TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights (previously recorded at Reel 1866 Frame 0279)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Administrative Agent	FORMERLY The Chase Manhattan Bank	10/19/2005	National Banking Association:

RECEIVING PARTY DATA

Name:	OMS Investments, Inc.
Street Address:	10250 Constellation Blvd.
Internal Address:	Suite 2800
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067-6228
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 222

Property Type	Number	Word Mark
Registration Number:	285292	LAWN CARE
Registration Number:	341806	TURF BUILDER
Registration Number:	373639	HYPONEX
Registration Number:	431731	TERRA-LITE
Registration Number:	500130	CALO-CLOR
Registration Number:	500195	AURAGREEN
Registration Number:	505893	SWISS FARMS
Registration Number:	563909	SCOTTS
Registration Number:	562404	SCOTTS
Registration Number:	563454	SCOTTS
Registration Number:	668868	MIRACLE-GRO
Registration Number:	669483	MIRACID

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Registration Number:	675765	FAMILY
Registration Number:	675766	PICTURE
Registration Number:	694062	PLAY
Registration Number:	678297	HALTS
Registration Number:	671699	BONUS
Registration Number:	688249	SCOTTS
Registration Number:	715260	KWIT
Registration Number:	705806	DAWN
Registration Number:	746804	PETERS
Registration Number:	761533	THIRAMAD
Registration Number:	757264	LAWN-PRO
Registration Number:	789849	TRIONIZED
Registration Number:	782659	PRO TURF
Registration Number:	781205	OSMOCOTE
Registration Number:	789285	CALO-CLOR
Registration Number:	818123	CALO-GRAN
Registration Number:	830863	REDI-EARTH
Registration Number:	871230	SPRAY-HAWK
Registration Number:	884406	SWISS FARMS
Registration Number:	874117	FERTILIFE
Registration Number:	874118	FERTILIFE
Registration Number:	878980	VITALON
Registration Number:	896713	KOBAN
Registration Number:	917448	PROTURF
Registration Number:	910827	TRUBAN
Registration Number:	917006	BANROT
Registration Number:	919655	ZYBAN
Registration Number:	959164	TREX-SAN
Registration Number:	962399	FUNGO
Registration Number:	983596	QUICK COVER
Registration Number:	998042	METRO-MIX
Registration Number:	1051605	MIRACLE-GRO THERAPY
Registration Number:	1036054	DUOSAN
Registration Number:	1046600	SUPER BONUS
Registration Number:	1071231	TURF BUILDER PLUS 2

Registration Number:	1071232	TURF BUILDER PLUS HALTS
Registration Number:	1071233	SUPER TURF BUILDER PLUS HALTS
Registration Number:	1082114	ESMIGRAN
Registration Number:	1102463	SCOTTS
Registration Number:	1135940	LAWN PRO
Registration Number:	1135941	SCOTTS LAWN PRO
Registration Number:	1117403	SHADY AREA
Registration Number:	1104112	HYPONEX
Registration Number:	1143806	
Registration Number:	1193465	SIERRABLEN
Registration Number:	1141937	VITA HUME
Registration Number:	1141943	STERN'S MIRACLE-GRO
Registration Number:	1141944	STERN'S MIRACID
Registration Number:	1177687	MICROMAX
Registration Number:	1223038	MIRACLE-GRO
Registration Number:	1242451	PETERS PROFESSIONAL
Registration Number:	1253326	BLOOM BOOSTER
Registration Number:	1224823	MILBAN
Registration Number:	1225655	DYCARB
Registration Number:	1255770	ORNALIN
Registration Number:	1250104	UNI-MIX PLUS
Registration Number:	1283934	M-77
Registration Number:	1250790	HYDRO-SOL
Registration Number:	1279370	PEAT-LITE SPECIAL
Registration Number:	1263371	BUG DART
Registration Number:	1296682	SPORT TURF
Registration Number:	1281982	TERRA-LITE
Registration Number:	1295352	
Registration Number:	1299042	SPIRIT
Registration Number:	1397273	SIERRA
Registration Number:	1410030	SREF
Registration Number:	1457862	VITA HUME
Registration Number:	1467832	GRANUFORM
Registration Number:	1452718	TGR
Registration Number:	1536009	PROKOTE PLUS

