02-24-1999

FORM PTO-1594
1-31-92

100970590

VER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings → → →

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): OMS INVESTMENTS, INC.

☐ Individual(s) ☐ Association

☐ General Partnership ☐ Limited Partnership

☐√ Corporation-State (Delaware)

☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐√ No

2. Name and address of receiving party(ies):

Name: The Chase Manhattan Bank, as Administrative Agent

Internal Address: _____

Street Address: 200 Jericho Quadrangle

City: Jericho State: NY ZIP: 11753

☐ Individual(s) citizenship _____

☐ Association _____

☐ General Partnership _____

☐ Limited Partnership _____

☐√ Corporation-State New York banking corporation

☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐√ No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☐√ No

3. Nature of conveyance: 2-23-99

☐ Assignment ☐ Merger

☐√ Security Agreement ☐ Change of Name

☐ Other _____

Execution Date: December 4, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) see attached Schedule A

B. Trademark Registration No.(s) see attached Schedule A

Additional numbers attached? ☐√ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lori E. Lesser, Esq.

Internal Address: Simpson Thacher & Bartlett

02/23/1999 DCOATES 00000083 74564632

01 FC:481 40.00 OP
02 FC:482 5525.00 OP

Street Address: 425 Lexington Avenue

City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 222

7. Total fee (37 CFR 3.41): $5,565

☐√ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attached duplicate copy of this page if paying by deposit account)

5565E

DO NOT USE THIS SPACE

9. 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.

Lori E. Lesser, Esq.	Lori E. Lesser	2-19-99
Name of Person Signing	Signature	Date

Total number of pages comprising cover sheet: 9

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

SCHEDULE A

OMS INVESTMENTS, INC.
U.S. TRADEMARK APPLICATIONS

Application #	Mark - Description	Reg. Owner
74/564632	Bio-Rational™	OMS Investments, Inc.
75/532220	Bloom Booster™	OMS Investments, Inc.
75/429420	Bug Clear™	OMS Investments, Inc.
75/482103	Bug Gun™	OMS Investments, Inc.
75/367494	Color-Brite™	OMS Investments, Inc.
75/384300	Contec™	OMS Investments, Inc.
75/355430	Control by Scotts™ & Design	OMS Investments, Inc.
75/113239	Drought Survival™	OMS Investments, Inc.
74/531438	Extra™	OMS Investments, Inc.
75/494146	Final!™	OMS Investments, Inc.
75/461652	Finale™	OMS Investments, Inc.
75/446710	FireAntEx™	OMS Investments, Inc.
75/069256	Flower Clear™	OMS Investments, Inc.
75/383964	Grow the Food to Grow Bigger Deer™	OMS Investments, Inc.
75/513426	Grow the Food to Grow Bigger Fish™	OMS Investments, Inc.
75/453683	Grub Clear™	OMS Investments, Inc.
75/214811	Hydrozyme™	OMS Investments, Inc.
75/560388	ICON™	OMS Investments, Inc.
75/384349	Kansel+™	OMS Investments, Inc.
75/528878	Keystone™	OMS Investments, Inc.
75/348287	Master Collection™	OMS Investments, Inc.
75/532221	Miracle Garden Results™	OMS Investments, Inc.
74/593672	Miracle-Gro Clear Wand™	OMS Investments, Inc.
75/259910	Miracle-Gro Excel™ (or Miracle-Gro® Excel™)	OMS Investments, Inc.
75/338257	Miracle-Gro Excel™ (or Miracle-Gro® Excel™)	OMS Investments, Inc.
75/529770	Miracle-Gro Inside™	OMS Investments, Inc.
74/596862	Miracle-Gro™	OMS Investments, Inc.
74/584684	Miracle™	OMS Investments, Inc.
75/259646	No-Clog-4 in 1™	OMS Investments, Inc.
75/329589	OH2™ & Design	OMS Investments, Inc.
75/526063	Ovation™	OMS Investments, Inc.
75/441391	Path Clear™	OMS Investments, Inc.
75/329600	Penny Wise™	OMS Investments, Inc.
75/349966	Plus 2™	OMS Investments, Inc.
75/461422	Polaris™	OMS Investments, Inc.
75/446712	Pre-Mixed & Ready to Grow™	OMS Investments, Inc.
75/446709	Primestock™	OMS Investments, Inc.
75/530628	Pro Gro™	OMS Investments, Inc.
75/532690	Pro Gro™	OMS Investments, Inc.
75/331816	ProTurf™	OMS Investments, Inc.
74/676419	Quick Start™	OMS Investments, Inc.
75/069255	Rose Clear™	OMS Investments, Inc.
75/113238	Rugged Survival™	OMS Investments, Inc.
75/371128	Scotts - Precision Engineering from the Lawn Care Experts™	OMS Investments, Inc.
75/368842	Scotts - The Lawn Care Experts™	OMS Investments, Inc.
75/454150	Scotts Lawn Service™ & Design	OMS Investments, Inc.
75/031313	Scotts No-Quibble Guarantee™	OMS Investments, Inc.
75/543194	Scotts Turf Guard™	OMS Investments, Inc.
75/455182	Scotts™ & Design	OMS Investments, Inc.
75/368421	ScottsCoir™	OMS Investments, Inc.

