

I certify this to be a true and accurate copy of the official documents as filed in the records of the Ohio Environmental Protection Agency.

OHIO E.P.A.

SEP 23 2010

ENTERED DIRECTOR'S JOURNAL

BY Danya Kossler Date: 9-23-10

ENVIRONMENTAL COVENANT

This Environmental Covenant is entered into by The Scotts Company LLC, an Ohio limited liability company, successor by merger to The Scotts Company, an Ohio corporation, Scotts Products Co. an Ohio Corporation and Scotts Professional Products Co., an Ohio corporation, having offices at 14111 Scottslawn Road, Marysville, Ohio (collectively "Owner") and the Ohio Environmental Protection Agency ("Ohio EPA") pursuant to Ohio Revised Code ("ORC") §§ 5301.80 to 5301.92 for the purpose of subjecting the Property to the activity and use limitations set forth herein.

Whereas, Owner is the owner of certain real property consisting of parcels of land situated in Union County, Ohio, and legally described in Exhibit A hereto (collectively referred to herein as the "Property"); and

Whereas, pursuant to a Consent Order and Final Judgment filed January 25, 2002 in Case No. CV0277 in the Common Pleas Court of Union County, Ohio, and pursuant to an Ohio EPA Decision Document dated September 15, 2003, The Scotts Company LLC is required to complete closure and corrective action related to the Property; and

Whereas, an extensive soil, groundwater and surface water investigation has been completed in and around areas that were affected by previous waste management practices. The primary constituents of concern that posed a potential risk were pesticides, herbicides and semi-volatile organic compounds; and

Whereas, the implementation of appropriate land use restrictions on the Property is required to protect human health and the environment; and

Whereas, in Nationwide Permits issued by the US Army Corps of Engineers, dated July 03, 2003 and March 16, 2006, respectfully, and in Ohio EPA's March 16, 2004 conditional approval of the Landfill 4 Corrective Measures Implementation Design and the Decision Document for the Remediation of the facility in Marysville, Ohio dated September 19, 2003, The Scotts Company LLC is required to reconstruct and/or restore portions of the Crosses Run and North Branch Crosses Run and to ensure the restored portions remain as such in perpetuity; and

Now therefore, Owner and Ohio EPA agree to the following:

1. Environmental Covenant. This instrument is an environmental covenant developed and executed pursuant to ORC §§ 5301.80 to 5301.92.

2. Property. This Environmental Covenant concerns 10 parcels of land located in Union County, Ohio: **Parcel 1** (15.697 Acres) -- Landfill 1, Field Broadcast Area 2 (including Former Ponds 7 and 8), Former Ponds 2 and 3 and portions of the North Branch of Crosses Run; **Parcel 2** (2.439 Acres) -- Landfill 2; **Parcel 3** (1.964 Acres) -- Landfill 3; **Parcel 4** (2.623 Acres) -- Landfill 4; **Parcel 5** (3.007 Acres) -- Landfill 5; **Parcel 6** (9.014 Acres) -- Field Broadcast Area 1; **Parcel 7** (0.215 Acres) -- Former Pond 6; **Parcel 8** (5.058 Acres) -- a portion of Crosses Run; **Parcel 9** (0.707 Acres) -- a portion of an unnamed tributary to Crosses Run; and **Parcel 10** (4.014 Acres) -- a portion of Crosses Run. These parcels are more particularly described in Exhibit A attached hereto and hereby incorporated by reference herein ("Property").

3. Owner. The Scotts Company LLC, which is located at 14111 Scottslawn Road, Marysville, Ohio ("Owner") is the owner of the Property.

4. Holder. Owner, whose address is listed above, is the holder of this Environmental Covenant.

5. Activity and Use Limitations. As part of the required remedial action described in the Decision Document, Owner hereby imposes and agrees to comply with the following activity and use limitations:

A. Parcels 1 through 7 of the Property shall not be used for residential activities; the Property shall be used solely and exclusively for Industrial Activities. The term "Residential Activities" shall include, but not be limited to, the following:

- i. Single and multi-family dwelling and rental units;
- ii. Day care centers and preschools;
- iii. Hotels and motels;
- iv. Educational (except as a part of industrial activities within the Property) and religious facilities;
- v. Restaurants and other food and beverage services (except as a part of industrial activities within the Property);
- vi. Entertainment and recreational facilities (except as a part of industrial activities within the Property);
- vii. Hospitals and other extended care medical facilities (except as a part of industrial activities within the Property); and
- viii. Transient or other residential facilities.

The term "Industrial Activities" shall include manufacturing, processing, formulation, packaging and handling operations, research and development, including all ancillary and supporting activities incident thereto, and other office and warehousing activities, including but not limited to production, processing, storage and sales of chemicals, chemical intermediates, blendstocks, feedstocks and/or by-products, durable goods and other non-food products.

Additionally, no person shall, without authorization from the director, engage in filling, grading, excavating, building, drilling, or mining on land where a hazardous waste facility or solid waste facility was operated, and more specifically referred to herein as Landfills 1 through 5 and Field Broadcast Area 2 (portions of Parcels 1 through 5). Any person proposing to engage in these activities in these areas shall comply with the requirements of the Ohio Administrative Code 3745-27-13.

B. Parcels 8 through 10 of the Property shall only be used for public or private viewing, education and recreation so as to protect the physical, biological and chemical integrity of such. The following uses of Parcels 8 through 10, and the restored portion of North Branch Crosses Run included in Parcel 1, are prohibited:

- i. Any division or subdivision of Parcels 8 through 10 is prohibited;
- ii. Commercial development or Industrial Activity is prohibited;
- iii. The placement or construction of any man-made modification such as buildings, structures, roads and parking lots (except for nature/educational signs, benches, unpaved pathways or walkways, habitat structures such as bird houses, unpaved access roads or agricultural access low water crossings, and the like);
- iv. Any cutting of trees, ground cover or vegetation, or destroying by means of herbicides or pesticides (except for the management of invasive and/or non-native species);
- v. The removal of soil, sand, gravel, rock, minerals or other materials from Parcels 8 through 10, or doing of any act that would alter the topography of these parcels;
- vi. Waste, garbage and unsightly or offensive materials are not permitted and may not be accumulated on Parcels 8 through 10; and

vii. The watercourses and streams and adjacent riparian buffers may not be dredged, straightened, filled, channelized, impeded, diverted or otherwise altered other than in accordance with the intent of the restoration design and using natural channel concepts.

C. The land comprising Parcels 1 and 7 is covered by vegetation or road surfaces. The vegetation must be regularly mowed.

D. Any future land use of the Property must be protective of human health and the environment and is the sole responsibility of the Owner and/or Transferee to ensure the use is solely and exclusively for the purposes stated herein.

E. In the event that any activity by the holder of an encumbrance, identified in paragraph 11 below, constitutes a breach of the activity and use limitations, Owner or Transferee shall notify Ohio EPA within thirty (30) days of becoming aware of the event or action, and shall remedy the breach of the activity and use limitations within sixty (60) days of becoming aware of the event or action, or such other time frame as may be agreed to by the Owner or Transferee and Ohio EPA.

6. Running with the Land. This Environmental Covenant shall be binding upon the Owner and all assigns and successors in interest, including any Transferee, and shall run with the land, pursuant to ORC § 5301.85, subject to amendment or termination as set forth herein. The term "Transferee," as used in this Environmental Covenant, shall mean any future owner of any interest in the Property or any portion thereof, including, but not limited to, owners of an interest in fee simple, mortgagees, easement holders, and/or lessees.

7. Compliance Enforcement. Compliance with this Environmental Covenant may be enforced pursuant to ORC § 5301.91. Failure to timely enforce compliance with this Environmental Covenant or the activity and use limitations contained herein by any party shall not bar subsequent enforcement by such party and shall not be deemed a waiver of the party's right to take action to enforce against any non-compliance. Nothing in this Environmental Covenant shall restrict the Director of Ohio EPA from exercising any authority under applicable law.

8. Rights of Access. Owner hereby grants to Ohio EPA, its agents, contractors, and employees the right of access to the Property for implementation or enforcement of this Environmental Covenant.

9. Compliance Reporting. Owner or any Transferee shall submit to Ohio EPA on an annual basis written documentation verifying that the activity and use limitations remain in place and are being complied with.

10. Notice upon Conveyance. Each instrument hereafter conveying any interest in the Property or any portion of the Property shall contain a notice of the activity and appropriate use limitations set forth in this Environmental Covenant, and provide the recorded location of this Environmental Covenant. The notice shall be substantially in the following form:

THE INTEREST CONVEYED HEREBY IS SUBJECT TO AN ENVIRONMENTAL COVENANT, DATED _____, 20____, RECORDED IN THE DEED OR OFFICIAL RECORDS OF THE _____ COUNTY RECORDER ON _____, 20____, IN [DOCUMENT _____, or BOOK____, PAGE _____]. THE ENVIRONMENTAL COVENANT CONTAINS THE FOLLOWING ACTIVITY AND USE LIMITATIONS:

Parcels 1 through 7 of the Property shall not be used for residential activities; the Property shall be used solely and exclusively for Industrial Activities. The term "Residential Activities" shall include, but not be limited to, the following:

- i. Single and multi-family dwelling and rental units;
- ii. Day care centers and preschools;
- iii. Hotels and motels;
- iv. Educational (except as a part of industrial activities within the Property) and religious facilities;
- v. Restaurants and other food and beverage services (except as a part of industrial activities within the Property);
- vi. Entertainment and recreational facilities (except as a part of industrial activities within the Property);
- vii. Hospitals and other extended care medical facilities (except as a part of industrial activities within the Property); and
- viii. Transient or other residential facilities.

The term "Industrial Activities" shall include manufacturing, processing, formulation, packaging and handling operations, research and development, including all ancillary and supporting activities incident thereto, and other office and warehousing activities, including but not limited to production, processing, storage and sales of chemicals, chemical intermediates, blendstocks, feedstocks and/or by-products, durable goods and other non-food products.

Additionally, no person shall, without authorization from the director, engage in filling, grading, excavating, building, drilling, or mining on land where a hazardous waste facility or solid waste facility was operated, and more specifically referred to herein as Landfills 1 through 5 and Field Broadcast Area 2 (portions of Parcels 1 through 5). Any person proposing to engage in these activities in these areas shall comply with the requirements of the Ohio Administrative Code 3745-27-13.

