

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
SMG Brands, Inc.		11/28/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	OMS Investments, Inc.
Street Address:	10250 Constellation Blvd., Suite 2800
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	1642204	ALLIANCE
Registration Number:	1890646	BIRDIE
Registration Number:	1757102	BLOOMERS!
Registration Number:	4154872	BOLD BLOOMS
Registration Number:	2149776	BONNY DUNES
Registration Number:	3145564	BRED IN THE SOUTH FOR THE SOUTH
Registration Number:	4158526	BULB FUEL
Registration Number:	1079028	CBS
Registration Number:	3000527	CONFEDERATE
Registration Number:	2011499	DEBLOOMS
Serial Number:	77900483	DURASEED
Registration Number:	3345297	GRAY HAWK
Registration Number:	3677607	MOW-LESS
Registration Number:	3554117	MOW-LESS

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Registration Number:	1185066	POLO
Serial Number:	85118828	QUICK PUMP
Registration Number:	2954474	SLT
Registration Number:	1731445	SONORAN
Registration Number:	2568448	SOUTHERN GOLD
Registration Number:	2920177	SUMMER LAWN
Registration Number:	3545229	THE GOLD STANDARD
Registration Number:	1317229	TRIATHALAWN
Registration Number:	1119774	TURF-SEED
Registration Number:	1733411	TURF-SEED MOW-LESS
Registration Number:	2714387	VENTURE GREEN
Registration Number:	1829949	WATER-MASTER
Registration Number:	2886158	WINTERPLEX

CORRESPONDENCE DATA

Fax Number: 8043447999

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

Phone: 804-788-8772

Email: HWRITM@hunton.com

Correspondent Name: John Gary Maynard, III-Hunton & Williams

Address Line 1: 951 East Byrd Street

Address Line 2: Riverfront Plaza - East Tower

Address Line 4: Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER:	77730.2
NAME OF SUBMITTER:	John Gary Maynard, III
Signature:	/John Gary Maynard, III/
Date:	12/28/2012

Total Attachments: 4

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**ASSIGNMENT OF UNITED STATES
TRADEMARKS AND REGISTRATIONS**

WHEREAS, SMG Brands, Inc. ("Assignor"), a Delaware corporation, with a principal address at 1105 N. Market Street, Suite 1300, Wilmington, Delaware 19801, owns all right, title and interest in and to the trademarks and service marks in the United States set forth on the Exhibit (the "Trademarks"). In connection with the Trademarks, Assignor owns certain applications and registrations in the United States Patent and Trademark Office as identified on the Exhibit (the "Applications and Registrations");

WHEREAS, OMS Investments, Inc., a Delaware corporation, with a principal address at 10250 Constellation Blvd., Suite 2800 Los Angeles California 90067 ("Assignee"), is a wholly owned subsidiary of SMG Brands, Inc. and desires to acquire the Trademarks and Applications and Registration;

NOW, THEREFORE, for good and valuable consideration, Assignor hereby sells, assigns, and transfers to Assignee all right, title and interest in the Trademarks and Applications and Registrations, together with the goodwill symbolized by the Trademarks and Applications and Registrations, as well as Assignor's entire business or the portion of the business to which the Trademarks and Applications and Registrations pertain, including all claims for damages for past infringement.

SMG BRANDS, INC.

By: Aimee M. Deluca

Printed Name: Aimee M. Deluca

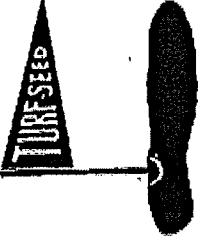
Title: President & CEO

Date: 11/28/12

SMG BRANDS, INC. US/Canada Active Applications and Registrations

Country	Mark/Name	Ser./Reg./App. No.	Brief Goods/Services	Owner
US	ALLIANCE	SN:73-822053 RN:1,642,204	(Int'l Class: 31) Turfgrass seed	SMG Brands, Inc.
US	BIRDIE	SN:74-436004 RN:1,890,646	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	BLOOMERS!	SN:74-226888 RN:1,757,102	(Int'l Class: 31) Wildflower seeds packaged for bulk sales	SMG Brands, Inc.
US	BOLD BLOOMS	SN:85-163052 RN:4,154,872	(Int'l Class: 1) Plant food and fertilizer	SMG Brands, Inc.
US	BONNY DUNES	SN:75-151420 RN:2,149,776	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	BRED IN THE SOUTH FOR THE SOUTH	SN:78-750656 RN:3,145,564	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	BULB FUEL	SN:85-163063 RN:4,158,526	(Int'l Class: 1) Plant food and fertilizer	SMG Brands, Inc.
US	CBS	SN:73-092765 RN:1,079,028	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	CONFEDERATE	SN:76-614940 RN:3,000,527	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	DEBLOOMS	SN:74-660739 RN:2,011,499	(Int'l Class: 31) Wildflower seeds packaged for bulk sales	SMG Brands, Inc.
US	DURASEED	SN:77-900483	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	GRAY HAWK	SN:78-634305	(Int'l Class: 31) Grass seed	SMG Brands, Inc.

Country	Mark/Name	Ser./Reg./App. No.	Brief Goods/Services	Owner
		RN:3,345,297		
US	MOW-LESS	SN:77-514846 RN:3,677,607	(Int'l Class: 1) Fertilizers for domestic use	SMG Brands, Inc.
US	MOW-LESS	SN:77-513608 RN:3,554,117	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	POLO	SN:73-271681 RN:1,185,066	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	QUICK PUMP	SN:85-118828	(Int'l Class: 8) Hand-operated sprayers for pesticides, herbicides, insecticides, and fungicides	SMG Brands, Inc.
US	SLT	SN:76-585257 RN:2,954,474	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	SONORAN	SN:74-236687 RN:1,731,445	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	SOUTHERN GOLD	SN:76-205552 RN:2,568,448	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	SUMMER LAWN	SN:76-553998 RN:2,920,177	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	THE GOLD STANDARD	SN:78-778252 RN:3,545,229	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	TRIATHALAWN	SN:73-476458 RN:1,317,229	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	TURF-SEED and Design	SN:73-176523 RN:1,119,774	(Int'l Class: 31) Grass seed	SMG Brands, Inc.

Country	Mark/Name	Ser./Reg./App. No.	Brief Goods/Services	Owner
				
US	TURF-SEED MOW-LESS	SN:74-226882 RN:1,733,411	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	VENTURE GREEN	SN:76-288509 RN:2,714,387	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	WATER-MASTER	SN:74-286584 RN:1,829,949	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
US	WINTERPLEX	SN:76-553999 RN:2,886,158	(Int'l Class: 31) Grass seed	SMG Brands, Inc.
Canada	DURASEED	AN: 1308339	(Int'l Class: 31) Wares: (1) Grass seed.	SMG Brands, Inc.
Canada	MOW-LESS	AN: 1423264	(Int'l Class: 31) Wares: (1) Grass seed.	SMG Brands, Inc.
Canada	PLANTTRUST	AN: 1448437	(Int'l Class: 01, 05, 31) Wares: (1) chemicals for use in agriculture, horticulture and forestry, namely, preparations for the treatment of plants; preparations for fortifying plants; plant growth regulant agents; plant nutrient compositions; fertilizers; preparations to protect plants from pests, protect and expand root structure,...	SMG Brands, Inc.