

10-29-1998

10-27-98



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RECORDATION FORM COVER SHEET
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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
10 1 98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name The SCOTTS COMPANY

10 21 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 DMS 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 Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

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.)

FOR OFFICE USE ONLY

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TRADEMARK
REEL: 1806 FRAME: 0018

RECORDED
10/28/98
01 FC:461
02 FC:462

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name JOSEPH R. DREITLER

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

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.

7

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>431,731</u>	<u>830,863</u>	<u>1,177,687</u>
<u>746,804</u>	<u>998,042</u>	<u>1,193,465</u>
<u>781,205</u>	<u>1,143,806</u>	<u>1,242,451</u>

Number of Properties

Enter the total number of properties involved.

20

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 515.00

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. DREITLER

Name of Person Signing

Joseph R. Dreitler

Signature

10/23/98

Date Signed

SCHEDULE A

<u>Registration Number</u>	<u>Mark</u>	<u>Date of Registration</u>
431,731	Terra-Lite (Stylized)	8/5/47
746,804	Peters	3/19/63
781,205	Osmocote	12/8/64
830,863	Redi-Earth	6/27/67
998,042	Metro-Mix	11/12/74
1,143,806	Leaf Design	12/23/80
1,177,687	Micromax & Design	11/17/81
1,193,465	Sierrablen & Design	4/13/82
1,242,451	Peters Professional	6/21/83
1,250,104	Uni-Mix Plus	9/6/83
1,250,790	Hydro-Sol	9/13/83
1,279,370	Peat-Lite Special	5/29/84
1,281,982	Terra-Lite	6/19/84
1,283,934	M-77	7/3/84
1,397,273	Sierra	6/17/86
1,639,454	Once & Design	4/2/91
1,701,057	Max Bac	7/14/92
1,756,256	Plant & Feed (Stylized)	3/2/93
1,810,327	HighN (Stylized)	12/14/93
1,946,675	Customblen (Stylized)	1/9/96

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 October 1, 1998.

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.

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 21st day of October, 1998.

THE SCOTTS COMPANY

By: C. Robert Lucas
Title: Sr. Vice President, General Counsel and Secretary

Subscribed to and sworn before me this 21st day of October 1998.

Joan C. Makley
Notary Public



JOAN C. MAKLEY
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES SEPT. 13, 1999