Parcels 8 through 10 of the Property shall only be used for public or private viewing, education and recreation so as to protect the physical, biological and chemical integrity of such. The following uses of Parcels 8 through 10, and the restored portion of North Branch Crosses Run included in Parcel 1, are prohibited:

- i. Any division or subdivision of Parcels 8 through 10 is prohibited;
- ii. Commercial development or Industrial Activity is prohibited;
- iii. The placement or construction of any man-made modification such as buildings, structures, fences, roads and parking lots (except for nature/educational signs, benches, unpaved pathways or walkways, habitat structures such as bird houses, unpaved access roads, and the like);
- iv. Any cutting of trees, ground cover or vegetation, or destroying by means of herbicides or pesticides (except for the management of invasive and/or non-native species);
- v. The removal of soil, sand, gravel, rock, minerals or other materials from Parcels 8 through 10, or doing of any act that would alter the topography of these parcels;
- vi. Waste, garbage and unsightly or offensive materials are not permitted and may not be accumulated on Parcels 8 through 10; and
- vii. The watercourses and streams and adjacent riparian buffers may not be dredged, straightened, filled, channelized, impeded, diverted or otherwise altered other than in accordance with the intent of the restoration design and using natural channel concepts.

The land comprising Parcels 1 and 7 is covered by vegetation or road surfaces. This vegetation must be regularly mowed.

Any future land use of the Property must be protective of human health and the environment and is the sole responsibility of the Owner and/or Transferee to ensure the use is solely and exclusively for the purposes stated herein.

In the event that any activity by the holder of an encumbrance, identified in paragraph 11 below, constitutes a breach of the activity and use limitations, Owner or Transferee shall notify Ohio EPA within thirty (30) days of becoming aware of the event or action, and shall remedy the breach of the activity and use limitations within sixty (60) days of becoming aware of the event or action, or such other time frame as may be agreed to by the Owner or Transferee and Ohio EPA.

Owner or Transferee shall notify Ohio EPA within ten (10) days after each conveyance of an interest in any portion of the Property. The notice shall include the name, address, and telephone number of the Transferee, a copy of the deed or other documentation evidencing the conveyance, and a survey map that shows the boundaries of the property being transferred.

11. Representations and Warranties. Owner hereby represents and warrants to the other signatories hereto:

- A. that the Owner is the sole owner of the Property;
- B. that the Owner holds fee simple title to the Property which is subject to the interests or encumbrances identified in Exhibit B attached hereto and incorporated by reference herein;
- C. that the Owner has the power and authority to enter into this Environmental Covenant, to grant the rights and interests herein provided and to carry out all obligations hereunder;
- D. that the Owner has identified all other persons that own an interest in or hold an encumbrance on the Property and notified such persons of the Owner's intention to enter into this Environmental Covenant; and
- E. that this Environmental Covenant will not materially violate or contravene or constitute a material default under any other agreement, document or instrument to which Owner is a party or by which Owner may be bound or affected;

12. Amendment or Termination. This Environmental Covenant may be amended or terminated by consent of all of the following: the Owner or a Transferee;

and the Ohio EPA, pursuant to ORC § 5301.90 and other applicable law. The term, "Amendment," as used in this Environmental Covenant, shall mean any changes to the Environmental Covenant, including the activity and use limitations set forth herein, or the elimination of one or more activity and use limitations when there is at least one limitation remaining. The term, "Termination," as used in this Environmental Covenant, shall mean the elimination of all activity and use limitations set forth herein and all other obligations under this Environmental Covenant.

This Environmental Covenant may be amended or terminated only by a written instrument duly executed by the Director of Ohio EPA and the Owner or Transferee of the Property or portion thereof, as applicable. Within thirty (30) days of signature by all requisite parties on any amendment or termination of this Environmental Covenant, the Owner or Transferee shall file such instrument for recording with the Union County Recorder's Office, and shall provide a file- and date-stamped copy of the recorded instrument to Ohio EPA.

13. Severability. If any provision of this Environmental Covenant is found to be unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired.

14. Governing Law. This Environmental Covenant shall be governed by and interpreted in accordance with the laws of the State of Ohio.

15. Recordation. Within thirty (30) days after the date of the final required signature upon this Environmental Covenant, Owner shall file this Environmental Covenant for recording, in the same manner as a deed to the Property, with the Union County Recorder's Office.

16. Effective Date. The effective date of this Environmental Covenant shall be the date upon which the fully executed Environmental Covenant has been recorded as a deed record for the Property with the Union County Recorder.

17. Distribution of Environmental Covenant. The Owner shall distribute a file- and date-stamped copy of the recorded Environmental Covenant to: Ohio EPA and each person who signed the Environmental Covenant. Owner shall use reasonable efforts to distribute a file and date-stamped copy of the recorded Environmental Covenant to each person holding a recorded interest in the Property; and any other person designated by Ohio EPA.

18. Notice. Unless otherwise notified in writing by or on behalf of the current owner or Ohio EPA, any document or communication required by this Environmental Covenant shall be submitted to:

Division of Hazardous Waste Management
Ohio EPA
P.O. Box 1049
Columbus, Ohio 43216-1049

The undersigned representative of Owner represents and certifies that they are authorized to execute this Environmental Covenant.

IT IS SO AGREED:

The Scotts Company LLC

Vincent C Brockman

Signature of Owner[s]

VINCENT C BROCKMAN, Exec. Vice President,
Printed Name and Title General Counsel;
SECRETARY

7/27/10
Date

State of Ohio)
County of Union)

ss:

Before me, a notary public, in and for said county and state, personally appeared Vince Brockman, a duly authorized representative of The Scotts Company LLC, who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of The Scotts Company LLC.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 27 day of July, 2010

[Signature]
Notary Public

JAMES E. ROBERTS, Attorney At Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.

Scotts Products Co.

Vincent C. Brockman
Signature of Owner[s]

VINCENT C. BROCKMAN, Exec Vice Pres
Printed Name and Title SECRETARY

7/27/10
Date

State of Ohio)
County of Union)

ss:

Before me, a notary public, in and for said county and state, personally appeared Vince Brockman, a duly authorized representative of Scotts Products Co., who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of Scotts Products Co.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 27 day of July, 2010.

[Signature]
Notary Public

JAMES E. ROBERTS, Attorney At Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date
Section 147.43 R.C.

Scotts Professional Products Co.

Vincent C. Brockimon
Signature of Owner[s]

VINCENT C. BROCKIMON, Exec. Vice Pres ;
Printed Name and Title SECRETARY

7/27/10
Date

State of Ohio)
County of Union)

ss:

Before me, a notary public, in and for said county and state, personally appeared Vince Brockimon, a duly authorized representative of Scotts Professional Products Co., who acknowledged to me that [he/she] did execute the foregoing instrument on behalf of Scotts Professional Products Co.

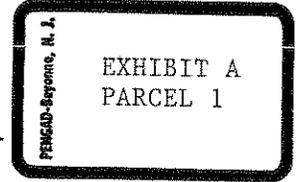
IN TESTIMONY WHEREOF, I have subscribed my name and affixed my official seal this 27 day of July, 2010.

[Signature]
Notary Public

JAMES E. ROBERTS, Attorney At Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 14963.02



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**DESCRIPTION OF A 15.697 ACRE TRACT
LOCATED WEST OF INDUSTRIAL PARKWAY (80' R/W)
NORTH OF SCOTTSLAWN ROAD (80' R/W)
UNION COUNTY, OHIO**

Situated in the State of Ohio, Union County, Paris Township, lying in Virginia Military Survey Lot Numbers 5140 and 2254, and being part of an original 168.9928 acre tract (Parcel A) conveyed to The Scotts Company by deed of record in Deed Book 114, Page 583, all records herein are from the Recorder's Office, Union County, Ohio, said 15.697 acre tract being more particularly described as follows:

BEGINNING WITH THE TRUE POINT OF BEGINNING, at a found 3/4" iron pipe on the east line of an original 277.50 acre tract conveyed to Columbus Metro Equities, Inc., by deed of record in Deed Book 339, Page 491, common to the west line of said original 168.9928 acre tract (Parcel A);

Thence the following three (3) courses and distance along the common lines of said original 277.50 acre tract and said original 168.9928 acre tract;

1. North 00°52'43" East, a distance of 401.85 feet, (passing a found 3/4" iron pipe at 88.40 feet) to a point;
2. South 88°18'12" East, a distance of 98.84 feet, to a found 3/4" iron pipe;
3. North 00°38'38" East, a distance of 907.50 feet, to a found 1/2" iron pipe on the west line of an original 279.380 acre tract, conveyed to New York Central Lines, LLC, by deed of record in Deed Book 207, Page 45, and at the northerly corner of said original 168.9928 acre tract;

Thence South 34°03'22" East, a distance of 1494.68 feet, following along the lines of said original 279.380 acre tract and said original 168.9928 acre tract, to a point on the westerly line of said original 279.380 acre tract;

Thence the following eight (8) courses and distance across said original 168.9928 acre tract;

1. South 55°58'39" West, a distance of 219.58 feet, to a point;
2. North 45°50'43" West, a distance of 101.77 feet, to a point;

3. North 84°56'08" West, a distance of 91.87 feet, to a point;
4. South 64°14'23" West, a distance of 228.51 feet, to a point;
5. South 56°24'50" West, a distance of 202.54 feet, to a point;
6. North 82°36'00" West, a distance of 140.47 feet, to a point;
7. North 33°19'17" West, a distance of 94.68 feet, to a point;
8. North 23°52'09" West, a distance of 98.43 feet, to the **TRUE POINT OF BEGINNING**, containing 15.697 acres more or less. Being subject to all easements, restrictions and rights-of-way of record.

The bearings shown above are based on the West line of an original 168.9928 acre tract as being North 02° 42' 10" West, conveyed to The Scotts Company, by deed of record in Deed Book 114, Page 583, from the Recorder's Office, Union County, Ohio.

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.



Civil & Environmental Consultants, Inc.

Jerry A. Malott 11-15-06
Jerry A. Malott Date
Registered Surveyor No. S-5963

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Civil & Environmental Consultants, Inc.
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NASHVILLE, TN. • PITTSBURGH, PA. • ST. LOUIS, MO.

