

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM451895

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	NUNC PRO TUNC ASSIGNMENT		
<b>EFFECTIVE DATE:</b>	03/09/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bell Laboratories, Inc.		03/09/2017	Corporation: WISCONSIN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	OMS Investments, Inc.,		
<b>Street Address:</b>	10250 Constellation Blvd., Suite 2800		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90067		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87255713	ZERO	
<b>Serial Number:</b>	87239164	ZERO	
<b>Serial Number:</b>	87226954	MOUSE ZERO	
<b>Serial Number:</b>	87226943	RAT ZERO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9376447568		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	9375781347		
<b>Email:</b>	trademarks@scotts.com		
<b>Correspondent Name:</b>	Karen K. Hammond		
<b>Address Line 1:</b>	10250 Constellation Blvd., Suite 2800		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90067		
<b>NAME OF SUBMITTER:</b>	Karen K. Hammond		
<b>SIGNATURE:</b>	/karen k hammond/		
<b>DATE SIGNED:</b>	11/22/2017		
<b>Total Attachments: 2</b>			
source=Bell to OMS zero 03092017#page1.tif			

CH \$115.00 87255713



TRADEMARK ASSIGNMENT

WHEREAS, Bell Laboratories, Inc. (hereinafter "Bell"), a Wisconsin corporation, with a principal place of business at 3699 Kinsman Blvd., Madison, WI 53704, owns common law trademark rights in the United States for the marks ZERO, MOUSE ZERO, and RAT ZERO for use in connection with rodenticide products and the following United States trademark applications for these marks:

Mark	Recited Goods	Application Serial No.
ZERO	rodenticides; preparations for destroying vermin	87/255,713
ZERO	traps for catching rats and mice	87/239,164
MOUSE ZERO	rodenticides; preparations for destroying vermin	87/226,954
RAT ZERO	rodenticides; preparations for destroying vermin	87/226,943

WHEREAS, Bell's common law trademark rights and the above-referenced United States trademark applications are hereinafter collectively referred to as the "ZERO Marks";

WHEREAS, Conseal International Incorporated filed Opposition Proceedings against Application Serial Nos. 87/226,954 and 87/226,943 in the United States Patent and Trademark Office's Trademark Trial and Appeal Board ("Opposition Nos. 91235080 & 91235078");

WHEREAS, OMS Investments, a Delaware corporation, with its principal place of business at 10250 Constellation Blvd., Suite 2800, Los Angeles, CA 90067 (hereinafter "OMS"), desires to acquire all of Bell's trademark rights to the ZERO Marks;

WHEREAS, as part of the consideration for this Assignment, OMS is willing to indemnify, defend, and hold harmless Bell from and against any and all claims related to the ZERO Marks including all fees and expenses in Opposition Nos. 91235080 & 91235078.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Bell hereby sells, assigns, and transfers to OMS all right, title and interest in and to the ZERO Marks, together with the goodwill symbolized by the ZERO Marks, the applications thereof recited above and that unique portion of Bell's business exclusive to its *bona fide* intent to use the ZERO Marks, *nunc pro tunc* as of March 9, 2017.

2. Scotts hereby indemnifies Bell and its respective officers, directors and employees (*"Bell Indemnified Parties"*) and forever holds the Bell Indemnified Parties harmless from and against all claims arising out of, based upon, or in connection with any injuries or damages arising from Scotts' advertising, marketing, or promotion of the ZERO Trademarks or the products labeled with the ZERO Trademarks; and any alleged infringement related to the ZERO Trademarks or products labeled with the ZERO Trademarks of any third party's copyright, trademark, or other intellectual property. Scotts also hereby indemnifies and forever holds the Bell Indemnified Parties harmless from and against all fees and expenses incurred by Bell in connection with Opposition Nos. 91235080 & 91235078 from October 1 through the substitution of OMS as respondent in Opposition Nos. 91235080 & 91235078.

OMS Investments, Inc.

By: *James M. Daluca*

Name: *James M. Daluca*

Title: *President & CEO*

Bell Laboratories, Inc.

By: *Steve H. Lev*

Name: *STEVE H. LEV*

Title: *PRESIDENT / CEO*