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FORM PTO-1014
Expires 06/30/99
OMB 0651-0027

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ASSIGNMENT

08-07-1998



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
9 30 94

Conveying Party

Mark if additional names of conveying parties attached

Name The SCOTTS COMPANY

Execution Date
Month Day Year
7 31 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization OHIO

Receiving Party

Mark if additional names of receiving parties attached

Name OMS INVESTMENTS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1105 NORTH MARKET STREET

Address (line 2) _____

Address (line 3) WILMINGTON
City

DELAWARE
State/Country

19899
Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization DELAWARE

08/07/1998 JSHABAZZ 00000002 285292

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
1750.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 1767 FRAME: 0422

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name JOSEPH R. DREITLER, ESQ.

Address (line 1) VORYS, SATER, SEYMOUR and PEASE LLP

Address (line 2) 52 EAST GAY STREET

Address (line 3) COLUMBUS, OHIO 43216-1008

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number 614 464-6383

Name JOSEPH R. DREITLER, ESQ.

Address (line 1) VORYS SATER SEYMOUR and PEASE LLP

Address (line 2) 52 EAST GAY STREET

Address (line 3) COLUMBUS, OHIO 43216-1008

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 13

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<u>285,292</u>	<u>563,454</u>	<u>675,765</u>
<u>341,806</u>	<u>563,909</u>	<u>675,766</u>
<u>562,404</u>	<u>671,699</u>	<u>678,297</u>

Number of Properties Enter the total number of properties involved. # 71

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 1,790.00

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Joseph R. Dreitle
Name of Person Signing

Joseph R. Dreitle
Signature

8-4-98
Date Signed

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	694,062	757,264	917,448
<input type="text"/>	<input type="text"/>	<input type="text"/>	705,806	782,659	983,596
<input type="text"/>	<input type="text"/>	<input type="text"/>	715,260	789,849	1,046,600

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

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Deposit Account Number:

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Authorization to charge additional fees:

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Name of Person Signing

Signature

Date Signed

Domestic Representative Name and Address

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Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

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Address (line 2)

Address (line 3)

Address (line 4)

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,071,231	1,102,463	1,135,941
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,071,232	1,117,403	1,296,682
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,071,233	1,135,940	1,299,042

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,410,030	1,511,753	1,547,994
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,452,718	1,536,009	1,553,382
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,467,832	1,544,082	1,564,917

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,574,096	1,613,394	1,651,348
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,589,577	1,641,455	1,651,349
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,599,792	1,651,345	1,655,704

Number of Properties

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,660,541	1,736,900	1,747,322
1,665,568	1,739,321	1,748,763
1,676,587	1,740,749	1,761,034

Number of Properties

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Address (line 4)

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,761,035	1,769,579	1,791,178
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,761,048	1,774,549	1,797,235
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,761,049	1,786,949	1,800,362

Number of Properties

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,800,363	1,895,652	1,940,574
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,810,759	1,922,778	2,014,013
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,859,253	1,923,142	<input type="text"/>

Number of Properties

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Name of Person Signing

Signature

Date Signed

SCHEDULE A (cont'd)

<u>Registration Number</u>	<u>Mark</u>	<u>Date of Registration</u>
1,599,792	Quick Fix	6/5/90
1,613,394	Shade Mix	9/11/90
1,641,455	Ryegrass-100	4/16/91
1,651,345	SpeedyGreen	7/23/91
1,651,348	PrecisionGreen	7/23/91
1,651,349	AccuGreen	7/23/91
1,655,704	Sports Turf	9/3/91
1,660,541	Crumbler	10/15/91
1,665,568	Sun & Shade Mix	11/19/91
1,676,587	HandyGreen	2/25/92
1,736,900	Classic Estates	12/1/92
1,739,321	Rose Builder	12/15/92
1,740,749	Flower, Rose, Herb Builder	12/22/92
1,747,322	PatchMaster	1/19/93
1,748,763	Starter	1/26/93
1,761,034	Scotts and Oval Design	3/30/93
1,761,035	Scotts	3/30/93
1,761,048	Scotts and Oval Design	3/30/93
1,761,049	Scotts	3/30/93
1,769,579	Poly-S	5/11/93
1,774,549	Growing Better Through Technology	6/1/93
1,786,949	ScottKote	8/10/93
1,791,178	Next Generation	9/7/93
1,797,235	Perfect Choice	10/5/93
1,800,362	Lawn Care As Simple As ABC	10/26/93
1,800,363	The Scotts Difference	10/26/93
1,810,759	Scotts and Oval Design	12/14/93
1,859,253	Tri-Blend	10/18/94
1,895,652	PatchMaster	5/23/95
1,922,778	Scotts & Oval Design	9/26/95
1,923,142	ScottKote	10/3/95
1,940,574	Triaform	12/12/95
2,014,013	Scotts & Oval Design	11/5/96

