

11-16-1998

FORM PTO-1595
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

11-9-98

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Scotts Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: OMS Investments, Inc.

Internal Address: Suite 1300

Street Address: 1105 N. Market Street

City: Wilmington State: DE ZIP: 19899-89

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: October 27, 1998

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

08/951,994

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James B. Raden, Esq.

Internal Address: Jones, Day, Reavis & Pogue

Street Address: 77 W. Wacker Drive

City: Chicago State: IL ZIP: 60601-1692

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account. (if fee is in excess of \$40.00)

8. Deposit account number:

10-1202

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Patricia Ann Merrill

Name of Person Signing

Patricia A. Merrill
Signature

November 5, 1998

Date

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

3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

PATENT

REEL: 9573 FRAME: 0899

11/13/1998 0000035 0895199 4-000P

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ASSIGNMENT AND AGREEMENT

FOR VALUE RECEIVED, The Scotts Company, a corporation duly organized and existing under the laws of the State of Ohio and having its principal place of business at 14111 Scottslawn Road, Marysville, Ohio 43041 hereby sells, assigns and transfers to OMS Investments, Inc., a corporation duly organized and existing under the laws of the State of Delaware, and having its principal place of business at 1105 N. Market Street, Suite 1300, Wilmington, Delaware 19899-8985, as assignee, and its successors, assigns and legal representatives, the entire right, title and interest, for all countries in and to certain inventions relating to Transgenic Plants and Method for Node Segment Transformation described in an application for Letters Patent of the United States serial number 08/951,994, filed October 16, 1997, and all the rights and privileges under any and all Letters Patent that may be granted therefor.

I request that any and all patents for said inventions be issued to said assignee, its successors, assigns and legal representatives, or to such nominees as it may designate.

I agree that, when requested, I will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in said assignee, its successors, assigns and legal representatives or nominees.

I authorize and empower the said assignee, its successors, assigns and legal representatives or nominees, to invoke and claim for any application for patent or other form of protection for said inventions filed by it or them, the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it, and to invoke and claim such right of priority without further written or oral authorization from me.

I hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any assignment, consent to file or like document which may be required in any country for any purpose and more particularly in proof of the right of the said assignee or nominee to claim the aforesaid benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it.

I covenant with said assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that I have full right to convey the same as herein expressed.

Signed at Marysville, Ohio (L.S.)

this 27th day of October, 1998.

The Scotts Company

Michael P. Kelty

Michael P. Kelty
Vice President & Director

Signed in our presence and acknowledged to be an assignment of the application (invention) hereinabove referred to.

Witness Joyce Leiter

Date Oct. 27, 1998

Witness Tracy Vuchinich

Date Oct 27, 1998