

02-24-1999

FORM PTO-1594
1-31-92



100970590

COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): OMS INVESTMENTS, INC.

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

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

3. Nature of conveyance:

2-29-99

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

Execution Date: December 4, 1998

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

Name: The Chase Manhattan Bank, as Administrative Agent

Internal Address: _____

Street Address: 200 Jericho Quadrangle

City: Jericho State: NY ZIP: 11753

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York banking corporation
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) see attached Schedule A

B. Trademark Registration No.(s) see attached Schedule A

Additional numbers attached? Yes No

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

Name: Lori E. Lesser, Esq.

Internal Address: Simpson Thacher & Bartlett

02/23/1999 DCOATES 00000083 74564632

01 FC:481 40.00 OP
02 FC:482 5525.00 OP

Street Address: 425 Lexington Avenue

City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 222

7. Total fee (37 CFR 3.41): \$5,565

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

5565E

DO NOT USE THIS SPACE

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.

Lori E. Lesser, Esq.
Name of Person Signing

Lori E. Lesser
Signature

2-19-99
Date

Total number of pages comprising cover sheet: 9

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

TRADEMARK
REEL: 1866 FRAME: 0279

SCHEDULE A

OMS INVESTMENTS, INC.
U.S. TRADEMARK APPLICATIONS

| Application # | Mark - Description | Reg. Owner |
|---------------|--|-----------------------|
| 74/564632 | Bio-Rational™ | OMS Investments, Inc. |
| 75/532220 | Bloom Booster™ | OMS Investments, Inc. |
| 75/429420 | Bug Clear™ | OMS Investments, Inc. |
| 75/482103 | Bug Gun™ | OMS Investments, Inc. |
| 75/387494 | Color-Brite™ | OMS Investments, Inc. |
| 75/384300 | Contec™ | OMS Investments, Inc. |
| 75/355430 | Control by Scotts™ & Design | OMS Investments, Inc. |
| 75/113239 | Drought Survival™ | OMS Investments, Inc. |
| 74/531438 | Extra™ | OMS Investments, Inc. |
| 75/494148 | Final™ | OMS Investments, Inc. |
| 75/481652 | Finale™ | OMS Investments, Inc. |
| 75/446710 | FireAntEx™ | OMS Investments, Inc. |
| 75/089256 | Flower Clear™ | OMS Investments, Inc. |
| 75/383984 | Grow the Food to Grow Bigger Deer™ | OMS Investments, Inc. |
| 75/513426 | Grow the Food to Grow Bigger Fish™ | OMS Investments, Inc. |
| 75/453683 | Grub Clear™ | OMS Investments, Inc. |
| 75/214811 | Hydrozyme™ | OMS Investments, Inc. |
| 75/560388 | ICON™ | OMS Investments, Inc. |
| 75/384349 | Kansel+™ | OMS Investments, Inc. |
| 75/528878 | Keystone™ | OMS Investments, Inc. |
| 75/348287 | Master Collection™ | OMS Investments, Inc. |
| 75/532221 | Miracle Garden Results™ | OMS Investments, Inc. |
| 74/593672 | Miracle-Gro Clear Wand™ | OMS Investments, Inc. |
| 75/259910 | Miracle-Gro Excel™ (or Miracle-Gro® Excel™) | OMS Investments, Inc. |
| 75/338257 | Miracle-Gro Excel™ (or Miracle-Gro® Excel™) | OMS Investments, Inc. |
| 75/529770 | Miracle-Gro Inside™ | OMS Investments, Inc. |
| 74/596862 | Miracle-Gro™ | OMS Investments, Inc. |
| 74/584684 | Miracle™ | OMS Investments, Inc. |
| 75/259646 | No-Clog-4 in 1™ | OMS Investments, Inc. |
| 75/329589 | OH2™ & Design | OMS Investments, Inc. |
| 75/528083 | Ovation™ | OMS Investments, Inc. |
| 75/441391 | Path Clear™ | OMS Investments, Inc. |
| 75/329600 | Penny Wise™ | OMS Investments, Inc. |
| 75/349966 | Plus 2™ | OMS Investments, Inc. |
| 75/461422 | Polaris™ | OMS Investments, Inc. |
| 75/446712 | Pre-Mixed & Ready to Grow™ | OMS Investments, Inc. |
| 75/446709 | Primestock™ | OMS Investments, Inc. |
| 75/530628 | Pro Gro™ | OMS Investments, Inc. |
| 75/532690 | Pro Gro™ | OMS Investments, Inc. |
| 75/331816 | ProTurf™ | OMS Investments, Inc. |
| 74/676419 | Quick Start™ | OMS Investments, Inc. |
| 75/069255 | Rose Clear™ | OMS Investments, Inc. |
| 75/113238 | Rugged Survival™ | OMS Investments, Inc. |
| 75/371128 | Scotts - Precision Engineering from the Lawn Care Experts™ | OMS Investments, Inc. |
| 75/368842 | Scotts - The Lawn Care Experts™ | OMS Investments, Inc. |
| 75/454150 | Scotts Lawn Service™ & Design | OMS Investments, Inc. |
| 75/031313 | Scotts No-Quibble Guarantee™ | OMS Investments, Inc. |
| 75/543194 | Scotts Turf Guard™ | OMS Investments, Inc. |
| 75/455182 | Scotts™ & Design | OMS Investments, Inc. |
| 75/388421 | ScottsCoir™ | OMS Investments, Inc. |

