

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Earthgro, Inc.

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

Citizenship (see guidelines) _____

Execution Date(s) 8/11/2000

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: OMS Investments, Inc.

Internal Address: Suite 2800

Street Address: 10250 Constellation Place

City: Los Angeles

State: California

Country: U.S. Zip: 90067

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Delaware
 Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2178577, 1528519

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

2178577 - PRO BASE

1528519 - THE FIRST THING YOU NEED TO GROW

5. Name & 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: Ohio Zip: 43216-1008

Phone Number: (614) 464-6424

Fax Number: (614) 719-4837

Email Address: _____

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 22-0585

Authorized User Name Joan C. Makley

9. Signature:

Joan C. Makley

Signature

July 22, 2004

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

700105628

REEL: 002924 FRAME: 0732

CH \$65.00 220686 2178577

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, did not contain two trademarks which should have been included thereon.

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 Trademarks 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 Trademarks.

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 Trademarks 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 will 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: Edward R. Claggett
Name: Edward R. Claggett
Title: Assistant Secretary

SCHEDULE A

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Pro Base	2178577	8/4/98
The First Thing You Need to Grow	1528519	3/7/89