PERGAS-Argonne, M. J.
EXHIBIT A
PARCEL 2

**DESCRIPTION OF A 2.439 ACRE TRACT
LOCATED WEST OF INDUSTRIAL PARKWAY (80' R/W)
SOUTH OF SCOTSLAWN ROAD (80' R/W)
UNION COUNTY, OHIO**

Situated in the State of Ohio, Union County, Paris Township, lying in Virginia Military Survey Lot Number 5140, and being part of an original 436.6388 acre tract (Parcel B) conveyed to The Scotts Company by deed of record in Deed Book 114, Page 583, all records herein are from the Recorder's Office, Union County, Ohio, said 2.439 acre tract being more particularly described as follows:

BEGINNING FOR REFERENCE, at a point in the centerline of said Industrial Parkway (80' r/w), common to the northeast corner of a 33.280 acre tract conveyed to Goodyear Tire & Rubber Company by deed of record in Deed Book 224, Page 319, also common to the southerly line of said original 436.6388 acre tract;

Thence South 46°45'33" West, a distance of 400.72 feet, following along the lines of said original 436.6388 acre tract and said 33.280 acre tract, to a point;

Thence North 43°14'27" West, a distance of 142.24 feet, crossing said original 436.6388 acre tract, to the **TRUE POINT OF BEGINNING**;

Thence the following six (6) courses and distances across said original 436.6388 acre tract;

1. South 42°38'07" West, a distance of 335.88 feet, to a point;
2. South 54°52'38" West, a distance of 177.40 feet, to a point;
3. South 81°24'34" West, a distance of 110.91 feet, to a point;
4. North 00°08'31" East, a distance of 158.02 feet, to a point;
5. North 47°42'46" East, a distance of 537.56 feet, to a point;
6. South 28°40'01" East, a distance of 175.50 feet, to the **TRUE POINT OF BEGINNING**, containing 2.439 acres more or less. Being subject to all easements, restrictions and rights-of-way of record.

The bearings shown above are based on the West line of an original 168.9928 acre tract as being North 02°42'10" West, as conveyed to The Scotts Company, by deed of record in Deed Book 114, Page 583, from the Recorder's Office, Union County, Ohio.

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in March, 2007.



Civil & Environmental Consultants, Inc.

Jerry A. Malott 4-17-07
Date
Jerry A. Malott
Registered Surveyor No. S-5963

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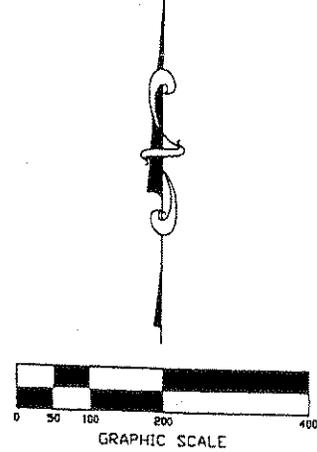
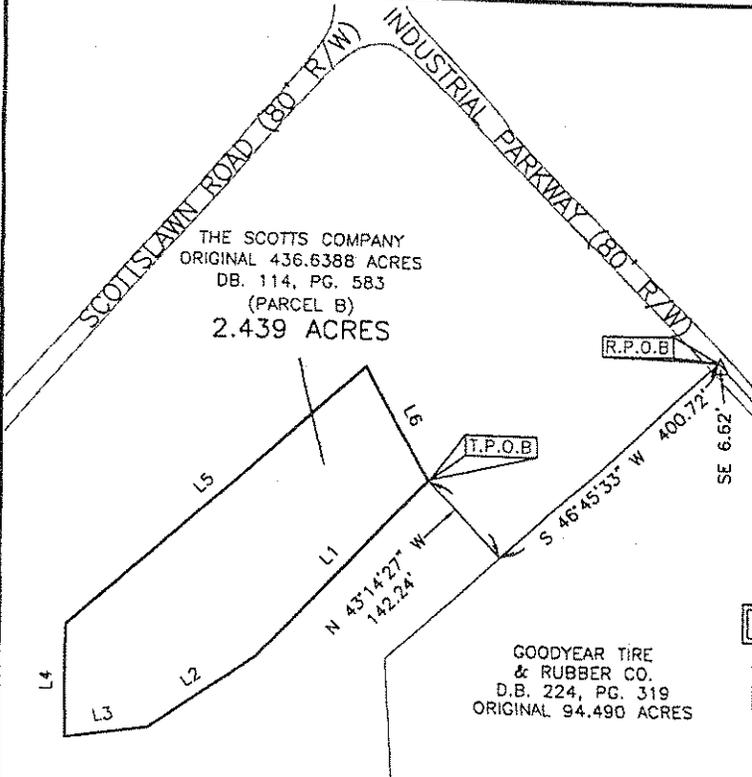


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NASHVILLE, TN. · PITTSBURGH, PA. · ST. LOUIS, MO.

Deed Restriction Survey for 2.439 acres



Line Table

LINE	BEARING	DISTANCE
L1	S 42°38'07" W	335.88'
L2	S 54°52'38" W	177.40'
L3	S 81°24'34" W	110.91'
L4	N 00°08'31" E	158.02'
L5	N 47°42'46" E	537.56'
L6	S 28°40'01" E	175.50'

Situate

Situated in Virginia Military Survey Lot Nos. 5140, Paris Township, Union County, Ohio.

Surveyor's Certificate

This exhibit was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Boundary Survey Note

This plot constitutes a boundary survey as set forth in the minimum standards for boundary surveying in the State of Ohio, Administrative Code Chapter 4733-37 and promulgated by the Board of Registration for Professional Engineers and Surveyors of the State of Ohio pursuant to Chapter 4733.

FLOOD NOTE

By graphic plotting only, this property is in Zone "X" of the Flood Insurance Rate Maps, Community Panel No. 390808 0150 B, which bears an Effective Date of September 27, 1991 and is in a special flood hazard area. No field surveying was performed to determine this zone and an elevation certificate may be needed to verify this determination or apply for a variance.

Basis of Bearings

Bearings were based on the West line of an original 188.9928 acre tract as being North 02°42'10" West, as conveyed to The Scotts Company, by deed of record in Deed Book 114, Page 583, from the Recorder's Office, Union County, Ohio.



Jerry A. Malott 4-17-07
Jerry A. Malott P.S. 5963

REVISION RECORD		DATE	DESCRIPTION

DRAWN BY: JB	JOB NUMBER 052193
FIELD WORK BY: TS/CH	
DATE: 3/17/07	
SCALE: 1" = 200'	



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EXHIBIT A
 PARCEL 3

**DESCRIPTION OF A 1.964 ACRE TRACT
 LOCATED EAST OF US HIGHWAY 33 (R/W VARIES)
 SOUTHEAST OF SCOTTS LAWN ROAD (80' R/W)
 UNION COUNTY, OHIO**

Situated in the State of Ohio, Union County, Dover Township, lying in Virginia Military Survey 9028, and being all of a 0.587 acre tract conveyed to The Scotts Company by deed of record in Official Record Volume 235, Page 553, and 1.376 acres out of an original 27.488 acre tract conveyed to The Scotts Company by deed of record in Official Record Volume 236, Page 583 (Parcel D), all record herein are from the Recorder's Office, Union County, Ohio, said 1.964 acre tract being more particularly described as follows:

BEGINNING WITH THE TRUE POINT OF BEGINNING, at a point at the southeast corner of said 0.587 acre tract common to the southwest corner of an original 104.484 acre tract (TRACT 2) conveyed to Eugene W. Mayer & Mary A. Mayer Trustee;

Thence North 33°52'33" West, a distance of 185.89 feet, following along the northerly right-of-way line of said US Highway 33, to a point at the southwest corner of said 0.587 acre tract;

Thence North 04°35'29" West, a distance of 13.85 feet, continuing along the northerly right-of-way line of said US Highway 33, common to the west line of said 0.587 acre tract, to a point at the southeast corner of said original 27.488 acre tract;

Thence the following three (3) courses and distance along the northerly right-of-way line of said US Highway 33:

1. North 34°44'32" West, a distance of 14.95 feet, to a point;
2. North 48°31'06" West, a distance of 367.52 feet, to a point;
3. North 67°48'30" West, a distance of 52.93 feet, to a point;

Thence the following two (2) courses and distance crossing said original 27.488 acre tract:

1. North 31°03'38" East, a distance of 191.52 feet, to a point;
2. South 46°06'11" East, a distance of 298.92 feet, to a point on the east line of said original 27.488 acre tract, common to the northwest corner of said 0.587 acre tract, also common to the westerly line of said original 104.484 acre tract;

Thence South 46°06'11" East, a distance of 141.21 feet, following along the lines of said 0.587 acre tract and said original 104.484 acre tract, to a point at the northeast corner of said 0.587 acre tract, common to the westerly line of said original 104.484 acre tract;

Thence South 04°05'04" East, a distance of 303.51 feet, following along the lines of said 0.587 acre tract and said original 104.484 acre tract, to the **TRUE POINT OF BEGINNING**, containing 1.964 acres, more or less. Being subject to all easements, restrictions and rights-of-way of record.

The bearings shown above are based on the West line of an original 168.9928 acre tract as being North 02°42'10" West, as conveyed to The Scotts Company, by deed of record in Deed Book 114, Page 583, from the Recorder's Office, Union County, Ohio.

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.



Civil & Environmental Consultants, Inc.

Jerry A. Malott 11-15-06
Jerry A. Malott Date
Registered Surveyor No. S-5963

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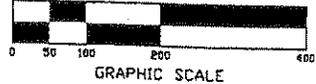
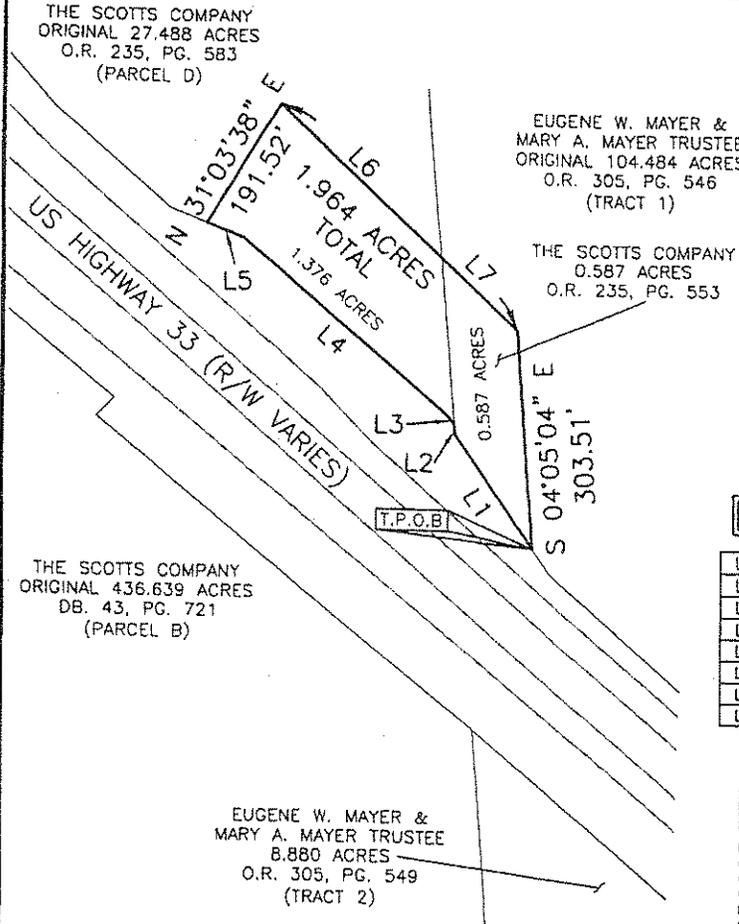


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Deed Restriction Survey for 1.964 acres



GRAPHIC SCALE

Line Table

LINE	BEARING	DISTANCE
L1	N 33°52'33" W	185.89'
L2	N 04°35'29" W	13.85'
L3	N 34°44'32" W	14.95'
L4	N 48°31'06" W	367.52'
L5	N 67°48'30" W	52.93'
L6	S 46°06'11" E	298.92'
L7	S 46°06'11" E	141.21'

Basis of Bearings

Bearings were based on the West line of an original 168.9928 acre tract as being North 02°42'10" West, as conveyed to The Scotts Company, by deed of record in Deed Book 114, Page 583, from the Recorder's Office, Union County, Ohio.