| Application # | Mark - Description | Reg. Owner |
|---------------|----------------------------------|-----------------------|
| 75/383962 | Step™ Stylized | OMS Investments, Inc. |
| 75/113237 | Sun Survival™ | OMS Investments, Inc. |
| 75/545480 | Tandem™ | OMS Investments, Inc. |
| 75/259911 | The Plant Food for Plant Lovers™ | OMS Investments, Inc. |
| 75/441389 | Toughweed Killer™ | OMS Investments, Inc. |
| 75/383963 | Tree Tablets™ | OMS Investments, Inc. |
| 75/089257 | Weed Clear™ | OMS Investments, Inc. |
| 75/114510 | Weed Warrior™ | OMS Investments, Inc. |
| 75/441390 | Weedol™ | OMS Investments, Inc. |

U. S. TRADEMARK REGISTRATIONS

| Application # | Mark - Description | Reg. Owner | Registration Date |
|---------------|------------------------------------|-----------------------|-------------------|
| 1651349 | AccuGreen® | OMS Investments, Inc. | 07/23/91 |
| 2046425 | Agricote® | OMS Investments, Inc. | 03/18/97 |
| 1977988 | Agriform® | OMS Investments, Inc. | 06/04/96 |
| 1824089 | Algaen-X® & Design | OMS Investments, Inc. | 03/01/94 |
| 500195 | Auragreen® | OMS Investments, Inc. | 05/11/48 |
| 1848110 | Aware® | OMS Investments, Inc. | 07/19/94 |
| 917008 | Banrot® | OMS Investments, Inc. | 07/27/71 |
| 1985202 | Benefit® | OMS Investments, Inc. | 07/09/96 |
| 1932487 | Benefit® & Design | OMS Investments, Inc. | 11/07/85 |
| 1812660 | Bio-Rational® | OMS Investments, Inc. | 12/21/93 |
| 2158965 | Black Beauty® | OMS Investments, Inc. | 05/12/98 |
| 1253328 | Bloom Booster® | OMS Investments, Inc. | 10/04/83 |
| 671899 | Bonus® | OMS Investments, Inc. | 12/30/58 |
| 1263371 | Bug Dart® | OMS Investments, Inc. | 01/10/84 |
| 1574098 | Builder® | OMS Investments, Inc. | 01/02/90 |
| 500130 | Calo-Clor® | OMS Investments, Inc. | 04/27/48 |
| 789285 | Calo-Clor® & Design | OMS Investments, Inc. | 05/11/65 |
| 818123 | Calo-Gran® | OMS Investments, Inc. | 11/08/66 |
| 1736900 | Classic Estates® | OMS Investments, Inc. | 12/01/92 |
| 1660541 | Crumbler® | OMS Investments, Inc. | 10/15/91 |
| 1948675 | Customblen® (stylized) | OMS Investments, Inc. | 01/09/96 |
| 705808 | Dawn® | OMS Investments, Inc. | 10/18/60 |
| 1038054 | Duosan® | OMS Investments, Inc. | 03/23/76 |
| 1225855 | Dycarb® | OMS Investments, Inc. | 02/01/83 |
| 1547894 | EasyGreen® | OMS Investments, Inc. | 07/18/89 |
| 1082114 | Esmigran® | OMS Investments, Inc. | 01/17/78 |
| 1994885 | Evengreen® | OMS Investments, Inc. | 08/20/96 |
| 875765 | Family® | OMS Investments, Inc. | 03/24/59 |
| 874117 | Fertilife® | OMS Investments, Inc. | 08/05/69 |
| 874118 | Fertilife® (Stylized) | OMS Investments, Inc. | 08/05/69 |
| 1740749 | Flower, Rosa, Herb Builder® | OMS Investments, Inc. | 12/22/92 |
| 2122016 | Forestcote® | OMS Investments, Inc. | 12/16/97 |
| 962399 | Fungo® | OMS Investments, Inc. | 07/03/73 |
| 1803613 | Gilgard® | OMS Investments, Inc. | 11/09/93 |
| 1487832 | Granuform® | OMS Investments, Inc. | 12/08/87 |
| 1774549 | Growing Better Through Technology® | OMS Investments, Inc. | 06/01/93 |
| 2031114 | GrubEx® | OMS Investments, Inc. | 01/14/97 |
| 678297 | Halts® | OMS Investments, Inc. | 05/12/59 |
| 1678587 | HandyGreen® | OMS Investments, Inc. | 02/25/92 |