Application #	Mark - Description	Reg. Owner
75/383962	Step™ Stylized	OMS Investments, Inc.
75/113237	Sun Survival™	OMS Investments, Inc.
75/545480	Tandem™	OMS Investments, Inc.
75/259911	The Plant Food for Plant Lovers™	OMS Investments, Inc.
75/441389	Toughweed Killer™	OMS Investments, Inc.
75/383963	Tree Tablets™	OMS Investments, Inc.
75/069257	Weed Clear™	OMS Investments, Inc.
75/114510	Weed Warrior™	OMS Investments, Inc.
75/441390	Weedol™	OMS Investments, Inc.

U.S. TRADEMARK REGISTRATIONS

Application #	Mark - Description	Reg. Owner	Registration Date
1651349	AccuGreen®	OMS Investments, Inc.	07/23/91
2046425	Agricote®	OMS Investments, Inc.	03/18/97
1977968	Agriform®	OMS Investments, Inc.	06/04/96
1824069	Algaen-X® & Design	OMS Investments, Inc.	03/01/94
500195	Auragreen®	OMS Investments, Inc.	05/11/48
1846110	Aware®	OMS Investments, Inc.	07/19/94
917006	Banrot®	OMS Investments, Inc.	07/27/71
1985202	Benefit®	OMS Investments, Inc.	07/09/96
1932487	Benefit® & Design	OMS Investments, Inc.	11/07/95
1812660	Bio-Rational®	OMS Investments, Inc.	12/21/93
2156965	Black Beauty®	OMS Investments, Inc.	05/12/98
1253326	Bloom Booster®	OMS Investments, Inc.	10/04/83
671699	Bonus®	OMS Investments, Inc.	12/30/58
1263371	Bug Dart®	OMS Investments, Inc.	01/10/84
1574096	Builder®	OMS Investments, Inc.	01/02/90
500130	Calo-Clor®	OMS Investments, Inc.	04/27/48
789285	Calo-Clor® & Design	OMS Investments, Inc.	05/11/65
818123	Calo-Gran®	OMS Investments, Inc.	11/08/66
1736900	Classic Estates®	OMS Investments, Inc.	12/01/92
1660541	Crumbler®	OMS Investments, Inc.	10/15/91
1946675	Customblen® (stylized)	OMS Investments, Inc.	01/09/96
705808	Dawn®	OMS Investments, Inc.	10/18/60
1038054	Duosan®	OMS Investments, Inc.	03/23/76
1225655	Dycarb®	OMS Investments, Inc.	02/01/83
1547894	EasyGreen®	OMS Investments, Inc.	07/18/89
1082114	Esmigran®	OMS Investments, Inc.	01/17/78
1994685	Evengreen®	OMS Investments, Inc.	08/20/96
875765	Family®	OMS Investments, Inc.	03/24/59
874117	Fertilife®	OMS Investments, Inc.	08/05/69
874118	Fertilife® (Stylized)	OMS Investments, Inc.	08/05/69
1740749	Flower, Rose, Herb Builder®	OMS Investments, Inc.	12/22/92
2122016	Forestcote®	OMS Investments, Inc.	12/16/97
962399	Fungo®	OMS Investments, Inc.	07/03/73
1803613	Gilogard®	OMS Investments, Inc.	11/09/93
1467832	Granuform®	OMS Investments, Inc.	12/08/87
1774549	Growing Better Through Technology®	OMS Investments, Inc.	06/01/93
2031114	GrubEx®	OMS Investments, Inc.	01/14/97
678297	Halts®	OMS Investments, Inc.	05/12/59
1676587	HandyGreen®	OMS Investments, Inc.	02/25/92