Surveyor's Certificate

This exhibit was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Situate

Situated in Virginia Military Survey Lot 9028, City of Marysville, Paris Township, Union County, Ohio.

Boundary Survey Note

This plot constitutes a boundary survey as set forth in the minimum standards for boundary surveying in the State of Ohio, Administrative Code Chapter 4733-37 and promulgated by the Board of Registration for Professional Engineers and Surveyors of the State of Ohio pursuant to Chapter 4733.

FLOOD NOTE

By graphic plotting only, this property is in Zone "X" of the Flood Insurance Rate Maps, Community Panel No. 390808 0150 B, which Bears an Effective Date of September 27, 1991 and is in a special flood hazard area. No field surveying was performed to determine this zone and an elevation certificate may be needed to verify this determination or apply for a variance.



Jerry A. Malott
Jerry A. Malott P.S. 5963

REVISION RECORD

DATE	DESCRIPTION

DRAWN BY: DC
FIELD WORK BY: N/A
DATE: 10/13/06
SCALE: 1" = 200'

JOB NUMBER
052193



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EXHIBIT A
 PARCEL 4

**DESCRIPTION OF A 2.623 ACRE TRACT
 LOCATED WEST OF US INDUSTRIAL PARKWAY
 SOUTHEAST OF SCOTTS LAWN ROAD
 UNION COUNTY, OHIO**

Situated in the State of Ohio, Union County, Paris Township, lying in Virginia Military Survey Number 5140, and being part of an original 168.9928 acre tract conveyed to The Scotts Company by deed of record in Deed Book 43, Page 721, all records herein are from the Recorder's Office, Union County, Ohio, said 2.623 acre tract being more particularly described as follows:

BEGINNING FOR REFERENCE, at point at the southeast corner of said original 168.9928 acre tract, common to the northeast corner of a 97.45 acre tract conveyed to Thomas H. Rausch & Jeanine R. Rausch Trustee by deed of record in Deed Book 93, Page 605, said point also being located on the west line of an original 279.380 acre tract conveyed to New York Central Lines, LLC by deed of record in Deed Book 207, Page 45;

Thence South 86°39'22" West, a distance of 792.29 feet, following along the common line of said original 168.9928 acre tract and said 97.45 acre tract, to the **TRUE POINT OF BEGINNING**;

Thence the following five (5) courses and distances over and across said original 168.9928 acre tract;

1. North 55°58'31" West, a distance of 348.70 feet, to a point;
2. North 16°50'08" East, a distance of 142.70 feet, to a point;
3. North 63°07'37" East, a distance of 270.80 feet, to a point;
4. South 44°15'56" East, a distance of 225.73 feet, to a point;
5. South 27°22'34" West, a distance of 329.34 feet, to the **TRUE POINT OF BEGINNING**, containing 2.623 acres more or less, being subject to all easements, restrictions and rights-of-way of record.

All iron pins set are 3/4" iron pipes, 30" in length, with a yellow cap bearing the name "CEC PORP CORNER".

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Civil & Environmental Consultants, Inc.

Jerry A. Malott 3-09-07
 Jerry A. Malott Date
 Registered Surveyor No. S-5963

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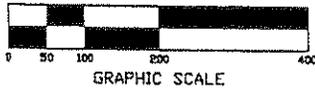
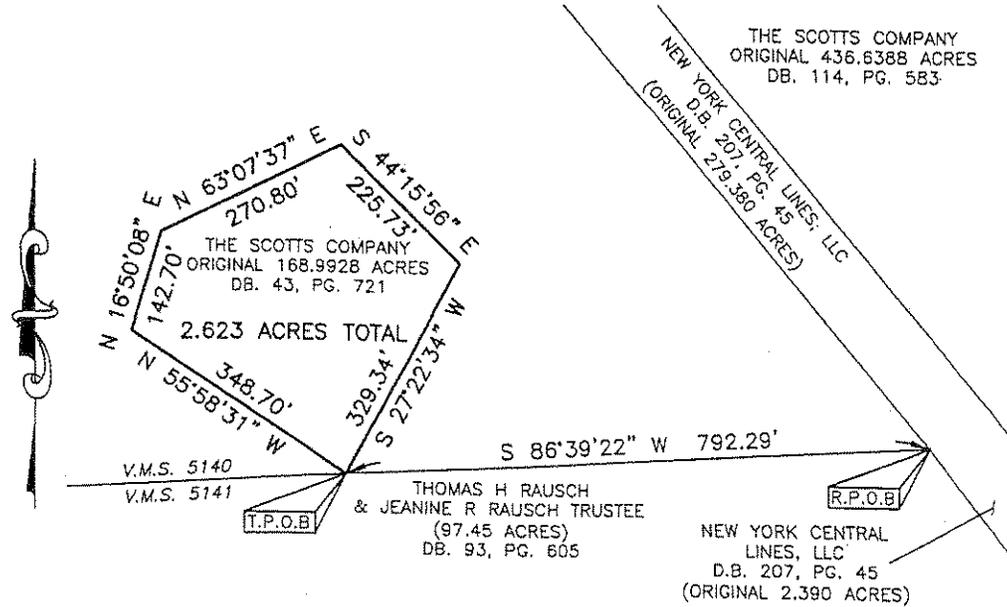




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Deed Restriction Survey for 2.623 acres



Surveyor's Certificate

This exhibit was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Situate

Situated in Virginia Military Survey Lot No. 5140, Paris Township, Union County, Ohio.

Basis of Bearings

Basis of Bearings is based on National Geodetic Survey Monuments AE3379, AE3389 and AE3393, upon NAD 83, Ohio State Plane North Zone

FLOOD NOTE

By graphic plotting only, this property is in Zone "X" of the Flood Insurance Rate Maps, Community Panel No. 390808 0150 B, which Bears an Effective Date of September 27, 1991 and is in a special flood hazard area. No field surveying was performed to determine this zone and an elevation certificate may be needed to verify this determination or apply for a variance.



Jerry A. Malott 3-09-07
Jerry A. Malott P.S. 5963

REVISION RECORD

DATE	DESCRIPTION	DRAWN BY:	JOB NUMBER
03/06/07	REVISE RESTRICTION BOUNDARY (DH)	DC	052193
		FIELD WORK BY: N/A	
		DATE: 10/13/06	
		SCALE: 1" = 200'	



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PERCIB-Response, M. J.
 EXHIBIT A
 PARCEL 5

**DESCRIPTION OF A 3.007 ACRE TRACT
 LOCATED WEST OF INDUSTRIAL PARKWAY
 SOUTHEAST OF SCOTTLAWN ROAD
 UNION COUNTY, OHIO**

Situated in the State of Ohio, Union County, Paris Township, lying in Virginia Military Survey Number 5140, and being part of an original 168.9928 acre tract (Parcel A) conveyed to The Scotts Company by deed of record in Deed Book 43, Page 721, all records herein are from the Recorder's Office, Union County, Ohio, said 3.007 acre tract being more particularly described as follows:

BEGINNING, at a point at the southeast corner of said original 168.9928 acre tract common to the northeast corner of a of a 97.45 acre tract conveyed to Thomas H. Rausch & Jeanine R. Rausch Trustee by deed or record in Deed Book 93, Page 605, said point also being located on the west line of an original 279.380 acre tract conveyed to New York Central Lines, LLC by deed of record in Deed Book 207, Page 45;

Thence South 86°39'19" West, a distance of 212.17 feet, following along the common line of said original 168.9928 acre tract and said 94.450 acre tract to a point;

Thence the following two (2) courses and distance over and across said original 168.9928;

1. North 39°23'39" West, a distance of 697.29 feet, to a point;
2. North 50°38'13" East, a distance of 173.13 feet, to a point on the west line of said original 279.380 acre tract, common to the east line of said original 168.9928 acre tract;

Thence South 39°17'01" East, a distance of 822.05 feet, following along the common line of said original 279.380 acre tract and said original 168.9928 acre tract, to the **TRUE POINT OF BEGINNING**, containing 3.007 acres more or less, being subject to all easements, restrictions and rights-of-way of record.

The bearings shown above are based on National Geodetic Survey Monuments AE3379, AE3389, and AE 3393, upon NAD 83, Ohio State Plane North Zone.

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Civil & Environmental Consultants, Inc.