| Application # | Mark - Description | Reg. Owner | |
|---------------|-------------------------------|-----------------------|----------|
| 1295352 | Heart & Leaf Design® | OMS Investments, Inc. | 09/18/84 |
| 1854361 | Heart & Leaf Design® | OMS Investments, Inc. | 09/20/94 |
| 1810327 | HighN® (stylized) | OMS Investments, Inc. | 12/14/93 |
| 1527615 | Hydraflo® and Flag Design | OMS Investments, Inc. | 03/07/89 |
| 1250790 | Hydro-Sol® | OMS Investments, Inc. | 09/13/83 |
| 373639 | Hyponex® | OMS Investments, Inc. | 12/12/39 |
| 1104112 | Hyponex® | OMS Investments, Inc. | 10/17/78 |
| 1845277 | Hyponex® | OMS Investments, Inc. | 07/19/94 |
| 1892516 | Intelligent Lawn Food® | OMS Investments, Inc. | 05/02/95 |
| 2131738 | InterCept H&G® | OMS Investments, Inc. | 01/27/98 |
| 2176819 | InterCept H&G® | OMS Investments, Inc. | 07/28/98 |
| 2031025 | Iron Bull® | OMS Investments, Inc. | 01/14/97 |
| 1990048 | K-CEL® | OMS Investments, Inc. | 07/30/96 |
| 896713 | Koban® | OMS Investments, Inc. | 08/18/70 |
| 715260 | Kwit® | OMS Investments, Inc. | 05/16/61 |
| 1800362 | Lawn Care As Simple As ABC® | OMS Investments, Inc. | 10/26/93 |
| 285292 | Lawn Care® (stylized) | OMS Investments, Inc. | 07/21/31 |
| 1135940 | Lawn Pro® | OMS Investments, Inc. | 05/27/80 |
| 757264 | Lawn Pro® & Device | OMS Investments, Inc. | 09/24/63 |
| 1589577 | Lawn Repair® | OMS Investments, Inc. | 04/03/90 |
| 1143808 | Leaf Design® | OMS Investments, Inc. | 12/23/80 |
| 1283934 | M-77® | OMS Investments, Inc. | 07/03/84 |
| 1974775 | MAG-MO® | OMS Investments, Inc. | 05/21/96 |
| 1701057 | Max Bac® | OMS Investments, Inc. | 07/14/92 |
| 998042 | Metro-Mix® | OMS Investments, Inc. | 11/12/74 |
| 1177687 | Micromax® & Design | OMS Investments, Inc. | 11/17/81 |
| 1224823 | Milban® | OMS Investments, Inc. | 01/25/83 |
| 669483 | Miracid® | OMS Investments, Inc. | 11/11/58 |
| 1978641 | Miracle Earth® | OMS Investments, Inc. | 06/04/96 |
| 1051605 | Miracle-Gro Therapy® & Design | OMS Investments, Inc. | 11/02/76 |
| 668868 | Miracle-Gro® | OMS Investments, Inc. | 10/28/58 |
| 1223038 | Miracle-Gro® | OMS Investments, Inc. | 01/11/83 |
| 1896723 | Miracle® | OMS Investments, Inc. | 05/30/95 |
| 1791178 | Next Generation® | OMS Investments, Inc. | 09/07/93 |
| 2072270 | Nutriblend® | OMS Investments, Inc. | 06/17/97 |
| 1839454 | Once® & Design | OMS Investments, Inc. | 04/02/91 |
| 1255770 | Omalin® | OMS Investments, Inc. | 11/01/83 |
| 781205 | Osmocote® | OMS Investments, Inc. | 12/08/64 |
| 1747322 | PatchMaster® | OMS Investments, Inc. | 01/19/93 |
| 1895652 | PatchMaster® | OMS Investments, Inc. | 05/23/95 |
| 1279370 | Peat-Lite Special® | OMS Investments, Inc. | 05/29/84 |
| 1756388 | Penstar® | OMS Investments, Inc. | 03/09/93 |
| 1797235 | Perfect Choice® | OMS Investments, Inc. | 10/05/93 |
| 1242451 | Peters Professional® | OMS Investments, Inc. | 06/21/83 |
| 746804 | Peters® | OMS Investments, Inc. | 03/19/63 |
| 675768 | Picture® | OMS Investments, Inc. | 03/24/59 |
| 1756256 | Plant & Feed® (Stylized) | OMS Investments, Inc. | 03/02/93 |
| 694082 | Play® | OMS Investments, Inc. | 03/08/80 |
| 1769579 | Poly-S® | OMS Investments, Inc. | 05/11/93 |
| 1851348 | PrecisionGreen® | OMS Investments, Inc. | 07/23/91 |
| 1536009 | ProKote Plus® | OMS Investments, Inc. | 04/25/89 |
| 782659 | ProTurf® | OMS Investments, Inc. | 01/05/65 |