Application #	Mark - Description	Reg. Owner	
1295352	Heart & Leaf Design®	OMS Investments, Inc.	09/18/84
1854361	Heart & Leaf Design®	OMS Investments, Inc.	09/20/94
1810327	HighN® (stylized)	OMS Investments, Inc.	12/14/93
1527615	Hydraflo® and Flag Design	OMS Investments, Inc.	03/07/89
1250790	Hydro-Sol®	OMS Investments, Inc.	09/13/83
373639	Hyponex®	OMS Investments, Inc.	12/12/39
1104112	Hyponex®	OMS Investments, Inc.	10/17/78
1845277	Hyponex®	OMS Investments, Inc.	07/19/94
1892516	Intelligent Lawn Food®	OMS Investments, Inc.	05/02/95
2131738	InterCept H&G®	OMS Investments, Inc.	01/27/98
2176819	InterCept H&G®	OMS Investments, Inc.	07/28/98
2031025	Iron Bull®	OMS Investments, Inc.	01/14/97
1990048	K-CEL®	OMS Investments, Inc.	07/30/96
896713	Koban®	OMS Investments, Inc.	08/18/70
715260	Kwit®	OMS Investments, Inc.	05/16/61
1800362	Lawn Care As Simple As ABC®	OMS Investments, Inc.	10/26/93
285292	Lawn Care® (stylized)	OMS Investments, Inc.	07/21/31
1135940	Lawn Pro®	OMS Investments, Inc.	05/27/80
757264	Lawn Pro® & Device	OMS Investments, Inc.	09/24/63
1589577	Lawn Repair®	OMS Investments, Inc.	04/03/90
1143808	Leaf Design®	OMS Investments, Inc.	12/23/80
1283934	M-77®	OMS Investments, Inc.	07/03/84
1974775	MAG-MO®	OMS Investments, Inc.	05/21/96
1701057	Max Bac®	OMS Investments, Inc.	07/14/92
998042	Metro-Mix®	OMS Investments, Inc.	11/12/74
1177687	Micromax® & Design	OMS Investments, Inc.	11/17/81
1224823	Milban®	OMS Investments, Inc.	01/25/83
669483	Miracid®	OMS Investments, Inc.	11/11/58
1978641	Miracle Earth®	OMS Investments, Inc.	06/04/96
1051605	Miracle-Gro Therapy® & Design	OMS Investments, Inc.	11/02/76
668868	Miracle-Gro®	OMS Investments, Inc.	10/28/58
1223038	Miracle-Gro®	OMS Investments, Inc.	01/11/83
1896723	Miracle®	OMS Investments, Inc.	05/30/95
1791178	Next Generation®	OMS Investments, Inc.	09/07/93
2072270	Nutriblend®	OMS Investments, Inc.	06/17/97
1839454	Once® & Design	OMS Investments, Inc.	04/02/91
1255770	Omalin®	OMS Investments, Inc.	11/01/83
781205	Osmocote®	OMS Investments, Inc.	12/08/64
1747322	PatchMaster®	OMS Investments, Inc.	01/19/93
1895652	PatchMaster®	OMS Investments, Inc.	05/23/95
1279370	Peat-Lite Special®	OMS Investments, Inc.	05/29/84
1756388	Penstar®	OMS Investments, Inc.	03/09/93
1797235	Perfect Choice®	OMS Investments, Inc.	10/05/93
1242451	Peters Professional®	OMS Investments, Inc.	06/21/83
746804	Peters®	OMS Investments, Inc.	03/19/63
675768	Picture®	OMS Investments, Inc.	03/24/59
1756256	Plant & Feed® (Stylized)	OMS Investments, Inc.	03/02/93
694082	Play®	OMS Investments, Inc.	03/08/60
1769579	Poly-S®	OMS Investments, Inc.	05/11/93
1851348	PrecisionGreen®	OMS Investments, Inc.	07/23/91
1536009	ProKote Plus®	OMS Investments, Inc.	04/25/89
782659	ProTurf®	OMS Investments, Inc.	01/05/65

