86019794	MOISTURE PROTECT

CORRESPONDENCE DATA

Fax Number: 6123336798

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

Phone: 612-333-2111

Email: trademarks-mi@btlaw.com

Correspondent Name: Barnes & Thornburg LLP

Address Line 1: 225 South Sixth Street, Suite 2800

Address Line 4: MINNEAPOLIS, MINNESOTA 55402-4662

ATTORNEY DOCKET NUMBER:	54569-7
NAME OF SUBMITTER:	Kerry R. Thompson - Paralegal
SIGNATURE:	/Kerry R Thompson/
DATE SIGNED:	03/31/2014

Total Attachments: 4

source=LHC wit UIC 3-30-2014#page1.tif

source=LHC wit UIC 3-30-2014#page2.tif

source=LHC wit UIC 3-30-2014#page3.tif

source=LHC wit UIC 3-30-2014#page4.tif

Delaware

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:

"LIQUID HOLDING COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "UNITED INDUSTRIES CORPORATION" UNDER THE NAME OF "UNITED INDUSTRIES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2014, AT 10:08 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF MARCH, A.D. 2014, AT 12:01 O'CLOCK A.M.

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

Jeffrey W. Bullock, Secretary of State

0790751 8100M

140395859

AUTHENTICATION: 1249574

DATE: 03-28-14

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:20 AM 03/28/2014
FILED 10:08 AM 03/28/2014
SRV 140395859 - 0790751 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LIQUID HOLDING COMPANY, INC.

WITH AND INTO

UNITED INDUSTRIES CORPORATION

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

Pursuant to Title 8, Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), UNITED INDUSTRIES CORPORATION, a Delaware corporation (the "Corporation"), hereby certifies, as of March 28, 2014 as follows:

FIRST: The Corporation owns 100% of the outstanding capital stock of LIQUID HOLDING COMPANY, INC., a Delaware corporation ("Liquid Holding").

SECOND: At the Effective Time as set forth below, Liquid Holding shall be merged with and into the Corporation (the "Merger"). The Corporation shall be the surviving corporation of the Merger.

THIRD: The Merger was duly adopted and approved by the Board of Directors of the Corporation on March 28, 2014, pursuant to the following resolutions:

> "WHEREAS, in connection with certain corporate reorganization matters involving the Corporation and certain of its affiliates, Liquid Holding Company, Inc., a Delaware corporation and wholly-owned subsidiary of the Corporation ("Liquid Holding"), is to be merged with and into the Corporation, with the Corporation being the surviving entity of the merger (the "Merger"); and
>
> WHEREAS, the Board deems it advisable and in the best interests of the Corporation to approve and adopt the Merger, on such terms and conditions as the officers of the Corporation may determine.
>
> NOW, THEREFORE, BE IT HEREBY RESOLVED, that the 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 A be, and hereby

TRADEMARK
REEL: 005247 FRAME: 0529

are, approved.

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 be it further

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."

FOURTH: The effective time and date of the Merger shall be 12:01 a.m, Delaware time, on March 30, 2014 (the "Effective Time").

[*Remainder of this page intentionally left blank*]

TRADEMARK
REEL: 005247 FRAME: 0530

IN WITNESS WHEREOF, this certificate of ownership and merger has been signed as of the date first written above, and the statements contained herein are affirmed as true under penalties of perjury.

UNITED INDUSTRIES CORPORATION

By: _____
Name: Michael G. Pfefferkorn
Title: Secretary