

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	02/28/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SMG Brands, Inc.		02/28/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Scotts International B.V.
Street Address:	Nijverheidsweg 1-5
City:	Heerlen
State/Country:	NETHERLANDS
Postal Code:	6422 PD
Entity Type:	COMPANY: NETHERLANDS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	85006721	E3-XT

CORRESPONDENCE DATA

Fax Number: (314)667-3633
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: ipdocket@thompsoncoburn.com
 Correspondent Name: Thompson Coburn LLP
 Address Line 1: One U.S. Bank Plaza
 Address Line 4: St. Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER: 53419-95932

DOMESTIC REPRESENTATIVE

Name: Thompson Coburn LLP
 Address Line 1: One U.S. Bank Plaza
 Address Line 4: St. Louis, MISSOURI 63101

TRADEMARK

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REEL: 004516 FRAME: 0576

CH \$40.00 85006721

NAME OF SUBMITTER:	Tiffany L. Schwartz
Signature:	/Tiffany L. Schwartz/
Date:	04/06/2011
Total Attachments: 3 source=SMG nunc pro TM#page1.tif source=SMG nunc pro TM#page2.tif source=SMG nunc pro TM#page3.tif	

IN WITNESS WHEREOF, I have hereunto set my hand the 5 day of APRIL, 2011.

SMO Brands, Inc.

Richard Klumpp
Signature

RICHARD KLUMPP, TREASURER
Printed Name and Title

STATE OF DE :

SS

COUNTY OF NEWCASTLE :

On this 5th day of APRIL, 2011 before me, a Notary Public, within and for the County of NEWCASTLE, State of DELAWARE, personally appeared RICHARD KLUMPP, to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his/her free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.

Stephen Douglas Kantner
Notary Public

Notarial Seal STEPHEN DOUGLAS KANTNER
Notary Public - State of Delaware
My Comm. Expires Aug. 15, 2011

My Commission Expires: _____

NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, SMG Brands, Inc., a Delaware corporation having a registered office at 1105 North Market Street, Suite 1300, Wilmington, Delaware 19801 (“SMG”) and Scotts International B.V., a Heerlen, The Netherlands corporation having an office at Nijverheidsweg 1-2, 6422 PD Heerlen, The Netherlands (company registration no. 14027868) (“SCOTTTS”) entered into a Registered Mark Assignment dated Feb. 28, 2011 (the “Registered Mark Assignment”) whereby SMG agreed to assign all right, title and interest in and to certain trademarks listed therein, and registrations and pending applications therefor, to SCOTTTS, including without limitation the trademarks and intent-to-use United States trademark applications listed in **Schedule A** attached hereto (hereinafter these trademarks and trademark applications shall be referred to collectively as the “ITU Marks”); and

WHEREAS, SCOTTTS has acquired and is acquiring the portion of SMG’s business to which the ITU Marks pertain, which business is ongoing and existing.

NOW THEREFORE, in view of the foregoing premises, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. SMG has, and hereby does, sell, assign and transfer unto SCOTTTS the entire right, title, and interest in and to the ITU Marks and any registrations issuing therefrom, together with the goodwill associated therewith, and the right to sue for, and recover for, any past infringements thereof, to be held and enjoyed by SCOTTTS, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by SMG had no sale and assignment of said ITU Marks been made.
2. SMG further agrees to execute such further documents reasonably required by SCOTTTS to secure and enforce the rights granted to SCOTTTS under this Assignment.
3. This Nunc Pro Tunc Trademark Assignment is intended to supplement, not supersede, the Registered Mark Assignment.

SCHEDULE A

TRADEMARK	U.S. Application Serial No.	Filing Date
E3-XT	85/006,721	3/24/2010