

09-19-2000

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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)

Conveyance Type

- Assignment
- Security Agreement
- License
- Nunc Pro Tunc Assignment

Document ID#

Effective Date
Month Day Year

Correction of PTO Error

Reel # Frame #

Merger

Corrective Document

Reel # Frame #

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship /State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

FOR OFFICE USE ONLY

09/18/2000 MTHAI1 00000236 75719340

01 FC:481 40.00 OP
02 FC:482 225.00 OP

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

TRADEMARK
REEL: 002145 FRAME: 0645

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

614-464-6223

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.

#

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" value="75/719,340"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,378,337"/>	<input type="text" value="1,378,721"/>	<input type="text" value="1,402,694"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,403,361"/>	<input type="text" value="1,404,311"/>	<input type="text" value="1,469,572"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,723,116"/>	<input type="text" value="1,726,060"/>	<input type="text" value="1,746,650"/>

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

(Enter for payment by deposit account or if additional fees can be charged to the account.)

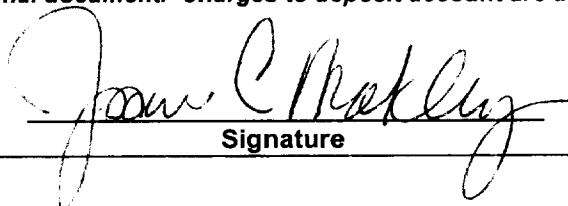
Deposit Account Number: #

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.

Joan C. Makley
Name of Person Signing


Signature

9/1/00
Date Signed

RECORDATION FORM COVER SHEET

CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Earthgro, Inc.

8/11/00

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

Enter Additional Receiving Party

Name

OMS Investments, Inc.

DBA/AK/A/T/A

Composed of

Address (line 1)

1105 North Market Street

Address (line 2)

Address (line 3)

Wilmington

Delaware

19899

City

State/Country

Zip Code

Individual General Partnership Limited Partnership 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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number of the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,746,652	2,357,372	2,357,373
2,366,188		

TRADEMARK ASSIGNMENT

STATE OF OHIO)
) SS:
 COUNTY OF UNION)

WHEREAS, Earthgro, Inc., a Delaware 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.

NOW, THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Earthgro, Inc. 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.

Earthgro, Inc. 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 Earthgro, Inc. has

hereunto set his hand and the Seal of the Corporation on this 11th day of August, 2000.

EARTHGRO, INC.

By: Ed. M. C. Clegg
Title: Asst. Secretary

Subscribed to and sworn before me this 11th day of August, 2000.

April S. McClanahan
Notary Public



APRIL S. McCLANAHAN
Notary Public, State of Ohio
My Commission Expires 04-16-05

SCHEDULE A

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Earthgro	1,378,337	1/14/86
Earthgro	1,378,721	1/21/86
EG and Symbol	1,402,694	7/29/86
Earthgro and Design	1,403,361	7/29/86
EG and Symbol	1,404,311	8/5/86
Compost Plus	1,469,572	12/22/87
Earthgro, the Natural Choice and Design	1,723,116	10/13/92
Earthgro, the Natural Choice and Design	1,726,060	10/20/92
1881 Select	1,746,650	1/19/93
1881 Select	1,746,652	1/19/93
Earthgro & Design	2,357,372	6/13/00
Earthgro & Design	2,357,373	6/13/00
Earthgro & Design	2,366,188	7/11/00

Applications

Earthgro & Design	75/719,340	6/2/99
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