Jerry A. Malott 3-09-07
 Jerry A. Malott Date
 Registered Surveyor No. S-5963

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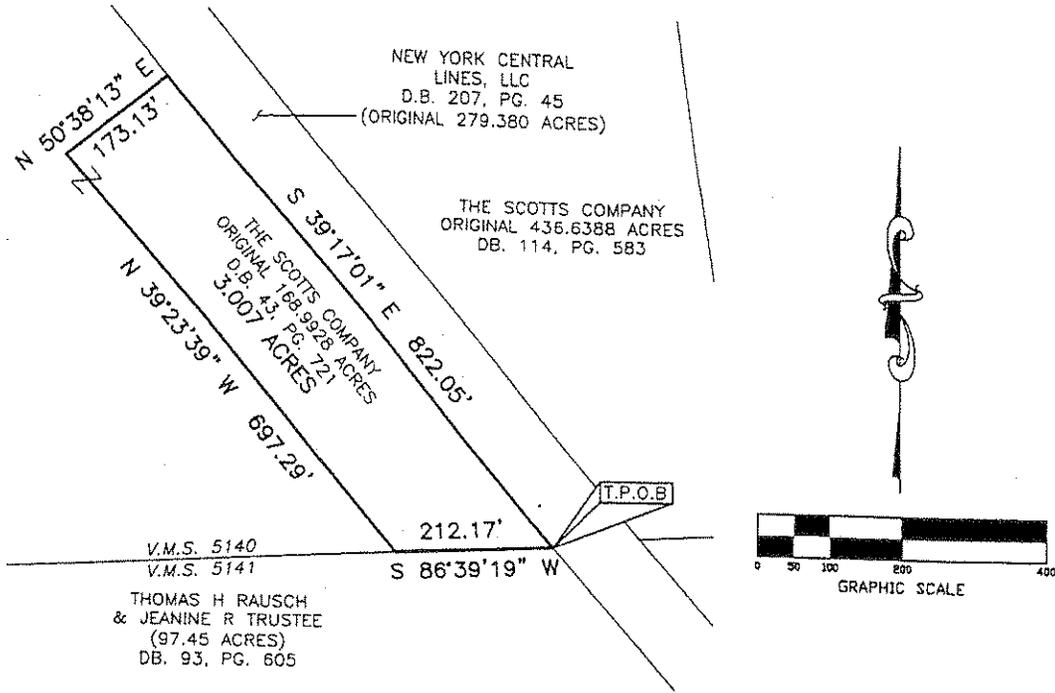




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Deed Restriction Survey for 3.007 acres



Surveyor's Certificate

This exhibit was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Situate

Situated in Virginia Military Survey Lot 5140, Paris Township, Union County, Ohio.

Basis of Bearings

Basis of Bearings is based on National Geodetic Survey Monuments AE3379, AE3388 and AE3393, upon NAD 83, Ohio State Plane North Zone

FLOOD NOTE

By graphic plotting only, this property is in Zone "X" of the Flood Insurance Rate Maps, Community Panel No. 390808 0150 B, which Bears an Effective Date of September 27, 1991 and is in a special flood hazard area. No field surveying was performed to determine this zone and an elevation certificate may be needed to verify this determination or apply for a variance.



Jerry A. Malott 3-03-07
Jerry A. Malott P.S. 5963

REVISION RECORD

DATE	DESCRIPTION	DRAWN BY:	JOB NUMBER
3/06/07	REVISE RESTRICTION BOUNDARY (DH)	DC	052193
		FIELD WORK BY: N/A	
		DATE: 10/13/06	
		SCALE: 1" = 200'	



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PERGAS-Bayonne, N. J.
EXHIBIT A
PARCEL 6

**DESCRIPTION OF AN 9.014 ACRE TRACT
LOCATED WEST OF INDUSTRIAL PARKWAY
SOUTHEAST OF SCOTTSLAWN ROAD
UNION COUNTY, OHIO**

Situated in the State of Ohio, Union County, Paris Township, lying in Virginia Military Survey Number 5140, and being part of an original 168.9928 acre tract (Parcel A) conveyed to The Scotts Company by deed of record in Deed Book 43, Page 721, all records herein are from the Recorder's Office, Union County, Ohio, said 9.014 acre tract being more particularly described as follows:

BEGINNING FOR REFERENCE, at a found Railroad Spike in the centerline of said Scottslawn Road (80' r/w), common to the southwest corner of said original 168.9928 acre tract and the northwest corner of a 11.036 acre tract conveyed to The Scotts Company by deed of record in Deed Book 277, Page 436;

Thence North 56°16'24" East, a distance of 1768.09 feet, following along the centerline of said Scottslawn Road, to a point;

Thence South 33°49'25" East, a distance of 40.00 feet, crossing said Scottslawn Road, to a point on the southerly right-of-way line of said Scottslawn Road, being the **TRUE POINT OF BEGINNING**;

Thence with the following two (2) courses and distance along the southerly right-of-way line of said Scottslawn Road:

1. North 56°10'35" East, a distance of 413.32 feet, to a point;
2. Along a curve to the left, having a delta angle of 15°30'39", a radius of 898.20 feet, an arc length of 243.16 feet, a chord which bears North 48°42'53" East and a chord distance of 242.41 feet, to a point;

Thence North 54°39'49" East, a distance of 170.30 feet, over and across said original 168.9928 acre tract, to a point located on the common line of said original 168.9928 acre tract and an original 279.380 acre tract conveyed to New York Central Lines, LLC by deed of record in Deed Book 207, Page 45;

Thence South 39°17'01" East, a distance of 716.08 feet, along the common lines of said original 168.9928 acre tract and said original 279.380 acre tract, to a point;

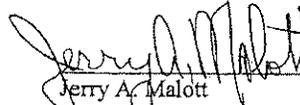
Thence the following five (5) courses and distances crossing said original 168.9928 acre tract;

1. South 56°00'38" West, a distance of 181.21 feet, to a point;
2. South 77°28'34" West, a distance of 273.62 feet, to a point;
3. South 74°03'38" West, a distance of 189.05 feet, to a point;
4. South 83°30'33" West, a distance of 229.63 feet, to a point;
5. North 45°09'08" West, a distance of 329.73 feet, to the **TRUE POINT OF BEGINNING**, containing 9.014 acres more or less. Being subject to all easements, restrictions and rights-of-way of record.

The bearings shown above are based on National Geodetic Survey Monuments AE3379, AE3389, and AE 3393, upon NAD 83, Ohio State Plane North Zone.

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Civil & Environmental Consultants, Inc.


Jerry A. Malott 3-09-07 Date
Registered Surveyor No. S-5963

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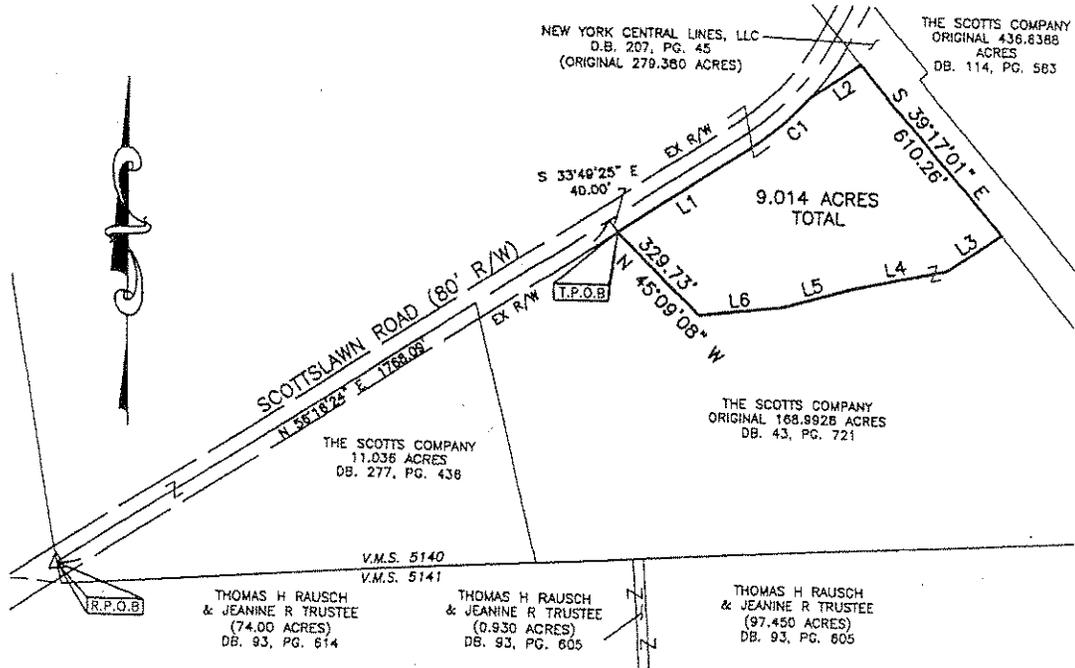




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Deed Restriction Survey for 9.014 acres



Surveyor's Certificate

This exhibit was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Legend of Symbols & Abbreviations

△ Found Railroad Spike

Situate

Situated in Virginia Military Survey Lot 5140, Paris Township, Union County, Ohio.

Basis of Bearings

Basis of Bearings is based on National Geodetic Survey Monuments AE3378, AE3389 and AE3393, upon NAD 83, Ohio State Plane North Zone

FLOOD NOTE

By graphic plotting only, this property is in Zone "X" of the Flood Insurance Rate Maps; Community Panel No. 390808 0150 B, which Bears an Effective Date of September 27, 1991 and is in a special flood hazard area. No field surveying was performed to determine this zone and an elevation certificate may be needed to verify this determination or apply for a variance.



GRAPHIC SCALE

Line Table

LINE	BEARING	DISTANCE
L1	N 56°10'36" E	413.32'
L2	N 54°39'49" E	170.30'
L3	S 58°00'38" W	181.21'
L4	S 77°28'34" W	273.62'
L5	S 74°03'38" W	169.05'
L6	S 83°30'33" W	229.63'

Curve Table

CURVE	RADIUS	ARC LENGTH	CHORD LENGTH	CHORD BEARING	DELTA ANGLE
C1	898.20'	243.16'	242.41'	N 46°42'53" E	15°30'39"



Jerry A. Malott 3-09-07
Jerry A. Malott P.S. 5963

REVISION RECORD

DATE	DESCRIPTION	DRAWN BY:
03/06/07	REVISE RESTRICTION BOUNDARY (DH)	DC
		FIELD WORK BY: N/A
		DATE: 10/13/06
		SCALE: 1" = 400'

JOB NUMBER
052193



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PENGAD-Byeone, M. J.
EXHIBIT A
PARCEL 7

**DESCRIPTION OF A 0.215 ACRE TRACT
LOCATED WEST OF INDUSTRIAL PARKWAY (80' R/W)
NORTH OF SCOTTS LAWN ROAD (80' R/W)
UNION COUNTY, OHIO**

Situated in the State of Ohio, Union County, Paris Township, lying in Virginia Military Survey Lot Number 5140, and being part of an original 168.9928 acre tract (Parcel A) conveyed to The Scotts Company by deed of record in Deed Book 114, Page 583, all records herein are from the Recorder's Office, Union County, Ohio, said 0.215 acre tract being more particularly described as follows:

BEGINNING FOR REFERENCE, at a found 3/4" iron pipe on the easterly line of an original 277.50 acre tract conveyed to Columbus Metro Equities, Inc. by deed of record in Deed Book 339, Page 491, common to the west line of said original 168.9928 acre tract;

Thence South 03°43'12" East, a distance of 444.49 feet, following along the lines of said original 277.50 acre tract and said original 168.9928 acre tract, to a point;

Thence North 86°16'48" East, a distance of 782.16 feet, crossing said original 168.993 acre tract, to the **TRUE POINT OF BEGINNING**;

Thence the following nine (9) courses and distance across said original 168.9928 acre tract;

1. North 11°25'34" East, a distance of 40.20 feet, to a point;
2. North 48°34'28" East, a distance of 62.48 feet, to a point;
3. North 83°13'12" East, a distance of 24.51 feet, to a point;
4. South 65°14'05" East, a distance of 32.37 feet, to a point;
5. South 02°36'13" East, a distance of 49.78 feet, to a point;
6. South 39°06'21" West, a distance of 46.61 feet, to a point;
7. South 62°08'46" West, a distance of 45.34 feet, to a point;

8. North 75°39'29" West, a distance of 21.64 feet, to a point;
9. North 32°44'43" West, a distance of 37.62 feet, to the **TRUE POINT OF BEGINNING**, containing 0.215 acres more or less. Being subject to all easements, restrictions and rights-of-way of record.

