

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OMS Investments Inc.		02/28/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Scotts International B.V.
Street Address:	Nijverheidsweg 1-5
City:	Heerlen
State/Country:	NETHERLANDS
Postal Code:	6422 PD
Entity Type:	COMPANY: NETHERLANDS

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	1651349	ACCUGREEN
Registration Number:	1977968	AGRIFORM
Serial Number:	77179307	AGROBLEN
Registration Number:	3024347	AGROCOTE
Registration Number:	0917006	BANROT
Registration Number:	3528219	BENEFIT
Serial Number:	77410070	CANEBLEN
Registration Number:	2672156	CITRIBLEN
Registration Number:	2677831	CITRIBLEN
Registration Number:	3209276	CORRAL
Registration Number:	1946675	CUSTOMBLEN
Serial Number:	77649236	EXACT
Serial Number:	77676557	FILEX
Registration Number:	2671576	HI START

CH \$1190.00 1651349

Registration Number:	3609949	JEWEL
Registration Number:	2658823	LO START
Registration Number:	1283934	M-77
Serial Number:	77537079	MAXGUARD
Serial Number:	77537092	MAXGUARD
Registration Number:	2350235	MICROMAX
Registration Number:	1177687	MICROMAX
Registration Number:	3209274	OH2
Serial Number:	77906492	OSMOCOTE
Registration Number:	0781205	OSMOCOTE
Registration Number:	2760825	OSMOCOTE SLOW RELEASE PLANT FOOD OUTDOOR & INDOOR PLANT FOOD
Serial Number:	77783196	OSMOCOTE PLUS FUSION TECHNOLOGY
Serial Number:	77783190	OSMOCOTE PRO FUSION TECHNOLOGY
Registration Number:	3748581	OSMOCOTE SMART-RELEASE PLANT FOOD
Registration Number:	2680808	OSMOFORM
Registration Number:	2507429	OVATION
Registration Number:	0746804	PETERS
Registration Number:	3756208	PETERS EXCEL
Registration Number:	1242451	PETERS PROFESSIONAL
Registration Number:	3248357	POTATOBLEN
Serial Number:	77410098	PROBLEN
Registration Number:	3209275	ROUT
Registration Number:	1774886	ROUT
Serial Number:	77248441	SHRUBBLEN
Serial Number:	85050332	SIERRABLEN
Registration Number:	1651345	SPEEDYGREEN
Registration Number:	1655704	SPORTS TURF
Registration Number:	3734591	SUNCOTE
Serial Number:	77410091	TOPBLEN
Serial Number:	77248438	TREEBLEN
Registration Number:	0910827	TRUBAN
Registration Number:	3035452	
Registration Number:	0919655	ZYBAN

CORRESPONDENCE DATA

TRADEMARK
REEL: 004515 FRAME: 0295

Fax Number: (314)667-3633
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 314-552-6363
Email: ipdocket@thompsoncoburn.com
Correspondent Name: Thompson Coburn LLP
Address Line 1: One U.S. Bank Plaza
Address Line 4: St. Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER:	53419-95932
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DOMESTIC REPRESENTATIVE

Name: Thompson Coburn LLP
Address Line 1: One U.S. Bank Plaza
Address Line 4: St. Louis, MISSOURI 63101

NAME OF SUBMITTER:	Tiffany L. Schwartz
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Signature:	/Tiffany L. Schwartz/
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Date:	04/05/2011
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Total Attachments: 6
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EXECUTED VERSION

Dated *28 February* 2011

OMS INVESTMENTS INC.
and
SCOTTS INTERNATIONAL B.V.

REGISTERED MARK ASSIGNMENT
(UNITED STATES)

Linklaters

Linklaters LLP
One Silk Street
London EC2Y 8HQ

Telephone (44-20) 7456 2000
Facsimile (44-20) 7456 2222



WE HEREBY CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL.

DATE *4 March 2011*

SIGNED *[Signature]*

DLA PIPER UK LLP

TRADEMARK
REEL: 004515 FRAME: 0297

REGISTERED MARK ASSIGNMENT

This Deed of Assignment is made the 28th day of February 2011 between:

- (1) OMS Investments Inc. a company incorporated in the state of Delaware, whose registered office is at 10250 Constellation Boulevard, Suite 2800, Los Angeles, California 90067-6228, United States ("Assignor"); and
- (2) Scotts International B.V. a company incorporated in Heerlen, The Netherlands whose registered office is at Nijverheidsweg 1-5, 6422 PD Heerlen, The Netherlands (company registration no. 14027868) ("Assignee").

Whereas:

- (A) the Assignor is the proprietor of the registered trade marks and applicant for certain trade mark registrations described in the Schedule (the "Trade Marks"); and
- (B) the Assignor has agreed to assign the Trade Marks to the Assignee.