Registration Number:	1574096	BUILDER
Registration Number:	1511753	PROTURF
Registration Number:	1553382	STARTER
Registration Number:	1527615	HYDRAFLO
Registration Number:	1544082	SUMMERIZER
Registration Number:	1547994	EASYGREEN
Registration Number:	1655704	SPORTS TURF
Registration Number:	1564917	WINTER TURF
Registration Number:	1641455	RYEGRASS-100
Registration Number:	1576008	VORLAN
Registration Number:	1589577	LAWN REPAIR
Registration Number:	1613394	SHADE MIX
Registration Number:	1665568	SUN & SHADE MIX
Registration Number:	1599792	QUICK FIX
Registration Number:	1846110	AWARE
Registration Number:	1701057	MAX BAC
Registration Number:	1639454	ONCE 1
Registration Number:	1651345	SPEEDYGREEN
Registration Number:	1660541	CRUMBLER
Registration Number:	1651348	PRECISIONGREEN
Registration Number:	1651349	ACCUGREEN
Registration Number:	1812660	BIO-RATIONAL
Registration Number:	1676587	HANDY GREEN
Registration Number:	1810327	HIGHN
Registration Number:	1728845	VIKOR
Registration Number:	1750710	SCOTTS
Registration Number:	1756388	PENSTAR
Registration Number:	1736900	CLASSIC ESTATES
Registration Number:	1814307	THERAPY
Registration Number:	1740749	FLOWER, ROSE, HERB BUILDER
Registration Number:	1747322	PATCHMASTER
Registration Number:	1739321	ROSE BUILDER
Registration Number:	1748763	STARTER
Registration Number:	1797235	PERFECT CHOICE
Registration Number:	1756256	PLANT & FEED

Registration Number:	1769579	POLY-S
Registration Number:	2014013	SCOTTS
Registration Number:	1761048	SCOTTS
Registration Number:	1761034	SCOTTS
Registration Number:	1761035	SCOTTS
Registration Number:	1761049	SCOTTS
Registration Number:	1774549	GROWING BETTER THROUGH TECHNOLOGY
Registration Number:	1803613	GLIOGARD
Registration Number:	1774886	ROUT
Registration Number:	1854361	
Registration Number:	1845277	HYPONEX
Registration Number:	1786949	SCOTTKOTE
Registration Number:	1791178	NEXT GENERATION
Registration Number:	1800362	LAWN CARE AS SIMPLE AS ABC
Registration Number:	1800363	THE SCOTTS DIFFERENCE
Registration Number:	1978641	MIRACLE EARTH
Registration Number:	1810759	SCOTTS
Registration Number:	1824069	ALGAEN-X
Registration Number:	1859253	TRI-BLEND
Registration Number:	1923142	SCOTTKOTE
Registration Number:	1932487	BENEFIT
Registration Number:	1895652	PATCHMASTER
Registration Number:	1892516	INTELLIGENT LAWN FOOD
Registration Number:	1842586	STERN'S MIRACLE-GRO
Registration Number:	1940574	TRIAFORM
Serial Number:	74531438	EXTRA
Serial Number:	74564632	BIO-RATIONAL
Serial Number:	74584664	MIRACLE
Serial Number:	74593672	MIRACLE-GRO CLEAR WAND
Registration Number:	2235973	MIRACLE-GRO
Registration Number:	1946675	CUSTOMBLEN
Registration Number:	2072270	NUTRIBLEND
Registration Number:	1985202	BENEFIT
Registration Number:	1974775	MAG-MO
Registration Number:	1994685	EVENGREEN

Registration Number:	2046425	AGRICOTE
Registration Number:	1977968	AGRIFORM
Registration Number:	2139929	
Registration Number:	2122016	FORESTCOTE
Registration Number:	2031025	IRON BULL
Registration Number:	2261270	QUICK START
Registration Number:	2031114	GRUBEX
Registration Number:	2046527	YARDALL
Registration Number:	2076201	SPRING-UP
Registration Number:	1990048	K-CEL
Registration Number:	1896723	MIRACLE
Registration Number:	1922778	SCOTTS
Registration Number:	2297201	SCOTTS NO-QUIBBLE GUARANTEE
Registration Number:	2116778	SIPHONEX
Registration Number:	2090646	THERAPY
Registration Number:	2131736	INTERCEPT-H&G
Serial Number:	75069255	ROSE CLEAR
Serial Number:	75069256	FLOWER CLEAR
Serial Number:	75069257	WEED CLEAR
Serial Number:	75113237	SUN SURVIVAL
Serial Number:	75113238	RUGGED SURVIVAL
Serial Number:	75113239	DROUGHT SURVIVAL
Registration Number:	2229840	WEED WARRIOR
Serial Number:	75214811	HYDROZYME
Registration Number:	2199043	NO-CLOG-4 IN 1
Registration Number:	2203276	MIRACLE-GRO EXCEL
Registration Number:	2377853	THE PLANT FOOD FOR PLANT LOVERS
Registration Number:	2156965	BLACK BEAUTY
Registration Number:	2176819	INTERCEPT-H&G
Registration Number:	2239674	OH2
Serial Number:	75329600	PENNY WISE
Registration Number:	2222372	PROTURF
Serial Number:	75338257	MIRACLE-GRO EXCEL
Registration Number:	2257902	MASTER COLLECTION
Registration Number:	2260387	PLUS 2

