

Form **PTO-1594** (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)
RECORDATION FORM COVER SHEET TRADEMARKS ONLY
 U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Earthgro, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies)
 Name: OMS Investments, Inc.
 Internal Address: Suite 2800
 Street Address: 10250 Constellation Place
 City: Los Angeles State: CA Zip: 90067

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: .

Assignment Nunc Pro Tunc Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 8/11/2000

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1378337, 1378721, 1402694, 1403361, 1404311, 1469572

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Joan C. Makley
 Internal Address: _____
Vorys, Sater, Seymour and Pease LLP
 Street Address: 52 East Gay Street
P.O. Box 1008
 City: Columbus State: OH Zip: 43216-1008

6. Total number of applications and registrations involved: 14

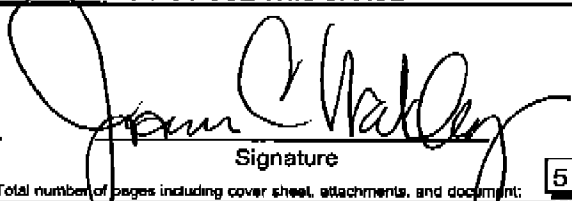
7. Total fee (37 CFR 3.41).....\$ 365.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
22-0585

DO NOT USE THIS SPACE

9. Signature.

Joan C. Makley  April 23, 2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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

CIH \$365.00 220585 1378337

RECORDATION FORM COVER SHEET
continued

Trademark Registration Numbers

1723116

1726060

1746650

1746652

2357372

2357373

2366188

2484307

TRADEMARK ASSIGNMENT
NUNC PRO TUNC

WHEREAS, Earthgro, Inc., a Connecticut corporation ("Assignor"), located and doing business at 14111 Scottslawn Road, Marysville, Ohio 43041, owned the trademarks shown on the attached Schedule A ("Trademarks"); and,

WHEREAS, on August 11, 2000, Assignor assigned all of its right, title and interest in the Trademarks to OMS Investments, Inc., a Delaware corporation, ("Assignee"), then located and doing business at 1105 North Market Street, Wilmington, Delaware 19899 and now located and doing business at 10250 Constellation Place, Suite 2800, Los Angeles, California 90067.

WHEREAS, the August 11, 2000 assignment, recorded in the U.S. Patent and Trademark Office ("USPTO") on September 5, 2000, identified Assignor as a Delaware corporation which was incorrect.

WHEREAS, the parties desire to correct this error by executing and recording this Trademark Assignment, Nunc Pro Tunc.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, convey and transfer unto Assignee, Nunc Pro Tunc as of August 11, 2000, all right and title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademark and the registration thereof.

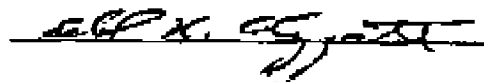
Assignor further assigns unto Assignee all right to sue for and to receive all damages accruing from past infringement of the Trademark.

Assignor undertakes that upon the request of Assignee or its designees, it and/or its successor in business, shall make all rightful oaths, testify on behalf of Assignee or its designees in matters involving the Trademark and do all other lawful acts necessary to carry out the intent

of this assignment as well as to provide such other material, information and assistance to Assignee or its designees, as well be considered necessary in connection therewith.

IN WITNESS WHEREOF, the undersigned has caused this assignment to be executed effective, Nunc Pro Tunc, as of the 11th day of August, 2000.

EARTHGRO, INC.

By: 

Name: Edward R. Claggett

Title: Assistant Secretary

SCHEDULE A

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Earthgro	1378337	1/14/86
Earthgro	1378721	1/21/86
EG and Symbol	1402694	7/29/86
Earthgro and Design	1403361	7/29/86
EG and Symbol	1404311	8/5/86
Compost Plus	1469572	12/22/87
Earthgro, the Natural Choice and Design	1723116	10/13/92
Earthgro, the Natural Choice and Design	1726060	10/20/92
1881 Select	1746650	1/19/93
1881 Select	1746652	1/19/93
Earthgro & Design	2357372	6/13/00
Earthgro & Design	2357373	6/13/00
Earthgro & Design	2366188	7/11/00
Earthgro & Design	2484307	9/4/01