Application #	Mark - Description	Reg. Owner	
917448	ProTurf®	OMS Investments, Inc.	08/03/71
1511753	ProTurf®	OMS Investments, Inc.	11/08/88
983596	Quick Cover®	OMS Investments, Inc.	05/14/74
1599792	Quick Fix®	OMS Investments, Inc.	06/05/90
830863	Redi-Earth®	OMS Investments, Inc.	06/27/67
1739321	Rose Builder®	OMS Investments, Inc.	12/15/92
1774886	Rout® (Stylized)	OMS Investments, Inc.	06/08/93
1641455	Ryegrass-100®	OMS Investments, Inc.	04/16/91
1786949	ScottKote®	OMS Investments, Inc.	08/10/93
1923142	ScottKote®	OMS Investments, Inc.	10/03/95
1135941	Scotts Lawn Pro® & Device	OMS Investments, Inc.	05/27/80
688249	Scotts®	OMS Investments, Inc.	11/17/59
1102463	Scotts®	OMS Investments, Inc.	09/19/78
1761035	Scotts®	OMS Investments, Inc.	03/30/93
1761049	Scotts®	OMS Investments, Inc.	03/30/93
2014013	Scotts® & Oval Design	OMS Investments, Inc.	11/05/96
1922778	Scotts® & Oval Design	OMS Investments, Inc.	09/26/95
563909	Scotts® (stylized)	OMS Investments, Inc.	09/09/52
562404	Scotts® (stylized)	OMS Investments, Inc.	07/29/52
563454	Scotts® (stylized)	OMS Investments, Inc.	08/26/52
1750710	Scotts® and Design	OMS Investments, Inc.	02/02/93
1761048	Scotts® and Oval Design	OMS Investments, Inc.	03/30/93
1761034	Scotts® and Oval Design	OMS Investments, Inc.	03/30/93
1810759	Scotts® and Oval Design	OMS Investments, Inc.	12/14/93
1613394	Shade Mix®	OMS Investments, Inc.	09/11/90
1117403	Shady Area®	OMS Investments, Inc.	05/01/79
1397273	Sierra®	OMS Investments, Inc.	06/17/86
1193465	Sierrablen® & Design	OMS Investments, Inc.	04/13/82
2116778	Siphonex®	OMS Investments, Inc.	11/25/97
1651345	SpeedyGreen®	OMS Investments, Inc.	07/23/91
1299042	Spirit®	OMS Investments, Inc.	10/02/84
1296682	Sport Turf®	OMS Investments, Inc.	09/18/84
1655704	Sports Turf®	OMS Investments, Inc.	09/03/91
871230	Spray-Hawk®	OMS Investments, Inc.	06/17/69
2076201	Spring-Up®	OMS Investments, Inc.	07/01/97
1410030	SREF®	OMS Investments, Inc.	09/23/86
1553382	Starter®	OMS Investments, Inc.	08/29/89
1748763	Starter®	OMS Investments, Inc.	01/26/93
1141944	Stern's Miracid® & Design	OMS Investments, Inc.	12/02/80
1141943	Stern's Miracle-Gro® & Design	OMS Investments, Inc.	12/02/80
1842586	Stern's Miracle-Gro® & Design w/ Yellow & Green Box	OMS Investments, Inc.	07/05/94
1544082	Summerizer®	OMS Investments, Inc.	06/20/89
1665568	Sun & Shade Mix®	OMS Investments, Inc.	11/19/91
1046600	Super Bonus®	OMS Investments, Inc.	08/24/76
1071233	Super Turf Builder Plus Halts®	OMS Investments, Inc.	08/16/77
505893	Swiss Farms & Design®	OMS Investments, Inc.	01/28/49
884406	Swiss Farms & Design®	OMS Investments, Inc.	01/20/70
1281982	Terra-Lite®	OMS Investments, Inc.	06/19/84
431731	Terra-Lite® (Stylized)	OMS Investments, Inc.	08/05/47
1452718	TGR®	OMS Investments, Inc.	08/18/87
1800383	The Scotts Difference®	OMS Investments, Inc.	10/29/93
1814307	Therapy®	OMS Investments, Inc.	12/28/93