Serial Number:	75355430	CONTROL BY SCOTTS.
Registration Number:	2254381	COLOR-BRITE
Registration Number:	2251011	SCOTTSCOIR
Serial Number:	75368842	SCOTTS - THE LAWN CARE EXPERTS
Registration Number:	2252749	SCOTTS PRECISION ENGINEERING FROM THE LAWN CARE EXPERTS
Registration Number:	2250521	STEP
Registration Number:	2246811	TREE TABLETS
Registration Number:	2223988	GROW THE FOOD TO GROW BIGGER DEER
Registration Number:	2220362	CONTEC
Registration Number:	2307824	KANSEL+
Serial Number:	75429420	BUG CLEAR
Serial Number:	75441389	TOUGHWEED KILLER
Serial Number:	75441390	WEEDOL
Serial Number:	75441391	PATH CLEAR
Serial Number:	75446709	PRIMESTOCK
Serial Number:	75446710	FIREANTEX
Serial Number:	75446712	PRE-MIXED & READY TO GROW
Serial Number:	75453683	GRUB CLEAR
Registration Number:	2273915	SCOTTS LAWNSERVICE
Serial Number:	75455182	SCOTTS
Serial Number:	75461422	POLARIS
Registration Number:	2253385	FINALE
Serial Number:	75482103	BUG GUN
Serial Number:	75494146	FINAL!
Registration Number:	2277911	GROW THE FOOD TO GROW BIGGER FISH
Registration Number:	2507429	OVATION
Serial Number:	75528878	KEYSTONE
Serial Number:	75529770	MIRACLE-GRO INSIDE
Serial Number:	75530628	PRO GRO
Registration Number:	2352695	BLOOM BOOSTER
Registration Number:	2418043	FOR MIRACLE GARDEN RESULTS
Registration Number:	2384652	PRO GRO
Serial Number:	75543194	SCOTTS TURF GUARD
Serial Number:	75545480	TANDEM

Serial Number:	75560388	ICON

CORRESPONDENCE DATA

Fax Number: (212)455-2502

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ATTORNEY DOCKET NUMBER:	509265/0559
NAME OF SUBMITTER:	Mark Solomon
Signature:	/ms/
Date:	10/24/2005

Total Attachments: 8

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS RIGHTS

TERMINATION AND RELEASE dated as of October 19, 2005, from JPMORGAN CHASE BANK, N.A. (formerly known as The Chase Manhattan Bank), as Administrative Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to OMS INVESTMENTS, INC., a Delaware corporation.

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated December 4, 1998, made by the Grantors (as defined therein) in favor of the Agent (as amended or modified from time to time, the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademarks Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Grant of Security Interest in Trademarks Rights, among the Agent and OMS Investments, Inc. (the "Security Agreement"), OMS Investments, Inc., by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademarks Collateral;

WHEREAS, the Security Agreement was recorded in the Trademarks Division of the United States Patent and Trademark Office at Reel 1866 and Frame 0279; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademarks Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademarks Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademarks Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Security Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademarks Collateral, and any right, title or interest of the Agent in such Trademarks Collateral shall hereby cease and become void.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, N.A. (formerly known as The Chase Manhattan Bank)

By: _____
Name: Randolph Cates
Title: Vice President

509265-0559-08892-NY01.2515714.1

STATE OF New York

COUNTY OF Bronx ss.:

On this 19TH day of October, 2005, before me personally appeared Randolph Cates to me known who, being by me duly sworn, did depose and say that he is a Vice President of JPMorgan Chase Bank, N.A., described herein and which executed the foregoing instrument, and that he signed his name thereto pursuant to the authority granted by JPMorgan Chase Bank, N.A.