This Deed witnesses as follows:

1 Assignment

The Assignor hereby assigns to the Assignee in exchange for good and valuable consideration, receipt of which is hereby acknowledged, all right, title and interest in and to the Trade Marks together with all the goodwill represented by and associated with the Trade Marks (but no other goodwill) including all rights, privileges and advantages thereto including, without limitation, the right to take proceedings and recover damages and obtain all other remedies in respect of past infringements thereof to hold unto the Assignee absolutely (the "Assignment").

2 Further Assurance

The Assignor agrees hereafter promptly to execute all such documents as the Assignee may reasonably request to give full effect to the Assignment and secure to the Assignee the full benefit of the rights assigned to the Assignee hereunder.

3 Representations and Warranties

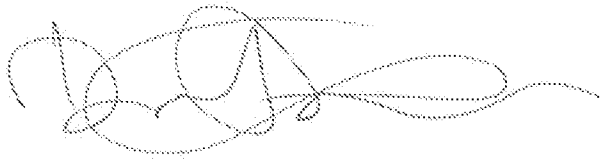
The Assignor does not make, nor shall be deemed to have made, to the Assignee any express or implied representation or warranty with respect to any of the Trade Marks.

4 Law and Jurisdiction

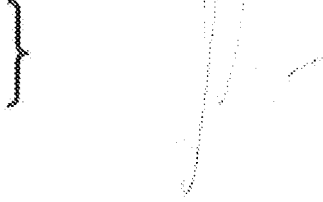
- 4.1 This Deed and any non-contractual obligations arising out of it shall be governed by and construed in accordance with English law.
- 4.2 Each of the parties irrevocably agrees that the courts of England are to have exclusive jurisdiction to settle any dispute, whether contractual or non-contractual, which may arise out of or in connection with the Assignment and that accordingly any proceedings arising out of or in connection with the Assignment shall be brought only in such courts. Each of the parties irrevocably submits and agrees to submit to the jurisdiction of such courts and waives (and agrees not to raise) any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum or on any other ground.

In witness whereof this Deed has been delivered on the date first stated above.

SIGNED and DELIVERED by
DIMITAR TODOROV
as attorney for and on behalf of OMS
INVESTMENTS INC. and thereby
executed by it as a DEED

} 

Signed for and on behalf of SCOTTS
INTERNATIONAL B.V.:

} 

Seen by me, Johan Hendrik Bennetbroek Gravenhorst,
candidate Civil-Law Notary, as a substitute of Alexander
Joannes Wiggers, Civil-Law Notary, officiating in Amsterdam,
the Netherlands, for legalization of the signature placed on the
attached document of:

Mr Dimitar Venelinov Todorov, born in Bulgaria, on the 25th
day of December 1971, holder of a United States of America
passport with number 429573983 valid until the 27th day of
August 2017.

This statement explicitly contains no judgement as to the
contents of the attached document.

Signed in Amsterdam, on the 1st day of March 2011.

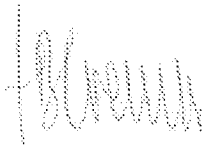
Seen by me, Johan Hendrik Bennetbroek Gravenhorst,
candidate Civil-Law Notary, as a substitute of Alexander
Joannes Wiggers, Civil-Law Notary, officiating in Amsterdam,
the Netherlands, for legalization of the signature placed on the
attached document of:

Mr Cornelis Petrus Langeveld, born in Haarlemmermeer,
the Netherlands, on the 14th day of February 1953, holder
of a Dutch passport with number NEJ98DHJ5, valid until
the 9th day of November 2015.

This statement explicitly contains no judgement as to the
contents of the attached document.

Signed in Amsterdam, on the 1st day of March 2011.









Schedule

	Registered Proprietor	Mark	Jurisdiction	Registration Number or Applicant Number	Filed	Reg. Date	Renewal Due
1	OMS Investments, Inc.	ACCUGREEN	United States	1651349	22-Oct-1990	23-Jul-1991	23-Jul-2011
2	OMS Investments, Inc.	AGRIFORM	United States	1977988	27-Feb-1995	4-Jun-1996	4-Jun-2016
3	OMS Investments, Inc.	AGROBLEN	United States	77179307	11-May-2007	N/A	N/A
4	OMS Investments, Inc.	AGROCODE	United States	3024347	24-Mar-2003	6-Dec-2005	6-Dec-2015
5	OMS Investments, Inc.	BANROT	United States	917606	13-Apr-1970	27-Jul-1971	27-Jul-2011
6	OMS Investments, Inc.	BENEFIT	United States	3528219	21-Feb-2007	4-Nov-2008	4-Nov-2018
7	OMS Investments, Inc.	CANELEN	United States	77410070	29-Feb-2008	N/A	N/A
8	OMS Investments, Inc.	CITRIBLEN	United States	2672155	15-Apr-2002	7-Jan-2003	7-Jan-2013
9	OMS Investments, Inc.	CITRIBLEN & Design	United States	2677831	15-Apr-2002	21-Jan-2003	21-Jan-2013
10	OMS Investments, Inc.	CORRAL	United States	3209276	7-Jul-2006	13-Feb-2007	13-Feb-2017
11	OMS Investments, Inc.	CUSTOMBLEN (stylized)	United States	1945675	28-Nov-1994	9-Jan-1998	9-Jan-2018
12	OMS Investments, Inc.	EXACT	United States	77649238	14-Jan-2009	N/A	N/A
13	OMS Investments, Inc.	FILEX	United States	77676557	23-Feb-2009	N/A	N/A
14	OMS Investments, Inc.	HI-START & Design	United States	2671576	27-Sep-2001	7-Jan-2003	7-Jan-2013
15	OMS Investments, Inc.	JEWEL	United States	3699949	8-Feb-2008	21-Apr-2009	21-Apr-2019
16	OMS Investments, Inc.	LO START & Design	United States	2658823	27-Sep-2001	10-Dec-2002	10-Dec-2012