| Application # | Mark - Description | Reg. Owner | |
|---------------|---|-----------------------|----------|
| 917448 | ProTurf® | OMS Investments, Inc. | 08/03/71 |
| 1511753 | ProTurf® | OMS Investments, Inc. | 11/08/88 |
| 983598 | Quick Cover® | OMS Investments, Inc. | 05/14/74 |
| 1599792 | Quick Fix® | OMS Investments, Inc. | 06/05/90 |
| 830863 | Redi-Earth® | OMS Investments, Inc. | 06/27/87 |
| 1739321 | Rose Builder® | OMS Investments, Inc. | 12/15/92 |
| 1774886 | Rout® (Stylized) | OMS Investments, Inc. | 06/08/93 |
| 1641455 | Ryegrass-100® | OMS Investments, Inc. | 04/16/91 |
| 1786949 | ScottKote® | OMS Investments, Inc. | 08/10/93 |
| 1923142 | ScottKote® | OMS Investments, Inc. | 10/03/95 |
| 1135941 | Scotts Lawn Pro® & Device | OMS Investments, Inc. | 05/27/80 |
| 688249 | Scotts® | OMS Investments, Inc. | 11/17/59 |
| 1102463 | Scotts® | OMS Investments, Inc. | 09/19/78 |
| 1761035 | Scotts® | OMS Investments, Inc. | 03/30/93 |
| 1761049 | Scotts® | OMS Investments, Inc. | 03/30/93 |
| 2014013 | Scotts® & Oval Design | OMS Investments, Inc. | 11/05/96 |
| 1922778 | Scotts® & Oval Design | OMS Investments, Inc. | 09/26/95 |
| 563909 | Scotts® (stylized) | OMS Investments, Inc. | 09/09/52 |
| 562404 | Scotts® (stylized) | OMS Investments, Inc. | 07/29/52 |
| 563454 | Scotts® (stylized) | OMS Investments, Inc. | 08/26/52 |
| 1750710 | Scotts® and Design | OMS Investments, Inc. | 02/02/93 |
| 1761048 | Scotts® and Oval Design | OMS Investments, Inc. | 03/30/93 |
| 1761034 | Scotts® and Oval Design | OMS Investments, Inc. | 03/30/93 |
| 1810759 | Scotts® and Oval Design | OMS Investments, Inc. | 12/14/93 |
| 1613394 | Shade Mix® | OMS Investments, Inc. | 09/11/90 |
| 1117403 | Shady Area® | OMS Investments, Inc. | 05/01/79 |
| 1397273 | Sierra® | OMS Investments, Inc. | 06/17/86 |
| 1193465 | Sierrablen® & Design | OMS Investments, Inc. | 04/13/82 |
| 2116778 | Siphonex® | OMS Investments, Inc. | 11/25/97 |
| 1651345 | SpeedyGreen® | OMS Investments, Inc. | 07/23/91 |
| 1299042 | Spirit® | OMS Investments, Inc. | 10/02/84 |
| 1296682 | Sport Turf® | OMS Investments, Inc. | 09/18/84 |
| 1655704 | Sports Turf® | OMS Investments, Inc. | 09/03/91 |
| 871230 | Spray-Hawk® | OMS Investments, Inc. | 06/17/69 |
| 2076201 | Spring-Up® | OMS Investments, Inc. | 07/01/97 |
| 1410030 | SREF® | OMS Investments, Inc. | 09/23/86 |
| 1553382 | Starter® | OMS Investments, Inc. | 08/29/89 |
| 1748763 | Starter® | OMS Investments, Inc. | 01/26/93 |
| 1141944 | Stern's Miracle® & Design | OMS Investments, Inc. | 12/02/80 |
| 1141943 | Stern's Miracle-Gro® & Design | OMS Investments, Inc. | 12/02/80 |
| 1842586 | Stern's Miracle-Gro® & Design w/ Yellow & Green Box | OMS Investments, Inc. | 07/05/94 |
| 1544082 | Summerizer® | OMS Investments, Inc. | 06/20/89 |
| 1665568 | Sun & Shade Mix® | OMS Investments, Inc. | 11/19/91 |
| 1046600 | Super Bonus® | OMS Investments, Inc. | 08/24/76 |
| 1071233 | Super Turf Builder Plus Halts® | OMS Investments, Inc. | 08/16/77 |
| 505893 | Swiss Farms & Design® | OMS Investments, Inc. | 01/28/49 |
| 884408 | Swiss Farms & Design® | OMS Investments, Inc. | 01/20/70 |
| 1281982 | Terra-Lite® | OMS Investments, Inc. | 06/19/84 |
| 431731 | Terra-Lite® (Stylized) | OMS Investments, Inc. | 08/05/47 |
| 1452718 | TGR® | OMS Investments, Inc. | 08/18/87 |
| 1800383 | The Scotts Difference® | OMS Investments, Inc. | 10/29/93 |
| 1814307 | Therapy® | OMS Investments, Inc. | 12/28/93 |