Ranesha Pitt
Notary Public

(Affix Seal Below)

RANESHA PITT
Notary Public, State of New York
No. 01PI6046637
Qualified in Bronx County
Commission Expires August 14, 2009

509265-0559-08892-NY01.2515714.1

Schedule A

U.S. Trademark Registrations and Applications

Title	Registration or Serial Number
LAWN CARE	285,292
TURF BUILDER	341,806
HYPONEX	373,639
TERRA-LITE	431,731
CALO-CLOR	500,130
AURAGREEN	500,195
SWISS FARMS	505,893
SCOTTS	563,909
SCOTTS	562,404
SCOTTS	563,454
MIRACLE-GRO	668,868
MIRACID	669,483
FAMILY	675,765
PICTURE	675,766
PLAY	694,062
HALTS	678,297
BONUS	671,699
SCOTTS	688,249
KWIT	715,260
DAWN	705,806
PETERS	746,804
THIRAMAD	761,533
LAWN-PRO	757,264
TRIONIZED	789,849
PRO TURF	782,659
OSMOCOTE	781,205
CALO-CLOR	789,285
CALO-GRAN	818,123
REDI-EARTH	830,863
SPRAY-HAWK	871,230
SWISS FARMS	884,406
FERTILIFE	874,117
FERTILIFE	874,118
VITALON	878,980
KOBAN	896,713
PROTURF	917,448
TRUBAN	910,827
BANROT	917,006
ZYBAN	919,655
TREX-SAN	959,164
FUNGO	962,399
QUICK COVER	983,596

Title	Registration or Serial Number
METRO-MIX	998,042
MIRACLE-GRO THERAPY	1,051,605
DUOSAN	1,036,054
SUPER BONUS	1,046,600
TURF BUILDER PLUS 2	1,071,231
TURF BUILDER PLUS HALTS	1,071,232
SUPER TURF BUILDER PLUS HALTS	1,071,233
ESMIGRAN	1,082,114
SCOTTS	1,102,463
LAWN PRO	1,135,940
SCOTTS LAWN PRO	1,135,941
SHADY AREA	1,117,403
HYPONEX	1,104,112
DESIGN ONLY	1,143,806
SIERRABLEN	1,193,465
VITA HUME	1,141,937
STERN'S MIRACLE-GRO	1,141,943
STERN'S MIRACID	1,141,944
MICROMAX	1,177,687
MIRACLE-GRO	1,223,038
PETERS PROFESSIONAL	1,242,451
BLOOM BOOSTER	1,253,326
MILBAN	1,224,823
DYCARB	1,225,655
ORNALIN	1,255,770
UNI-MIX PLUS	1,250,104
M-77	1,283,934
HYDRO-SOL	1,250,790
PEAT-LITE SPECIAL	1,279,370
BUG DART	1,263,371
SPORT TURF	1,296,682
TERRA-LITE	1,281,982
DESIGN ONLY	1,295,352
SPIRIT	1,299,042
SIERRA	1,397,273
SREF	1,410,030
VITA HUME	1,457,862
GRANUFORM	1,467,832
TGR	1,452,718
PROKOTE PLUS	1,536,009
BUILDER	1,574,096
PROTURF	1,511,753
STARTER	1,553,382
HYDRAFLO	1,527,615
SUMMERIZER	1,544,082
EASYGREEN	1,547,994
SPORTS TURF	1,655,704
WINTER TURF	1,564,917

Title	Registration or Serial Number
RYEGRASS-100	1,641,455
VORLAN	1,576,008
LAWN REPAIR	1,589,577
SHADE MIX	1,613,394
SUN & SHADE MIX	1,665,568
QUICK FIX	1,599,792
AWARE	1,846,110
MAX BAC	1,701,057
ONCE 1	1,639,454
SPEEDYGREEN	1,651,345
CRUMBLER	1,660.541
PRECISIONGREEN	1,651,348
ACCUGREEN	1,651,349
BIO-RATIONAL	1,812,660
HANDY GREEN	1,676,587
HIGHN	1,810,327
VIKOR	1,728,845
SCOTTS	1,750,710
PENSAR	1,756,388
CLASSIC ESTATES	1,736,900
THERAPY	1,814,307
FLOWER, ROSE, HERB BUILDER	1,740,749
PATCHMASTER	1,747,322
ROSE BUILDER	1,739,321
STARTER	1,748,763
PERFECT CHOICE	1,797,235
PLANT & FEED	1,756,256
POLY-S	1,769,579
SCOTTS	2,014,013
SCOTTS	1,761,048
SCOTTS	1,761,034
SCOTTS	1,761,035
SCOTTS	1,761,049
GROWING BETTER THROUGH TECHNOLOGY	1,774,549
GLIOGARD	1,803,613
ROUT	1,774,886
DESIGN ONLY	1,854,361
HYPONEX	1,845,277
SCOTTKOTE	1,786,949
NEXT GENERATION	1,791,178
LAWN CARE AS SIMPLE AS ABC	1,800,362
THE SCOTTS DIFFERENCE	1,800,363
MIRACLE EARTH	1,978,641
SCOTTS	1,810,759
ALGAEN-X	1,824,069
TRI-BLEND	1,859,253
SCOTTKOTE	1,923,142

