SCOTTS MANUFACTURING CO
Form 424B3
February 27, 2012
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-178473, 333-178473-01 through 333-178473-16

PROSPECTUS

$200,000,000

The Scotts Miracle-Gro Company

Offer to Exchange all outstanding $200,000,000 6.625% Senior Notes due 2020 (the outstanding notes) for an equal amount of 6.625% Senior Notes due 2020, which have been registered under the Securities Act of 1933, as amended (the exchange notes).

The Exchange Offer

- We will exchange all outstanding notes that are validly tendered and not validly withdrawn for $200,000,000 principal amount of exchange notes that are freely tradable.
- You may withdraw tenders of outstanding notes at any time prior to the expiration date of the exchange offer.
- The exchange offer expires at 5:00 p.m., New York City time, on March 26, 2012, unless extended. We do not currently intend to extend the expiration date.
- The exchange of outstanding notes for exchange notes in the exchange offer will not constitute a taxable event for United States federal income tax purposes.
- We will not receive any proceeds from the exchange offer.
- Broker-dealers who receive exchange notes pursuant to the exchange offer acknowledge that they will deliver a prospectus in connection with any resale of such exchange notes.
- Broker-dealers who acquired the original notes as a result of market-making or other trading activities may use the prospectus for the exchange offer, as supplemented or amended, in connection with resales of the exchange notes.

The Exchange Notes

The exchange notes are being offered in order to satisfy certain of our obligations under the registration rights agreement entered into in connection with the placement of the outstanding notes.

The terms of the exchange notes to be issued in the exchange offer are substantially identical to the outstanding notes, except that the exchange notes will be freely tradable.

Each of our domestic subsidiaries that guarantee our 7.25% Senior Notes due 2018 (the 2018 notes) and our credit facility have guaranteed the outstanding notes and such subsidiaries will guarantee the exchange notes.

Resales of Exchange Notes

The exchange notes may be sold in the over-the-counter market, in negotiated transactions or through a combination of such methods. We do not plan to list the exchange notes on a national market.

All untendered outstanding notes will continue to be subject to the restrictions on transfer set forth in the outstanding notes and in the indenture. In general, the outstanding notes may not be offered or sold, unless registered under the Securities Act of 1933, as amended, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act of 1933, as amended, and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the outstanding notes under the Securities Act of 1933, as amended.

You should consider carefully the Risk Factors beginning on page 16 of this prospectus before participating in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the exchange notes to be distributed in the exchange offer or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 27, 2012.

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In making your investment decision, you should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with other information. If you receive any other information, you should not rely on it. We are not making an offer of these notes in any state where the offer is not permitted. You should assume that the information appearing in this prospectus is accurate as of the date on the front cover of this prospectus only. Our business, financial condition, results of operations and prospects may have changed since that date. The delivery of this prospectus shall under no circumstances imply that the information herein is correct as of any date subsequent to the date on the cover of this prospectus.

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PRESENTATION OF INFORMATION

In this prospectus, unless the context otherwise requires or as otherwise indicated, references to Scotts, the Company, we, our and us and sin terms mean The Scotts Miracle-Gro Company, a company incorporated in Ohio, and its consolidated subsidiaries.

The *AccuGreen®, ASEF®, Bug-B-Gon Max®, Carre Vert®, Celaflor®, Country Pride®, Earthgro®, EZ Seed®, Fertiligène®, GrubEx®, Home Defense Max®, Handy Green®, Hyponex®, KB®, Lawn Pro®, Levington®, LiquaFeed®, Miracle-Gro®, Miracle-Gro Patch Magic®, Morning Melodies®, Morning Song®, Naturen®, Nature Scapes®, Nexa Lotte®, Organic Choice®, Ortho®, Pathclear®, PatchMaster®, Scotts®, Scotts EcoSense®, Shake N Feed®, Scotts LawnService®, Scotts Songbird Selections®, EverGreen®, Substral®, SuperSoil®, Turf Builder®, Turf Builder EdgeGuard®, Water Smart®, Weed-B-Gon®, Weedol® and Whitney Farms®* trademarks and related logos referenced in this prospectus are registered trademarks or trademarks of The Scotts Miracle-Gro Company or its subsidiaries in the United States and/or certain other countries. *Roundup* is a registered trademark of Monsanto Technology LLC, an affiliate of Monsanto Company. *Osmocote* is a registered trademark of Everris International B.V., a subsidiary of Israel Chemicals Ltd.