| Application # | Mark - Description | Reg. Owner | |
|---------------|--------------------------|-----------------------|----------|
| 2090646 | Therapy® | OMS Investments, Inc. | 08/26/97 |
| 761533 | Thiramad® | OMS Investments, Inc. | 12/17/83 |
| 959164 | Trex-San® & Design | OMS Investments, Inc. | 05/22/73 |
| 1859253 | Tri-Blend® | OMS Investments, Inc. | 10/18/94 |
| 1940574 | Triaform® | OMS Investments, Inc. | 12/12/95 |
| 789849 | Trionized® | OMS Investments, Inc. | 05/25/65 |
| 910827 | Truban® | OMS Investments, Inc. | 04/08/71 |
| 1071231 | Turf Builder Plus 2® | OMS Investments, Inc. | 08/16/77 |
| 1071232 | Turf Builder Plus Halts® | OMS Investments, Inc. | 08/16/77 |
| 341806 | Turf Builder® | OMS Investments, Inc. | 12/22/36 |
| 1250104 | Uni-Mix Plus® | OMS Investments, Inc. | 09/06/83 |
| 1728845 | Vikor® | OMS Investments, Inc. | 11/03/92 |
| 1457862 | Vita Hume® | OMS Investments, Inc. | 09/22/87 |
| 1141937 | Vita Hume® | OMS Investments, Inc. | 12/02/80 |
| 878980 | Vitalon® | OMS Investments, Inc. | 10/21/69 |
| 1576008 | Vorian® & Design | OMS Investments, Inc. | 01/09/90 |
| 1564917 | Winter Turf® | OMS Investments, Inc. | 11/07/89 |
| 2046527 | YardAik® | OMS Investments, Inc. | 03/18/97 |
| 2139929 | Yellow/Green Box Design® | OMS Investments, Inc. | 03/03/98 |
| 919655 | Zyban® | OMS Investments, Inc. | 09/07/71 |