Title	Registration or Serial Number
BENEFIT	1,932,487
PATCHMASTER	1,895,652
INTELLIGENT LAWN FOOD	1,892,516
STERN'S MIRACLE-GRO	1,842,586
TRIAFORM	1,940,574
EXTRA	74/531,438
BIO-RATIONAL	74/564,632
MIRACLE	74/584,664
MIRACLE-GRO CLEAR WAND	74/593,672
MIRACLE-GRO	2,235,973
CUSTOMBLEN	1,946,675
NUTRIBLEND	2,072,270
BENEFIT	1,985.202
MAG-MO	1,974,775
EVENGREEN	1,994,685
AGRICOTE	2,046,425
AGRIFORM	1,977,968
DESIGN ONLY	2,139,929
FORESTCOTE	2,122,016
IRON BULL	2,031,025
QUICK START	2,261,270
GRUBEX	2,031,114
YARDALL	2,046,527
SPRING-UP	2,076,201
K-CEL	1,990,048
MIRACLE	1,896,723
SCOTTS	1,922,778
SCOTTS NO-QUIBBLE GUARANTEE	2,297,201
SIPHONEX	2,116,778
THERAPY	2,090,646
INTERCEPT-H&G	2,131,736
ROSE CLEAR	75/069,255
FLOWER CLEAR	75/069,256
WEED CLEAR	75/069,257
SUN SURVIVAL	75/113,237
RUGGED SURVIVAL	75/113,238
DROUGHT SURVIVAL	75/113,239
WEED WARRIOR	2,229,840
HYDROZYME	75/214,811
NO-CLOG-4 IN 1	2,199,043
MIRACLE-GRO EXCEL	2,203,276
THE PLANT FOOD FOR PLANT LOVERS	2,377,853
BLACK BEAUTY	2,156,965
INTERCEPT-H&G	2,176,819
OH2	2,239,674
PENNY WISE	75/329,600
PROTURF	2,222,372
MIRACLE GRO-EXCEL	75/338,257

Title	Registration or Serial Number
MASTER COLLECTION	2,257,902
PLUS 2	2,260,387
CONTROL BY SCOTTS	75/355,430
COLOR-BRITE	2,254,381
SCOTTSCOIR	2,251,011
SCOTTS-THE LAWN CARE EXPERTS	75/368,842
SCOTTS PRECISION ENGINEERING FROM THE LAWN CARE EXPERTS	2,252,749
STEP	2,250,521
TREE TABLETS	2,246,811
GROW THE FOOD TO GROW BIGGER DEER	2,223,988
CONTEC	2,220,362
KANSEL+	2,307,824
BUG CLEAR	75/429,420
TOUGHWEED KILLER	75/441,389
WEEDOL	75/441,390
PATH CLEAR	75/441,391
PRIMESTOCK	75/446,709
FIREANTEX	75/446,710
PRE-MIXED & READY TO GROW	75/446,712
GRUB CLEAR	75/453,683
SCOTTS LAWNSERVICE	2,273,915
SCOTTS	75/455,182
POLARIS	75/461,422
FINALE	2,253,385
BUG GUN	75/482,103
FINAL!	75/494,146
GROW THE FOOD TO GROW BIGGER FISH	2,277,911
OVATION	2,507,429
KEYSTONE	75/528,878
MIRACLE-GRO INSIDE	75/529,770
PRO GRO	75/530,628
BLOOM BOOSTER	2,352,695
FOR MIRACLE GARDEN RESULTS	2,418,043
PRO GRO	2,384,652
SCOTTS TURF GUARD	75/543,194
TANDEM	75/545,480
ICON	75/560,388