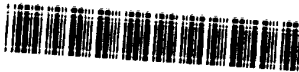


M.D.
8-5-98

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

08-12-1998



100791906

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 <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____ <input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____ <input type="checkbox"/> Corrective Document Reel # _____ Frame # _____		Conveyance Type <input type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assignment <input checked="" type="checkbox"/> Merger Effective Date Month Day Year <u>9 30 94</u> <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____	
--	--	--	--

Conveying Party Mark if additional names of conveying parties attached

Name The O.M. SCOTT & SONS COMPANY Execution Date Month Day Year 7 28 98

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party Mark if additional names of receiving parties attached

Name The Scotts Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 14111 Scottslawn Road

Address (line 2) _____

Address (line 3) Marysville OHIO 43041
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization OHIO

FOR OFFICE USE ONLY

08/06/98 111700 SHS 00000131

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. 20461

TRADEMARK FCID 061 FCID 062

REEL: 1766 FRAME: 08808

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.

16

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>341,806</u>	<u>563,909</u>
340,485	<u>562,404</u>	<u>671,699</u>
341,690	<u>563,454</u>	<u>675,765</u>

Number of Properties

Enter the total number of properties involved.

71

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 1790.00

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. Dreidler

Name of Person Signing

Joseph R. Dreidler

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

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

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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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	675,766	694,062	757,264
<input type="text"/>	<input type="text"/>	<input type="text"/>	678,297	705,806	782,659
<input type="text"/>	<input type="text"/>	<input type="text"/>	688,249	715,260	789,849

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

(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.

Name of Person Signing

Signature

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

1,117,403	1,296,082	1,452,718
1,135,940	1,299,042	1,467,832
1,135,941	1,410,030	1,507,221

Number of Properties

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\$

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Deposit Account

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Signature

Date Signed

Domestic Representative Name and Address

Enter for the first Receiving Party only.

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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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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Trademark Application Number(s) or Registration Number(s)

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	917,448	983,596	1,071,232
<input type="text"/>	<input type="text"/>	<input type="text"/>	741,787	1,046,600	1,071,233
<input type="text"/>	<input type="text"/>	<input type="text"/>	741,788	1,071,231	1,102,463

Number of Properties

Enter the total number of properties involved.

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

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Name of Person Signing

Signature

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

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Trademark Application Number(s)

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

Registration Number(s)

1,511,753	1,547,994	1,574,096
1,536,009	1,553,382	1,589,577
1,544,082	1,564,917	1,599,792

Number of Properties

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Address (line 3)

Address (line 4)

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Area Code and Telephone Number

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Registration Number(s)

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

1,736,900	1,747,322	1,761,035
1,739,321	1,748,763	1,761,048
1,740,749	1,761,034	1,761,049

Number of Properties

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,613,394	1,651,348	1,660,541
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,641,455	1,651,349	1,665,568
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,651,345	1,655,704	1,676,587

Number of Properties

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Signature

Date Signed

Domestic Representative Name and Address

Enter for the first Receiving Party only.

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Address (line 2)

Address (line 3)

Address (line 4)

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Area Code and Telephone Number

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Address (line 3)

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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)

1,769,579 1,791,178 1,800,363
1,774,549 1,797,235 1,810,759
1,786,949 1,800,362 1,854,253

Number of Properties

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

Number of Properties

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\$

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#

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.

Name of Person Signing

Signature

Date Signed



Prescribed by
 Bob Tait, Secretary of State
 33 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0315
 Form MER (July 1974)

Approved _____
 Date _____
 Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

The Scotts Company

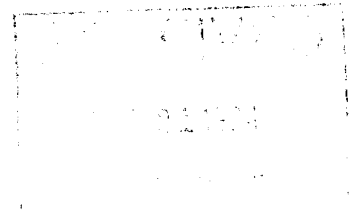
(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: N/A

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is as: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____



(11/11/90)

- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(if insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
Q.M. Scott & Sons Company	Delaware	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
Craig D. Walley	14111 Scottslawn Road (street and number) Marysville, Ohio 43041 (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On Sept. 30, 199* (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
N/A	(complete street address)
	(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

N/A

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

N/A

(name) (street and number)

_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is N/A
- b. The name under which the limited liability company desires to transact business in Ohio is N/A
- c. The limited liability company was organized or registered on N/A under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: N/A

2. Foreign Qualifying Limited Partnership
(if the qualifying entity is a foreign limited partnership, the following information must be completed)

a. The name of limited partnership is N/A

b. The limited partnership was formed on N/A
month day year
under the laws of the state/country of _____

c. The address of the office of the limited partnership in its state/country of organization is N/A

d. The limited partnership's principal office address is N/A

e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
<u>N/A</u>	
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

N/A

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by duly authorized officers, partners and representatives on the date(s) stated below.

<u>The Scott's Company</u> exact name of entity	<u>The O.M. Scott & Sons Company</u> exact name of entity
By: <u>[Signature]</u>	By: <u>[Signature]</u>
Its: <u>Chairman and Chief Executive Officer</u>	Its: <u>Chairman and Chief Executive Officer</u>
Date: <u>9/21/94</u>	Date: <u>9/21/94</u>

<u>The Scott's Company</u> exact name of entity	<u>The O.M. Scott & Sons Company</u> exact name of entity
By: <u>[Signature]</u>	By: <u>[Signature]</u>
Its: <u>Secretary</u>	Its: <u>Secretary</u>
Date: <u>9/21/94</u>	Date: <u>9/21/94</u>

exact name of entity	exact name of entity
By: _____	By: _____
Its: _____	Its: _____
Date: _____	Date: _____

exact name of entity	exact name of entity
By: _____	By: _____
Its: _____	Its: _____
Date: _____	Date: _____

exact name of entity	exact name of entity
By: _____	By: _____
Its: _____	Its: _____
Date: _____	Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; If insufficient space for signature, a separate sheet should be attached containing such signatures)