SECURITY AGREEMENT

WHEREAS, OMS INVESTMENTS, INC., a Delaware corporation with an address of 1105 North Market Street, Wilmington, Delaware 19899 (hereinafter referred to as the "Grantor"), owns the U.S. trademarks, trademark registrations and trademark applications listed on Schedule "A" annexed hereto; and

WHEREAS, the Grantor has agreed to grant, subject to (i) liens permitted to exist on such assets pursuant to both the Borrower and Domestic Subsidiary Guarantee and Collateral Agreement among The Scotts Company, each Domestic Subsidiary Borrower and certain other Domestic Subsidiaries in favor of The Chase Manhattan Bank, as Administrative Agent (the "Guarantee and Collateral Agent") and the Credit Agreement (as defined below) and (ii) existing trademark licenses granted by the Grantor in the ordinary course of rights with respect to such assets, a security interest in certain assets of the Grantor to secure the payment of all amounts owing under the Guarantee and Collateral Agreement and the Credit Agreement, dated as of December 4, 1998 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Grantor, The Scotts Company, the Domestic Subsidiary Borrowers, the banks parties thereto (the "Banks"), The Chase Manhattan Bank, as Administrative Agent (in such capacity, the "Grantee") for the Banks and certain other parties defined therein.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Grantor does hereby mortgage, pledge and grant to the

Grantee, its successors, endorsees, transferees and assigns for the ratable benefit of the Banks, a security interest in all of the Grantor's right, title and interest in, to and under the following U.S. trademark applications and trademark registrations, whether presently existing or hereafter arising or acquired, and which is more fully described in the Guarantee and Collateral Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. Terms defined in both the Credit Agreement and the Guarantee and Collateral Agreement shall have their defined meanings when used in this Security Agreement:

(i) each U.S. trademark, trademark registration and trademark application, including, without limitation, each trademark, trademark registration and trademark application referred to in Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application;

(ii) each trademark license, including, without limitation, each trademark license listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark license;

(iii) all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future infringement or dilution of any trademark or trademark registration, including, without limitation, any of the foregoing referred to in Schedule A, and of any trademark licensed under any trademark license, including, without limitation, any

trademark license listed on Schedule A, or for injury to the goodwill associated with any trademark, trademark registration or trademark licensed under any trademark license.

This security interest is granted in conjunction with the interest granted in both the Credit Agreement and the Guarantee and Collateral Agreement, which are incorporated herein by reference, and of which this Security Agreement is a part.

IN WITNESS WHEREOF, the Grantor has caused this Security Agreement to be duly executed by its officers thereunto duly authorized as of the 4th day of December, 1998.

OMS INVESTMENTS, INC.

By: Rebecca J. Blueding

Title: _____