Application #	Mark - Description	Reg. Owner	
2090646	Therapy®	OMS Investments, Inc.	08/26/97
761533	Thiramad®	OMS Investments, Inc.	12/17/63
959164	Trex-San® & Design	OMS Investments, Inc.	05/22/73
1859253	Tri-Blend®	OMS Investments, Inc.	10/18/94
1940574	Triaform®	OMS Investments, Inc.	12/12/95
789849	Trionized®	OMS Investments, Inc.	05/25/65
910827	Truban®	OMS Investments, Inc.	04/08/71
1071231	Turf Builder Plus 2®	OMS Investments, Inc.	08/16/77
1071232	Turf Builder Plus Halts®	OMS Investments, Inc.	08/16/77
341806	Turf Builder®	OMS Investments, Inc.	12/22/36
1250104	Uni-Mix Plus®	OMS Investments, Inc.	09/06/83
1728845	Vikor®	OMS Investments, Inc.	11/03/92
1457862	Vita Hume®	OMS Investments, Inc.	09/22/87
1141937	Vita Hume®	OMS Investments, Inc.	12/02/80
878980	Vitalon®	OMS Investments, Inc.	10/21/69
1576008	Vorlan® & Design	OMS Investments, Inc.	01/09/90
1564917	Winter Turf®	OMS Investments, Inc.	11/07/89
2046527	YardAll®	OMS Investments, Inc.	03/18/97
2139929	Yellow/Green Box Design®	OMS Investments, Inc.	03/03/98
919655	Zyban®	OMS Investments, Inc.	09/07/71

SECURITY AGREEMENT

WHEREAS, OMS INVESTMENTS, INC., a Delaware corporation with an address of 1105 North Market Street, Wilmington, Delaware 19899 (hereinafter referred to as the "Grantor"), owns the U.S. trademarks, trademark registrations and trademark applications listed on Schedule "A" annexed hereto; and

WHEREAS, the Grantor has agreed to grant, subject to (i) liens permitted to exist on such assets pursuant to both the Borrower and Domestic Subsidiary Guarantee and Collateral Agreement among The Scotts Company, each Domestic Subsidiary Borrower and certain other Domestic Subsidiaries in favor of The Chase Manhattan Bank, as Administrative Agent (the "Guarantee and Collateral Agent") and the Credit Agreement (as defined below) and (ii) existing trademark licenses granted by the Grantor in the ordinary course of rights with respect to such assets, a security interest in certain assets of the Grantor to secure the payment of all amounts owing under the Guarantee and Collateral Agreement and the Credit Agreement, dated as of December 4, 1998 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Grantor, The Scotts Company, the Domestic Subsidiary Borrowers, the banks parties thereto (the "Banks"), The Chase Manhattan Bank, as Administrative Agent (in such capacity, the "Grantee") for the Banks and certain other parties defined therein.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Grantor does hereby mortgage, pledge and grant to the

Grantee, its successors, endorsees, transferees and assigns for the ratable benefit of the Banks, a security interest in all of the Grantor's right, title and interest in, to and under the following U.S. trademark applications and trademark registrations, whether presently existing or hereafter arising or acquired, and which is more fully described in the Guarantee and Collateral Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. Terms defined in both the Credit Agreement and the Guarantee and Collateral Agreement shall have their defined meanings when used in this Security Agreement:

(i) each U.S. trademark, trademark registration and trademark application, including, without limitation, each trademark, trademark registration and trademark application referred to in Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application;

(ii) each trademark license, including, without limitation, each trademark license listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark license;

(iii) all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future infringement or dilution of any trademark or trademark registration, including, without limitation, any of the foregoing referred to in Schedule A, and of any trademark licensed under any trademark license, including, without limitation, any

trademark license listed on Schedule A, or for injury to the goodwill associated with any trademark, trademark registration or trademark licensed under any trademark license.

This security interest is granted in conjunction with the interest granted in both the Credit Agreement and the Guarantee and Collateral Agreement, which are incorporated herein by reference, and of which this Security Agreement is a part.

IN WITNESS WHEREOF, the Grantor has caused this Security Agreement to be duly executed by its officers thereunto duly authorized as of the 4th day of December, 1998.

OMS INVESTMENTS, INC.

By: Rebecca J Bruening

Title: _____

12/01/98 - 8214867.01