TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM337330

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
United Pet Group, Inc.		11/30/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Spectrum Brands, Inc.
Street Address:	3001 Deming Way
City:	Middleton
State/Country:	WISCONSIN
Postal Code:	53562
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Serial Number:	86275441	DINGO
Registration Number:	2360442	DINGO
Registration Number:	2628064	DINGO BRAND

CORRESPONDENCE DATA

Fax Number: 4048156555

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.

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:	BILLING MATTER 817782
NAME OF SUBMITTER:	Nancy S. Edwards
SIGNATURE:	/Nancy S. Edwards/
DATE SIGNED:	04/06/2015
Total Attachments: 4	

OP $90.00 86275441

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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:

"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.

Jeffrey W. Bullock, Secretary of State

4707116 8100M

AUTHENTICATION: 1938711

141504018

DATE: 12-09-14

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:56 PM 12/08/2014
FILED 05:12 PM 12/08/2014
SRV 141504018 - 4707116 FILE

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

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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*]

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IN WITNESS WHEREOF, said parent corporation has caused this certificate to be signed by an authorized officer this 30th 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)]