INDUSTRY DATA

In this prospectus, we rely on and refer to information regarding industry data obtained from internal surveys, market research, publicly available information and industry publications. Although we believe the information is reliable, we cannot guarantee the accuracy or completeness of the information and have not independently verified it.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. These SEC filings are available to the public at the SEC s Internet website at http://www.sec.gov. You may also read and copy any of these SEC filings at the SEC s Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our SEC filings are also available on our website at http://www.scotts.com. The information on our website is not a part of this prospectus.

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference the information that we file with the SEC. This means that we can disclose important information to you by referring you to those documents. The information we incorporate by reference is considered part of this offering memorandum, except that if information in this offering memorandum updates information in a document incorporated by reference that has already been filed with the SEC, the information in this offering memorandum will supersede such information in such document incorporated by reference. Information that we file later with the SEC will automatically update and supersede information included or previously incorporated by reference into this offering memorandum from the date we file the document containing such information.

Except to the extent furnished and not filed with the SEC pursuant to Item 2.02 or Item 7.01 of Form 8-K or as otherwise permitted by the SEC rules (unless otherwise noted below), we incorporate by reference the following documents that we have filed with the SEC and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), from the date of this offering memorandum until the completion of the offering of the notes or this offering is terminated:

- Annual Report on Form 10-K for the fiscal year ended September 30, 2011 (the 2011 10-K);

- Information specifically incorporated by reference into our 2011 10-K from our proxy statement on Schedule 14A filed on December 9, 2011;

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Current Report on Form 8-K filed January 24, 2012; and

Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2011.

We will provide without charge, upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this offering memorandum (other than exhibits, unless they are specifically incorporated by reference in the documents). Requests should be directed to: The Scotts Miracle-Gro Company, 14111 Scottslawn Road, Marysville, Ohio 43041, Attention: Treasurer, telephone number (937) 644-0011.

FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to our financial condition, results of operations, cash flows, plans, objectives, strategies, targets, prospects and business. Forward-looking statements reflect our current expectations, estimates or projections concerning future results or events. These statements are generally identified by the use of forward-looking words or phrases such as believe, strategy, expect, anticipate, may, could, intend, intent, belief, estimate, plan, foresee, likely, will, should or other similar words or phrases. Forward-lo not guarantees of performance and are inherently subject to known and unknown risks, uncertainties and assumptions that are difficult to predict and could cause our actual results and future events to differ materially from those expressed in or implied by the forward-looking statements. We cannot assure you that any of our expectations, estimates or projections will be achieved and you should not place undue reliance on forward-looking statements.

The forward-looking statements included or incorporated by reference in this prospectus are only made as of the date of this prospectus or the respective document incorporated by reference herein, as applicable. Except as required by law, we undertake no obligation to publicly update any forward-looking statement to reflect subsequent events or circumstances.

Numerous factors could cause our actual results and events to differ materially from those expressed or implied by forward-looking statements, including, without limitation:

- the ongoing governmental investigations regarding our compliance with the Federal Insecticide, Fungicide, and Rodenticide Act of 1947, as amended (FIFRA);
- compliance with environmental and other public health regulations;
- damage to our reputation;
- the success of our marketing activities;
- disruptions in availability or increases in the prices of raw materials;
- risks related to our hedging arrangements;
- risks related to economic conditions;
- the highly competitive nature of our markets;

inability to develop new products or improve existing products;

the concentration of our sales to a small number of retail customers;

reliance on third-party manufacturers and a limited base of suppliers;

significant interruption in the operation of our or our suppliers facilities;

adverse weather conditions;

the amount of our debt;

our post-retirement related costs and funding requirements;

our international operations;

- failure of our key information technology systems;

- our inability to adequately protect our intellectual property and other proprietary rights;

- termination of the Marketing Agreement with Monsanto Company for consumer Roundup products (the Marketing Agreement);

- Hagedorn Partnership, L.P. beneficially owns approximately 30% of our outstanding common shares on a fully diluted basis;

- pursuit of acquisitions, dispositions, investments, dividends, share repurchases or other corporate transactions; and

- any other risk factors set forth below under the heading Risk Factors or in our reports filed with the SEC under the Exchange Act.