NUNC PRO TUNC ASSIGNMENT

STATE OF OHIO)
) SS:
COUNTY OF UNION)

WHEREAS, The Scotts Company, an Ohio corporation located at 14111 Scottslawn Road, Marysville, Ohio 43041, has adopted, owns and used the trademarks shown on the attached Schedule A; and,

WHEREAS, OMS Investments, Inc., a Delaware corporation, located and doing business at 1105 North Market Street, Wilmington, Delaware 19899, is desirous of acquiring all of the right, title and interest in and to the aforesaid marks, the registrations thereof, including all trade names embodying wholly or in part the aforesaid marks as of an effective date of September 30, 1994.

NOW, THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, The Scotts Company does hereby assign, sell, transfer and convey to OMS Investments, Inc., all of its right, title and interest in and to the said marks and trade names, including all claims for past infringement and all causes of action with respect to or arising out of the said marks and trade names, together with the good will of its business symbolized by the name, the marks, and the registrations thereof.

The Scotts Company further covenants with OMS Investments, Inc., to execute, when requested, such additional assignments, instruments and documents as may be necessary or desirable to effectuate this agreement and assignment.

IN WITNESS WHEREOF, the undersign authorized officer of The Scotts Company has hereunto set his hand and the Seal of the Corporation on this 31 day of July, 1998.

THE SCOTTS COMPANY

By: *C. Robert Lewis*
Title: Senior Vice President,
General Counsel and Secretary

Subscribed to and sworn before me this 31 day of July 1998.

[Signature]
Notary Public
[Signature]

SCHEDULE A

<u>Registration Number</u>	<u>Mark</u>	<u>Date of Registration</u>
285,292	Lawn Care (stylized)	7/21/31
341,806	Turf Builder	12/22/36
562,404	Scotts (stylized)	7/29/52
563,454	Scotts	8/26/52
563,909	Scotts (stylized)	9/9/52
671,699	Bonus	12/30/58
675,765	Family	3/24/59
675,766	Picture	3/24/59
678,297	Halts	5/12/59
694,062	Play	3/8/60
705,806	Dawn	10/18/60
715,260	Kwit	5/16/61
757,264	Lawn Pro & Device	9/24/63
782,659	ProTurf	1/5/65
789,849	Trionized	5/25/65
917,448	ProTurf	8/3/71
983,596	Quick Cover	5/14/74
1,046,600	Super Bonus	8/24/76
1,071,231	Turf Builder Plus 2	8/16/77
1,071,232	Turf Builder Plus Halts	8/16/77
1,071,233	Super Turf Builder Plus Halts	8/16/77
1,102,463	Scotts	9/19/78
1,117,403	Shady Area	5/1/79
1,135,940	Lawn Pro	5/27/80
1,135,941	Scotts Lawn Pro & Device	5/27/80
1,296,682	Sport Turf	9/18/84
1,299,042	Spirit	10/2/84
1,410,030	SREF	9/23/86
1,452,718	TGR	8/18/87
1,467,832	Granuform	12/8/87
1,511,753	ProTurf	11/8/88
1,536,009	ProKote Plus	4/25/89
1,544,082	Summerizer	6/20/89
1,547,994	EasyGreen	7/14/89
1,553,382	Starter	8/29/89
1,564,917	Winter Turf	11/7/89
1,574,096	Builder	1/2/90
1,589,577	Lawn Repair	4/3/90