17	OMS Investments, Inc.	M-77	United States	1283934	11-Aug-1982	3-Jul-1984	3-Jul-2014
18	OMS Investments, Inc.	MAXGUARD	United States	77537079	01-Aug-2008	N/A	N/A
19	OMS Investments, Inc.	MAXGUARD	United States	77537092	01-Aug-2008	N/A	N/A
20	OMS Investments, Inc.	MICROMAX	United States	2358235	30-Jul-1993	16-May-2009	16-May-2020
21	OMS Investments, Inc.	MICROMAX & Design	United States	1177687	02-Jul-1979	17-Nov-1981	17-Nov-2011
22	OMS Investments, Inc.	OR2	United States	3209274	7-Jul-2006	13-Feb-2007	13-Feb-2017
23	OMS Investments, Inc.	OSMOCOTE	United States	77906492	08-Jan-2010	N/A	N/A
24	OMS Investments, Inc.	OSMOCOTE	United States	781205	18-Jun-1984	08-Dec-1984	08-Dec-2014
25	OMS Investments, Inc.	OSMOCOTE (Pink Trade Dress)	United States	2750823	18-Sep-2001	09-Sep-2003	09-Sep-2013
26	OMS Investments, Inc.	OSMOCOTE PLUS FUSION TECHNOLOGY & Design	United States	77793196	18-Jul-2009	N/A	N/A
27	OMS Investments, Inc.	OSMOCOTE PRO FUSION TECHNOLOGY & Design	United States	77783199	18-Jul-2009	N/A	N/A
28	OMS Investments, Inc.	OSMOCOTE SMART-RELEASE PLANT FOOD & Design	United States	3740581	11-Feb-2009	19-Feb-2010	16-Feb-2020
29	OMS Investments, Inc.	OSMOFORM	United States	2690608	17-Apr-2002	28-Jan-2003	28-Jan-2013
30	OMS Investments, Inc.	OVIATION	United States	2607429	23-Jul-1998	13-Nov-2001	13-Nov-2011
31	OMS Investments, Inc.	PETERS	United States	748904	21-Jun-1981	19-Mar-1983	19-Mar-2013
32	OMS Investments, Inc.	PETERS EXCEL	United States	3758208	2-Mar-2006	2-Mar-2010	2-Mar-2020
33	OMS Investments, Inc.	PETERS PROFESSIONAL	United States	1242461	24-Nov-1980	21-Jun-1983	21-Jun-2013
34	OMS Investments, Inc.	POTATOBLEN	United States	3248357	19-Apr-2005	29-May-2007	29-May-2017

35	OMS Investments, Inc.	PROBLEN	United States	77410098	29-Feb-2008	N/A	N/A
36	OMS Investments, Inc.	ROOUT	United States	3209275	7-Jul-2008	13-Feb-2007	13-Feb-2017
37	OMS Investments, Inc.	ROUT & Design	United States	1774886	9-Oct-1992	8-Jun-1993	8-Jun-2013
38	OMS Investments, Inc.	SHRUBLEN	United States	77248441	5-Aug-2007	N/A	N/A
39	OMS Investments, Inc.	SIERRABLEN	United States	85050332	28-May-2010	N/A	N/A
40	OMS Investments, Inc.	SPEEDVGREEN	United States	1851345	14-Aug-1990	23-Jul-1991	23-Jul-2011
41	OMS Investments, Inc.	SPORTS TURF	United States	1855704	25-Nov-1988	3-Sep-1991	3-Sep-2011
42	OMS Investments, Inc.	SUNCOTE	United States	3734591	18-Jan-2007	5-Jan-2010	5-Jan-2020
43	OMS Investments, Inc.	TOPBLEN	United States	77410091	29-Feb-2008	N/A	N/A
44	OMS Investments, Inc.	TREEBLEN	United States	77248438	6-Aug-2007	N/A	N/A
45	OMS Investments, Inc.	TRUBAN	United States	910827	13-Apr-1970	6-Apr-1971	6-Apr-2011
46	OMS Investments, Inc.	WATER DROP DESIGN	United States	3035452	3-Nov-2004	27-Dec-2005	27-Dec-2015
47	OMS Investments, Inc.	ZYBAN	United States	919555	11-Jul-1970	7-Sep-1971	7-Sep-2011