The list of factors above is illustrative, but by no means exhaustive. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. All subsequent written and oral forward-looking statements concerning the matters addressed in this prospectus and attributable to us or any person acting on our behalf are qualified by these cautionary statements.

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SUMMARY

This summary contains a general overview of the information contained or incorporated by reference in this prospectus. This summary may not contain all of the information that is important to you, and it is qualified in its entirety by the more detailed information and historical consolidated financial statements, including the notes to those financial statements, that are part of our Annual Report on Form 10-K for the year ended September 30, 2011 (our 2011 10-K) and our Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2011 (our 2012 Q1 10-Q), which are incorporated by reference in this prospectus. You should carefully consider the information contained in or incorporated by reference in this prospectus, including the information set forth under the captions Risk Factors and Forward-Looking Statements in this prospectus, Item 1A. Risk Factors in our 2011 10-K and Part II. Item 1A. Risk Factors in our 2012 Q1 10-Q.

Our Company

We are a leading manufacturer and marketer of branded consumer lawn and garden products. We own or market the leading brands in nearly every category of the non-durable consumer lawn and garden industry in the United States and have a significant presence in Europe and Canada, where we own several important brands. We also have the second largest market share position in the fragmented U.S. lawn care service industry and are expanding our presence in this segment through our Scotts LawnService business. We believe that our market leadership position is driven by our leading brands, innovative products, consumer-focused marketing, superior product performance, supply chain competence, highly knowledgeable field sales and merchandising organization and extensive relationships with major U.S. retailers. During fiscal 2011, we generated net sales of $2,835.7 million and Adjusted EBITDA of $393 million. We provide a reconciliation of Adjusted EBITDA to net income in Summary Consolidated Historical Financial Data. Our common shares are traded on the New York Stock Exchange under the symbol SMG and as of February 9, 2012, we had an equity market capitalization of approximately $3.1 billion.

The Scotts Miracle-Gro Company traces its heritage back to a company founded by O.M. Scott in Marysville, Ohio in 1868. In the mid 1900s, we became widely known for the development of quality lawn fertilizers and grass seeds that led to the creation of a new industry consumer lawn care. In the 1990s, we significantly expanded our product offering with three powerful leading brands in the U.S. home lawn and garden industry. First, in fiscal 1995, through a merger with Stern s Miracle-Gro Products, Inc., we acquired the Miracle-Gro brand, the industry leader in water-soluble garden plant foods. Second, in fiscal 1999, we acquired the Ortho brand in the United States and obtained exclusive rights to market the consumer Roundup brand within the United States and other specified countries, thereby adding industry-leading weed, pest and disease control products to our portfolio. Today, we believe the Scotts, Turf Builder, Miracle-Gro, Ortho and Roundup brands make us the most widely recognized company in the consumer lawn and garden industry in the United States.

Our company is organized around two reportable segments:

*Global Consumer (*89.3% *of net sales for fiscal 2011).* In our Global Consumer segment, we manufacture and market products that provide easy, reliable and effective solutions to homeowners who seek healthy, weed-free and pest-free lawns, gardens and indoor plants. Products are marketed to mass merchandisers, home centers, large hardware chains, warehouse clubs, distributors, garden centers and grocers. The Global Consumer segment sells products in the United States, Canada, Europe and Australia in the following categories:

