

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/18/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Scotts Company LLC		03/18/2005	CORPORATION: OHIO
The Scotts Company		03/18/2005	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	The Scotts Company LLC
Street Address:	14111 Scottslawn Road
City:	Marysville
State/Country:	OHIO
Postal Code:	43041
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2454509	GIVE BACK TO GROW

CORRESPONDENCE DATA

Fax Number: (804)344-7999
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 804-788-8523
 Email: HWRITM@hunton.com
 Correspondent Name: Edward T. White - Hunton & Williams LLP
 Address Line 1: 951 East Byrd Street
 Address Line 2: Riverfront Plaza - East Tower
 Address Line 4: Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER:	77730.2
NAME OF SUBMITTER:	Edward T. White

900195057

**TRADEMARK
 REEL: 004566 FRAME: 0844**

CH \$40.00 2454509

Signature:	/Edward T. White/
Date:	06/21/2011
Total Attachments: 9 source=The Scotts Company LLC Merger#page1.tif source=The Scotts Company LLC Merger#page2.tif source=The Scotts Company LLC Merger#page3.tif source=The Scotts Company LLC Merger#page4.tif source=The Scotts Company LLC Merger#page5.tif source=The Scotts Company LLC Merger#page6.tif source=The Scotts Company LLC Merger#page7.tif source=The Scotts Company LLC Merger#page8.tif source=The Scotts Company LLC Merger#page9.tif	



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/18/2005	200507700970	MERGER/DOMESTIC (MER)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

VORYS, SATER, SEYMOUR & PEASE
52 E. GAY STREET
ATTN:JOAN C. MAKLEY
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1503259

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE SCOTTS COMPANY LLC

and, that said business records show the filing and recording of:

Document(s)

MERGER/DOMESTIC

Document No(s):

200507700970



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 18th day of March, A.D.
2005.

J. Kenneth Blackwell
Ohio Secretary of State

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
03/18/2005	200507700970	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

VORYS, SATER, SEYMOUR & PEASE
52 E. GAY STREET
ATTN:JOAN C. MAKLEY
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**
Ohio Secretary of State, J. Kenneth Blackwell

878361

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
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Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200507700970



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 18th day of March, A.D.
2005.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (check one)	
<input type="checkbox"/> Yes	PO Box 1390 Columbus, OH 43216 ** Requires an additional fee of \$100 **
<input checked="" type="checkbox"/> No	PO Box 1329 Columbus, OH 43216

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER
(For Domestic or Foreign, Profit or Non-Profit)
Filing Fee \$125.00
(154-MCR)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

The Scotts Company LLC

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 1503259
- Domestic (Ohio) Non-Profit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

C T Corporation System 38 East Seventh Street, Suite 2400
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
Cincinnati Ohio 45202
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

[] Attachments are provided [x] No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.
Ohio
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is _____

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: _____

(c.) The location of the main office (non-Ohio) shall be:

(street address) _____ NOTE: P.O. Box Addresses are NOT acceptable.
(city, township, or village) _____ (county) _____ (state) _____ (zip code) _____

(d.) The principal office location in the state of Ohio shall be:

(street address) _____ NOTE: P.O. Box Addresses are NOT acceptable.
(city, township, or village) _____ (county) _____ Ohio (state) _____ (zip code) _____

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio: (Please provide a brief summary of the business to be conducted; a general clause is not sufficient) _____

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is _____

(b.) The name under which the limited liability company desires to transact business in Ohio is _____

(c.) The limited liability company was organized or registered on _____ under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.
(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.
(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.
(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this form, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.
(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)).

(1.) The address of the partnership's principal office in Ohio is:

(street address) _____ NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) _____ NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) _____ (state) _____ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name) _____

(street address) _____ NOTE: P.O. Box Addresses are NOT acceptable.

_____, Ohio _____
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

THE SCOTTS COMPANY

(Exact name of entity)

By: [Signature]
James Hagedorn, Chairman,
Its: President, and CEO

Date: March 18, 2005

THE SCOTTS COMPANY LLC

(Exact name of entity)

By: [Signature]
James Hagedorn, Chairman,
Its: President, and CEO

Date: March 18, 2005

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

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