The bearings shown above are based on the West line of an original 168.9928 acre tract as being North 02°42'10" West, as conveyed to The Scotts Company, by deed of record in Deed Book 114, Page 583, from the Recorder's Office, Union County, Ohio.

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.



Civil & Environmental Consultants, Inc.

Jerry A. Malott 11-15-06
Date
Jerry A. Malott
Registered Surveyor No. S-5963

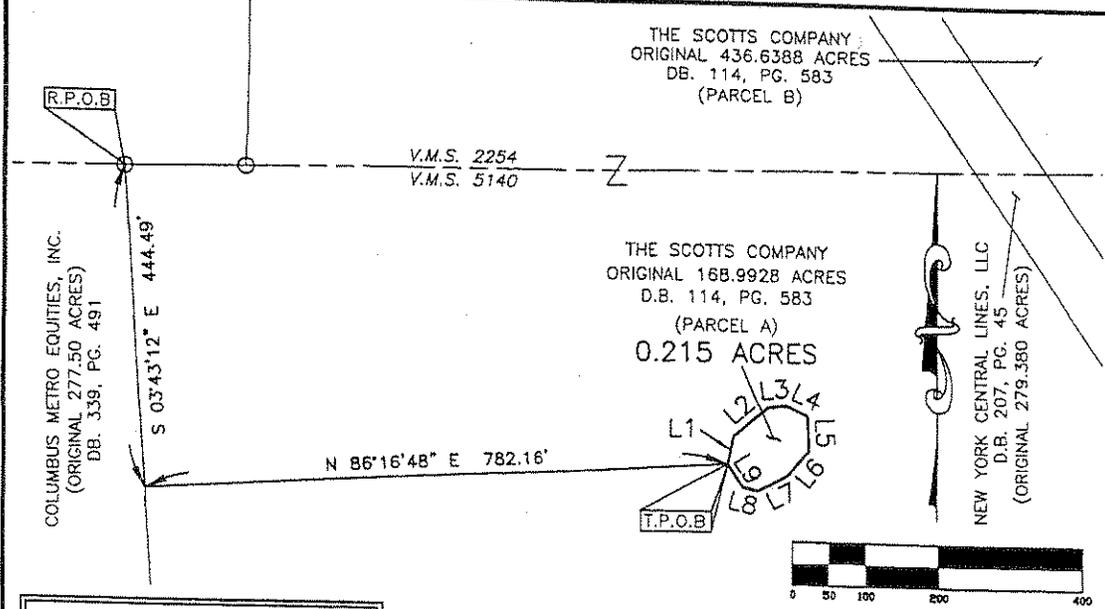
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Deed Restriction Survey for 0.215 acres



Situate

Situated in Virginia Military Survey Lot Nos. 5140 and 2254, Paris Township, Union County, Ohio.

Surveyor's Certificate

This exhibit was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Legend of Symbols & Abbreviations

○ Found 3/4" iron pipe

Boundary Survey Note

This plot constitutes a boundary survey as set forth in the minimum standards for boundary surveying in the State of Ohio, Administrative Code Chapter 4733-37 and promulgated by the Board of Registration for Professional Engineers and Surveyors of the State of Ohio pursuant to Chapter 4733.

FLOOD NOTE

By graphic plotting only, this property is in Zone "X" of the Flood Insurance Rate Maps, Community Panel No. 390805 0150 B, which bears an Effective Date of September 27, 1991 and is in a special flood hazard area. No field surveying was performed to determine this zone and an elevation certificate may be needed to verify this determination or apply for a variance.

Line Table

LINE	BEARING	DISTANCE
L1	N 11°25'34" E	40.20'
L2	N 48°34'28" E	62.48'
L3	N 83°13'12" E	24.51'
L4	S 65°14'05" E	32.37'
L5	S 02°36'13" E	49.78'
L6	S 39°06'21" W	46.61'
L7	S 62°08'46" W	45.34'
L8	N 75°39'29" W	21.64'
L9	N 32°44'43" W	37.62'

Basis of Bearings

Bearings were based on the West line of an original 168.9928 acre tract as being North 02°42'10" West, as conveyed to The Scotts Company, by deed of record in Deed Book 114, Page 583, from the Recorder's Office, Union County, Ohio.

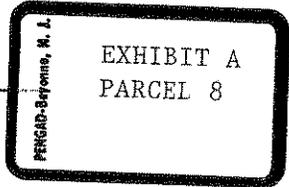


Jerry A. Malott
 Jerry A. Malott R.S. 5963

REVISION RECORD		DATE	DESCRIPTION	DRAWN BY: DC	FIELD WORK BY: N/A	DATE: 10/13/06	SCALE: 1" = 200'	JOB NUMBER
								052193



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**DESCRIPTION OF A 5.058 ACRE TRACT
LOCATED WEST OF US INDUSTRIAL PARKWAY
SOUTHEAST OF SCOTTS LAWN ROAD
UNION COUNTY, OHIO**

Situated in the State of Ohio, Union County, Paris Township, lying in Virginia Military Survey Number 5140, and being part of an original 168.9928 acre tract (Parcel A) conveyed to The Scotts Company by deed of record in Deed Book 43, Page 721, all records herein are from the Recorder's Office, Union County, Ohio, said 5.058 acre tract being more particularly described as follows:

BEGINNING FOR REFERENCE, at point at the southeast corner of said original 168.9928 acre tract, common to the northeast corner of a 97.45 acre tract conveyed to Thomas H. Rausch & Jeanine R. Rausch Trustee by deed of record in Deed Book 93, Page 605, said point also being located on the west line of an original 279.380 acre tract conveyed to New York Central Lines, LLC by deed of record in Deed Book 207, Page 45;

Thence North 39°17'39" West, a distance of 843.38 feet, following along the common line of said original 168.9928 acre tract and said original 279.380 acre tract, to the **TRUE POINT OF BEGINNING**;

Thence the following ten (10) courses and distances over and across said original 168.9928 acre tract;

1. South 48°53'05" West, a distance of 50.36 feet, to a point;
2. South 55°17'54" West, a distance of 276.48 feet, to a point;
3. South 61°00'44" West, a distance of 74.29 feet, to a point;
4. South 56°26'56" West, a distance of 134.75 feet, to a point;
5. South 76°08'16" West, a distance of 196.25 feet, to a point;
6. North 38°23'23" West, a distance of 394.22 feet, to a point;
7. North 86°32'09" East, a distance of 206.68 feet, to a point;

8. North 75°31'21" East, a distance of 208.22 feet, to a point;
9. North 76°40'52" East, a distance of 286.96 feet, to a point;
10. North 57°34'58" East, a distance of 179.82 feet, to a point located on the common line of said original 168.9928 acre tract, and said original 279.380 acre tract;

Thence South 39°13'50" East, a distance of 169.06 feet, along the common line of said original 168.9928 acre tract, and said original 279.380 acre tract, to the **TRUE POINT OF BEGINNING**, containing 5.058 acres more or less, being subject to all easements, restrictions, and right-of-ways of record.

The bearings shown above are based on National Geodetic Survey Monuments AE3379, AE3389, and AE 3393, upon NAD 83, Ohio State Plane North Zone.

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

Civil & Environmental Consultants, Inc.

Jerry A. Malott 3-09-07

Jerry A. Malott Date
Registered Surveyor No. S-5963

S:\pro\052193\survey\data\5.058acres.doc

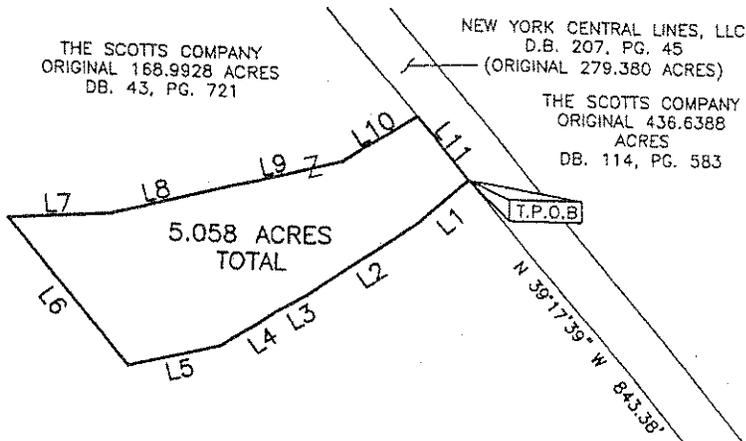




Civil & Environmental Consultants, Inc.

8740 Orion Place, Suite 100 Columbus, Oh. 43240
(614) 540-6633 (888)598-6808 FAX(614)540-6638
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Deed Restriction Survey for 5.058 acres



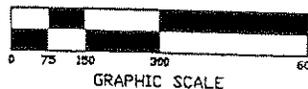
THE SCOTTS COMPANY
ORIGINAL 168.9928 ACRES
DB. 43, PG. 721

NEW YORK CENTRAL LINES, LLC
D.B. 207, PG. 45
(ORIGINAL 279.380 ACRES)

THE SCOTTS COMPANY
ORIGINAL 436.6388
ACRES
DB. 114, PG. 583

V.M.S. 5140
V.M.S. 5141

THOMAS H RAUSCH
& JEANINE R TRUSTEE
97.45 ACRES
O.R. 93, PG. 605



Line Table

LINE	BEARING	DISTANCE
L1	S 48°53'05" W	50.36'
L2	S 55°17'54" W	276.48'
L3	S 61°00'44" W	74.20'
L4	S 56°26'56" W	134.75'
L5	S 76°08'16" W	198.25'
L6	N 38°23'23" W	394.22'
L7	N 66°32'09" E	206.68'
L8	N 75°31'21" E	208.22'
L9	N 78°40'52" E	286.66'
L10	N 57°34'58" E	179.82'
L11	S 39°13'50" E	189.06'

Situate

Situated in Virginia Military Survey Lot 5140, Paris Township, Union County, Ohio.

