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12-22-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of Patent and Trademark

100927578

Final documents or copy thereof.

1. Name of conveying party(ies):

THE SCOTTS COMPANY

- Individual(s)
- General Partnership
- Corporation - State of Ohio
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

OMS INVESTMENTS, INC.
c/o Delaware Corporate Management
1105 North Market Street
Wilmington, Delaware 19899

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State of Delaware
- Other _____

Domestic representative is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: October 1, 1998

4. (A.) Trademark Application No.(s)

75/259910	75/069256	75/529770
75/259646	75/453683	75/441391
74/564632	75/348287	74/676419
75/532220	74/584664	75/069255
75/429420	75/532221	75/259911
75/482103	74/596862	75/441389
75/367494	74/593672	75/069257
74/531438	75/338257	75/441390

Additional numbers attached? Yes No

4. (B.) Trademark Registration No.(s)

1846110	669483	1051605	1842586
1812660	1896723	2116778	2090646
1253326	1223038	1141944	1814307
1892516	668868	1141943	2139929

5. Correspondence should be mailed to:

**VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB**
150 East 42nd Street
New York, New York 10017

6. Total number of applications and registrations involved:.....

40

7. Total fee (37 CFT 3.41): \$1,015.00

Enclosed
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account
Deposit account number: 01-0035

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

DO NOT USE THIS SPACE

8. 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.

VICTOR M. TANNENBAUM

Name of Person Signing

Signature

11/24/98

Date

Total number of pages comprising cover sheet, attachments and documents:

3

SCHEDULE A

<u>Trademark</u>	<u>Number</u>
AWARE	1846110
BIO-RATIONAL	1812660
BLOOM BOOSTER	1253326
INTELLIGENT LAWN FOOD	1892516
MIRACID	669483
MIRACLE	1896723
MIRACLE-GRO	1223038
MIRACLE-GRO	668868
MIRACLE-GRO EXCEL	75/259910 (Appl.)
MIRACLE-GRO THERAPY and Design	1051605
NO-CLOG-4 IN 1	75/259646 (Appl.)
SIPHONEX	2116778
STERN'S MIRACID and Design	1141944
STERN'S MIRACLE-GRO & Logo	1141943
STERN'S MIRACLE-GRO & Logo with Yellow and Green Box	1842586
THERAPY	2090646
THERAPY Yellow/Green Box	1814307
BIO-RATIONAL	2139929
BLOOM BOOSTER	74/564632 (Appl.)
BUG CLEAR	75/532220 (Appl.)
BUG GUN	75/429420 (Appl.)
COLOR-BRITE	75/482103 (Appl.)
EXTRA	75/367494 (Appl.)
FLOWER CLEAR	74/531438 (Appl.)
GRUB CLEAR	75/069256 (Appl.)
MASTER COLLECTION	75/453683 (Appl.)
MIRACLE	75/348287 (Appl.)
MIRACLE GARDEN RESULTS	74/584664 (Appl.)
MIRACLE-GRO	75/532221 (Appl.)
MIRACLE-GRO CLEAR WAND	74/596862 (Appl.)
MIRACLE-GRO EXCEL	74/593672 (Appl.)
MIRACLE-GRO INSIDE	75/338257 (Appl.)
PATH CLEAR	75/529770 (Appl.)
QUICK START	75/441391 (Appl.)
ROSE CLEAR	74/676419 (Appl.)
THE PLANT FOOD FOR PLANT LOVERS	75/069255 (Appl.)
TOUGHWEED KILLER	75/259911 (Appl.)
WEED CLEAR	75/441389 (Appl.)
WEEDOL	75/069257 (Appl.)
	75/441390 (Appl.)

ASSIGNMENT

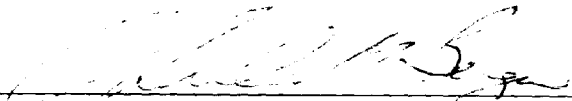
WHEREAS, THE SCOTTS COMPANY, a corporation organized and existing under the laws of the State of Ohio, located at 14111 Scottslawn Road, City of Marysville, State of Ohio 43041, United States of America (hereinafter called the ASSIGNOR) is the owner of the trademarks set forth on the attached Schedule A registered in the United States Patent and Trademark Office or for which applications for registration have been filed in the United States Patent and Trademark Office;

AND WHEREAS, OMS INVESTMENTS, INC., a corporation organized and existing under the laws of the State of Delaware, located at c/o Delaware Corporate Management, 1105 North Market Street, City of Wilmington, State of Delaware 19899, United States of America (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademarks and the registrations and eventual registrations thereof as of an effective date of October 1, 1998;

NOW, THEREFORE, in consideration of U.S. \$1.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, its right, title and interest in and to the said trademarks, trademark registrations and trademark applications, together with that part of the goodwill of the ASSIGNOR's business connected with the use of and symbolized by the said trademarks and its ongoing and existing business as such business pertains to the assigned trademarks.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 20th day of November, 1998, with the understanding that the assignment is effective as of October 1, 1998.

THE SCOTTS COMPANY

By 
Title _____