Basis of Bearings

Basis of Bearings is based on National Geodetic Survey Monuments AE3379, AE3389 and AE3393, upon NAD 83, Ohio State Plane North Zone

Surveyor's Certificate

This exhibit was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.

FLOOD NOTE

By graphic plotting only, this property is in Zone "X" of the Flood Insurance Rate Maps, Community Panel No. 390808 0150 B, which bears an Effective Date of September 27, 1991 and is in a special flood hazard area. No field surveying was performed to determine this zone and an elevation certificate may be needed to verify this determination or apply for a variance.



Jerry A. Malott 3-09-07
Jerry A. Malott P.S. 5963

REVISION RECORD		DATE	DESCRIPTION	DRAWN BY: DH	FIELD WORK BY: N/A	JOB NUMBER 052193
				DATE: 03/06/07		
				SCALE: 1" = 300'		



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PENGAD-Bayonne, N. J.
 EXHIBIT A
 PARCEL 9

DESCRIPTION OF A 0.707 ACRE TRACT
 LOCATED WEST OF INDUSTRIAL PARKWAY
 SOUTHEAST OF SCOTTS LAWN ROAD
 UNION COUNTY, OHIO

Situated in the State of Ohio, Union County, Paris Township, lying in Virginia Military Survey Number 5140, and being part of an original 168.9928 acre tract (Parcel A) conveyed to The Scotts Company by deed of record in Deed Book 43, Page 721, all records herein are from the Recorder's Office, Union County, Ohio, said 0.707 acre tract being more particularly described as follows:

BEGINNING FOR REFERENCE, at a point at the southeast corner of said original 168.9928 acre tract common to the northeast corner of a of a 97.45 acre tract conveyed to Thomas H. Rausch & Jeanine R. Rausch Trustee by deed or record in Deed Book 93, Page 605, said point also being located on the west line of an original 279.380 acre tract conveyed to New York Central Lines, LLC by deed of record in Deed Book 207, Page 45;

Thence South 86°39'19" West, a distance of 499.58 feet, along the line common to said 97.45 acre tract and said original 168.9928 acre tract, to a point;

Thence North 03°20'36" West, a distance of 291.11 feet, over and across said original 168.9928 acre tract, to the **TRUE POINT OF BEGINNING**;

Thence the following eight (8) courses and distances over and across said original 168.9928 acre tract:

1. South 44°35'38" West, a distance of 108.92 feet, to a point;
2. North 20°14'37" West, a distance of 67.45 feet, to a point;
3. North 44°36'59" East, a distance of 47.19 feet, to a point;
4. North 81°01'52" West, a distance of 37.87 feet, to a point;
5. North 47°03'27" West, a distance of 273.01 feet, to a point;
6. North 61°06'34" East, a distance of 97.96 feet, to a point;
7. South 43°55'03" East, a distance of 249.68 feet, to a point;
8. South 29°45'19" East, a distance of 90.64 feet, to the **TRUE POINT OF BEGINNING**, containing 0.707 acres more or less, being subject to all easements, restrictions and rights-of-way of record.

The bearings shown above are based on National Geodetic Survey Monuments AE3379, AE3389, and AE 3393, upon NAD 83, Ohio State Plane North Zone.

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in April, 2007.



Civil & Environmental Consultants, Inc.
Jerry A. Malott 4-17-07
 Jerry A. Malott Date
 Registered Surveyor No. S-5963

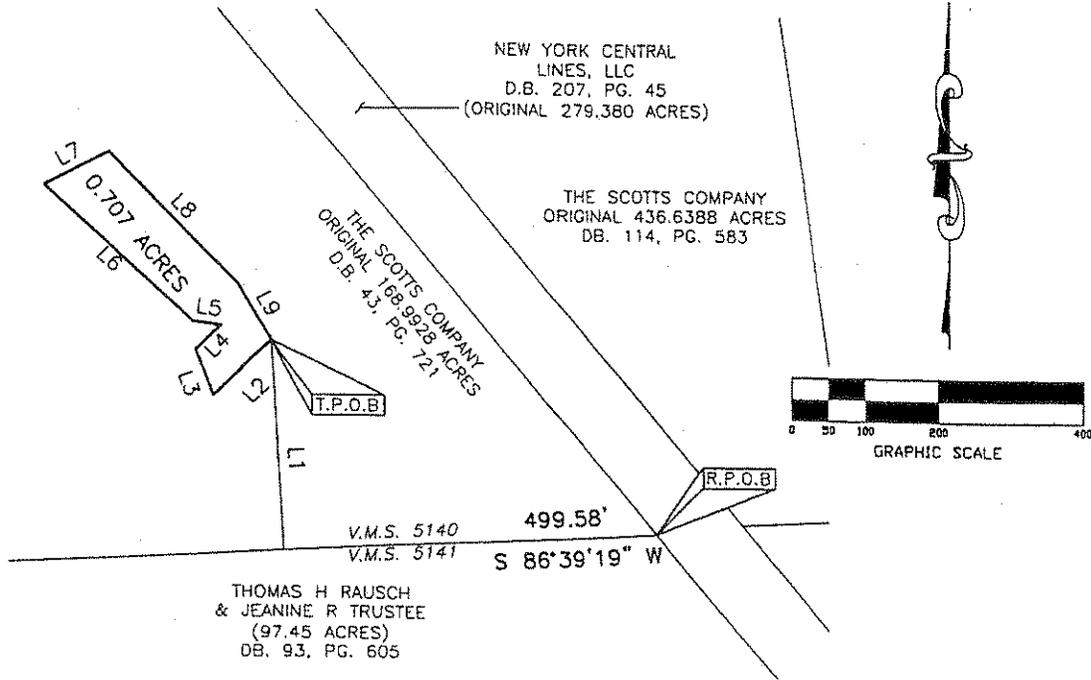


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Deed Restriction Survey for 0.707 acres



LINE	BEARING	DISTANCE
L1	N 03°20'36" W	291.11'
L2	S 44°35'38" W	108.92'
L3	N 20°14'37" W	67.45'
L4	N 44°36'59" E	47.19'
L5	N 81°01'52" W	37.87'
L6	N 47°03'27" W	273.01'
L7	N 81°06'34" E	97.96'
L8	S 43°55'03" E	249.68'
L9	S 29°45'19" E	90.64'

Surveyor's Certificate

This exhibit was based on an actual field survey by Civil & Environmental Consultants, Inc. in April, 2007.

Situate

Situated in Virginia Military Survey Lot 5140, Paris Township, Union County, Ohio.

Basis of Bearings

Basis of Bearings is based on National Geodetic Survey Monuments AE3379, AE3389 and AE3393, upon NAD 83, Ohio State Plane North Zone

FLOOD NOTE

By graphic plotting only, this property is in Zone "X" of the Flood Insurance Rate Maps, Community Panel No. 390808 0150 B, which Bears an Effective Date of September 27, 1991 and is in a special flood hazard area. No field surveying was performed to determine this zone and an elevation certificate may be needed to verify this determination or apply for a variance.



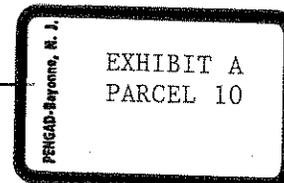
Jerry A. Malott 4-17-07
Jerry A. Malott P.S. 5963

REVISION RECORD

DATE	DESCRIPTION	DRAWN BY: JB	JOB NUMBER 052193
		FIELD WORK BY: TS/CH	
		DATE: 4/10/07	
		SCALE: 1" = 200'	



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DESCRIPTION OF A 4.014 ACRE TRACT
LOCATED SOUTH OF SCOTTS LAWN ROAD
WEST OF INDUSTRIAL PARKWAY
UNION COUNTY, OHIO

Situated in the State of Ohio, Union County, Paris Township, lying in Virginia Military Survey 5140 and being 4.014 acres out of an original 436.6388 acre tract conveyed to The Scotts Company by deed of record in Deed Book 114, Page 583, all records herein are from the Recorder's Office, Union County, Ohio, said 4.014 acre tract being more particularly described as follows:

BEGINNING FOR REFERENCE, at a found 3/4" iron pin at the northwest corner of an original 94.490 acre tract conveyed to Goodyear Tire & Rubber Company, by deed of record in Deed Book 224, Page 319;

Thence North 41°31'55" East, a distance of 28.11 feet, following along the common line of said original 94.490 acre tract and said original 436.6388 acre tract, to a point;

Thence North 48°28'05" West, a distance of 26.75 feet, crossing said original 436.6388 acre tract, to the **TRUE POINT OF BEGINNING**;

Thence the following five (5) courses and distances across said original 436.6388 acre tract:

1. South 33°26'48" West, a distance of 335.09 feet, to a point;
2. South 55°57'55" West, a distance of 139.57 feet, to a point;
3. South 02°46'59" East, a distance of 330.36 feet, to a point;
4. South 42°15'22" West, a distance of 421.47 feet, to a point;
5. South 17°32'51" East, a distance of 396.98 feet, to a point on the east line of an original 279.380 acre tract conveyed to New York Central Lines, LLC by deed of record in Deed Book 207, Page 45;

Thence North 39°10'00" West, a distance of 203.56 feet, following along the east line common to said original 279.380 acre tract and said original 436.6388 acre tract, to a point;

Thence the following ten (10) courses and distances across said original 436.6388 acre tract:

1. North 17°32'51" West, a distance of 250.16 feet, to a point;
2. North 41°26'34" East, a distance of 429.78 feet, to a point;
3. North 05°16'49" West, a distance of 356.54 feet, to a point;
4. North 62°21'59" East, a distance of 174.76 feet, to a point;
5. North 34°36'15" East, a distance of 316.85 feet, to a point;
6. North 42°31'18" East, a distance of 198.14 feet, to a point;
7. North 21°55'08" West, a distance of 109.77 feet, to a point;

8. North 20°50'42" East, a distance of 199.24 feet, to a point;
9. North 27°50'53" West, a distance of 151.45 feet, to a point;
10. North 36°26'34" East, a distance of 63.31 feet, to a point on the westerly right-of-way of Industrial Parkway (80' R/W);

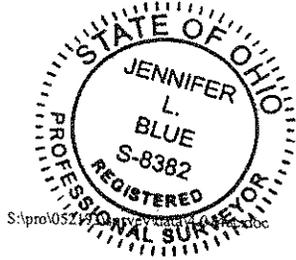
Thence South 48°35'00" East, a distance of 66.61 feet, along the westerly right-of-way of said Industrial Parkway, to a point;

Thence with the following five (5) courses and distances, over and across said original 436.6388 acre tract:

1. South 40°01'46" West, a distance of 277.47 feet, to a point;
2. South 22°52'35" East, a distance of 161.49 feet, to a point;
3. South 25°08'40" West, a distance of 166.58 feet, to a point;
4. South 19°57'19" East, a distance of 125.22 feet, to a point;
5. South 37°22'02" West, a distance of 240.97 feet, to the **TRUE POINT OF BEGINNING**, containing 4.014 acres more or less. Being subject to all easements, restrictions and rights-of-way of record.

The bearings shown above are based on National Geodetic Survey Monuments AE3379, AE3389, and AE 3393, upon NAD 83, Ohio State Plane North Zone.

This description was based on an actual field survey by Civil & Environmental Consultants, Inc. in October, 2006.



Civil & Environmental Consultants, Inc.

JL Blue 12-4-07
 Jennifer L. Blue Date
 Registered Surveyor No. S-8382

FLOOD NOTE
 By graphic plotting only, this property is in Zone "X" of the Flood Insurance Rate Maps, Community Panel No. 390808 0150 B, which Bears an Effective Date of September 27, 2007 and is in a special flood hazard area. No further action is required for this zone and an elevation certificate may be needed to verify this determination or apply for a variance.

VICINITY MAP
 NOT TO SCALE

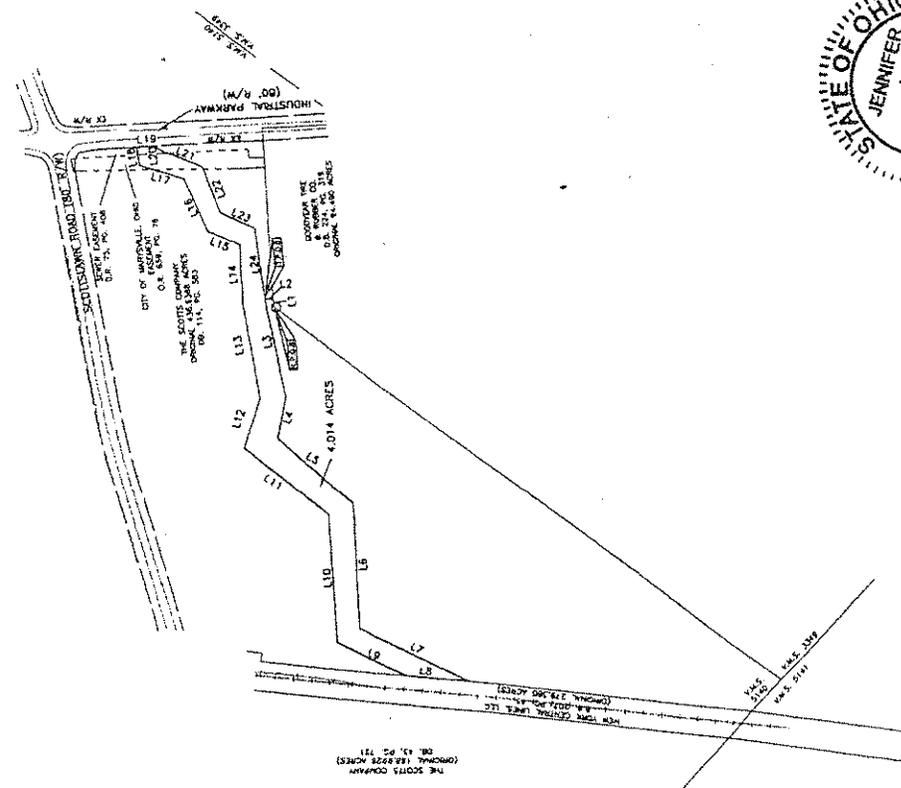
Surveyor's Certificate
 This exhibit was based on an actual field survey conducted by Civil & Environmental Consultants, Inc. in October, 2008.

Books of Bearings
 Books of Bearings is based on National Geodetic Survey Monuments A33379, A33389 and A33393, upon NAD 83, Ohio State Plane North Zone.

Legend of Symbols & Abbreviations
 O Found 3/4" iron pin

Line Table

LINE	BEARING	DISTANCE
L1	N 41.1152° E	78.11
L2	N 42.2405° W	28.75
L3	S 33.7648° W	33.69
L4	S 55.5755° W	139.57
L5	S 02.4859° E	350.35
L6	S 47.1522° W	421.47
L7	S 17.3833° E	266.98
L8	N 39.1197° W	202.78
L9	N 41.7834° E	429.78
L10	N 05.1849° W	358.84
L11	N 82.7159° E	174.76
L12	N 32.5815° E	316.85
L13	N 42.3118° E	188.14
L14	N 21.5539° W	109.77
L15	N 29.2844° W	124.48
L16	N 16.2611° E	53.31
L17	S 42.5520° E	68.61
L18	S 47.0146° W	9.76
L19	S 22.5433° E	161.49
L20	S 25.0940° W	186.88
L21	S 19.5719° E	135.22
L22	S 37.2702° W	240.87



JLB
 Jennifer L. Blue P.S. 8382
 Date 12-4-07

Civil & Environmental Consultants, Inc.
 8140 Virginia Military Survey Blvd.
 Columbus, OH 43240
 (614) 940-4433 (toll-free) 1-800-424-4433
 FAX: (614) 940-4434
 www.civilandenvironmental.com

75' BUFFER ZONE
 LIVING IN
 VIRGINIA MILITARY SURVEY 8140,
 PARIS TOWNSHIP
 UNION COUNTY, STATE OF OHIO

DRAWN BY: DH
 FIELD WORK BY: N/A
 DATE: 12/3/07
 SCALE: 1"=400' SHEET 1 OF 1

JOB NUMBER
 052193

REVISION RECORD

EXHIBIT B

Encumbrances

1. Deed of Easement from The Scotts Company to The Board of County Commissioners of Union County, Ohio, dated October 7, 1996, filed January 22, 1997 and recorded in Official Record Volume 67, page 233, Recorder's Office, Union County, Ohio.
2. Deed of Easement from The Scotts Company to The Board of County Commissioners of Union County, Ohio, dated April 7, 1997, filed April 16, 1997 and recorded in Official Record Volume 75, page 408, Recorder's Office, Union County, Ohio.
3. Declaration of Restrictions made by The Scotts Company, Scotts Products Co., and Scotts Professional Products Co., dated March 18, 1998, filed March 20, 1998 and recorded in Official Record Volume 115, page 69, Recorder's Office, Union County, Ohio.
4. Easement from O.M. Scott & Sons Company to The Dayton Power and Light Company, dated February 8, 1968, filed February 27, 1968 and recorded in Deed Book 231, page 433, Recorder's Office, Union County, Ohio.
5. Easement from O.M. Scott & Sons Company to The Dayton Power and Light Company, dated February 8, 1978, filed September 21, 1978 and recorded in Deed Book 277, page 166, Recorder's Office, Union County, Ohio.
6. Easement from O.M. Scott & Sons Company to The Dayton Power & Light Company, dated August 8, 1978, filed September 13, 1978 and recorded in Deed Book 277, page 121, Recorder's Office, Union County, Ohio.
7. Easement from O.M. Scott & Sons Company to United Telephone Co. of Ohio, dated March 27, 1970, filed April 16, 1970 and recorded in Deed Book 241, page 319, Recorder's Office, Union County, Ohio.
8. Easement from O.M. Scott and Sons Company to Columbia Gas of Ohio, Inc., dated December 16, 1966, filed February 2, 1967 and recorded in Deed Book 226, page 461, Recorder's Office, Union County, Ohio.
9. Easement from Chas. Nicol and Lewis Nicol to The Ohio Bell Telephone Company, dated April 4, 1928, filed April 18, 1928 and recorded in Deed Book 139, page 274, Recorder's Office, Union County, Ohio.
10. Easement from Martin Vollrath to The Ohio Bell Telephone Company, dated April 4, 1928, filed April 28, 1928 and recorded in Deed Book 139, page 275, Recorder's Office, Union County, Ohio.

11. Easement from William C. Ell and Anna E. Ell to The Dayton Power and Light Company, dated January 9, 1956, filed January 26, 1956 and recorded in Deed Book 194, page 37, Recorder's Office, Union County, Ohio.
12. Easement from William C. Ell and Anna E. Ell to The Dayton Power and Light Company, dated October 25, 1950, filed November 29, 1950 and recorded in Deed Book 183, page 181, Recorder's Office, Union County, Ohio.
13. Rights of the public to use that portion of the premises lying within the boundaries of The Toledo and Ohio Central Railroad, State Route 33 and Industrial Parkway (formerly Weaver Road, Weaver County Road and Weaver Gravel Road).
14. Easement from Carlyle Edwards and Madge Edwards to The Dayton Power and Light Company, dated January 26, 1956, filed April 13, 1956 and recorded in Deed Book 194, page 285, Recorder's Office, Union County, Ohio.
15. Easement from Scotts Chemical Plant Inc. to The Dayton Power and Light Company, dated May 17, 1965, filed June 11, 1965 and recorded in Deed Book 219, page 29, Recorder's Office, Union County, Ohio.
16. Easement from Scott's Chemical Plant, Inc. to Columbia Gas of Ohio, Inc., dated August 10, 1965, filed October 6, 1965 and recorded in Deed Book 220, page 336, Recorder's Office, Union County, Ohio.
17. Rights of public to use that portion of the premises lying within the boundary of Scottslawn Road.
18. Easement from O.M. Scott & Sons Company, et al. to The Dayton Power and Light Company, dated September 24, 1991, filed October 3, 1991 and recorded in Deed Book 324, page 502, Recorder's Office, Union County, Ohio.
19. Easement from O.M. Scott & Sons Company, et al; to United Telephone Company of Ohio, dated October 10, 1991, filed October 15, 1991 and recorded in Deed Book 324, page 644, Recorder's Office, Union County, Ohio.
20. Easement from O.M. Scott & Sons Co., et al. to United Telephone Company of Ohio, dated November 5, 1992, filed November 24, 1992 and recorded in Deed Book 331, page 444, Recorder's Office, Union County, Ohio.
21. Easement from O.M. Scott & Sons Co., et al. to United Telephone Company of Ohio, dated November 5, 1992, filed November 24, 1992 and recorded in Deed Volume 331, page 447, Recorder's Office, Union County, Ohio.
22. Easement from The Scotts Company to United Telephone Company of Ohio, dated August 9, 1999, filed August 17, 1999 and recorded in Official Record Volume 192, page 455, Recorder's Office, Union County, Ohio.