Lawn Care: The lawn care category is designed to help consumers obtain and enjoy the lawn they want. In the United States, products within this category include fertilizer products under the Scotts and Turf Builder brand names, grass seed products under the Scotts, Turf Builder, EZ Seed, Water Smart and PatchMaster brand names and lawn-related weed, pest and disease control products primarily under the Ortho, Scotts and Lawn Pro brand names, including sub-brands such as Weed B Gon and GrubEx. A similar range of products is marketed in Europe under a variety of brands such as

EverGreen, Fertiligène, Substral, Miracle-Gro Patch Magic, Weedol, Pathclear, KB and Celaflor. The lawn care category also includes spreaders and other durables under the Scotts brand name, including Turf Builder EdgeGuard spreaders, Snap spreaders, AccuGreen drop spreaders and Handy Green II handheld spreaders.

Gardening and Landscape: The gardening and landscape category is designed to help consumers grow and enjoy flower and vegetable gardens and beautify landscaped areas. In the United States, products within this category include a complete line of water soluble plant foods under the Miracle-Gro brand and sub-brands such as LiquaFeed, continuous-release plant foods under the Osmocote and Shake N Feed brand names, potting mixes and garden soils under the Miracle-Gro, Scotts, Hyponex, Earthgro and SuperSoil brand names, mulch and decorative groundcover products under the Scotts brand, including the Nature Scapes sub-brand, landscape weed prevention products under the Ortho brand, plant-related pest and disease control products under the Ortho brand, wild bird food and bird feeder products under the Scotts Songbird Selections, Morning Song and Country Pride brand names, and organic garden products under the Miracle-Gro Organic Choice, Scotts and Whitney Farms brand names. Internationally, similar products are marketed under the Miracle-Gro, Fertiligène, Substral, KB, Celaflor, ASEF, Scotts, Morning Melodies, Scotts EcoSense, Fertiligène Naturen, Substral Naturen, KB Naturen, Carre Vert and Miracle-Gro Organic Choice brand names.

Home Protection: The home protection category is designed to help consumers protect their homes from pests and maintain external home areas. In the United States, insect control and rodenticide products are marketed under the Ortho brand name, including insect control products under the Ortho Max and Bug B Gon Max sub-brands and rodenticide products under the Home Defense Max sub-brand, weed control products for hard surfaces (such as patios, sidewalks and driveways) are marketed under the Ortho brand name, while non-selective weed control products are marketed under the Roundup brand name. Internationally, products within this category are marketed under the Nexa Lotte, Fertiligène, KB, Home Defence, Weedol, Pathclear and Roundup brands.

Since 1999, we have served as Monsanto s exclusive agent for the marketing and distribution of consumer Roundup products in the consumer lawn and garden market within the United States and other specified countries, including Australia, Austria, Belgium, Canada, France, Germany, the Netherlands and the United Kingdom. Under the terms of the Amended and Restated Exclusive Agency and Marketing Agreement between the Company and Monsanto, we are jointly responsible with Monsanto for developing global consumer and trade marketing programs for consumer Roundup. We have responsibility for manufacturing conversion, distribution and logistics, and selling and marketing support for consumer Roundup. Monsanto continues to own the consumer Roundup business and provides significant oversight of the brand. In addition, Monsanto continues to own and operate the agricultural Roundup business.

*Scotts LawnService (*8.3*% of net sales for fiscal 2011).* The Scotts LawnService segment provides residential and commercial lawn care, tree and shrub care and limited pest control services in the United States through periodic applications of fertilizer and control products. As of December 31, 2011, Scotts LawnService had 83 Company-operated locations as well as 90 locations operated by independent franchisees.

Discontinued Operations. During our second quarter of fiscal 2011 we completed the sale of a significant majority of the assets of our Global Professional business (excluding the non-European professional seed business, Global Pro) to Israel Chemicals Ltd. (ICL). As a result of the then-pending sale, effective in our first quarter of fiscal 2011 we classified Global Pro as discontinued operations.

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Competitive Strengths

We believe the following competitive strengths differentiate us from our competitors and contribute to our continued success:

Strong Portfolio of Brands. We consider our industry-leading brands to be our most important competitive advantage. We believe the Scotts, Turf Builder, Miracle-Gro, Ortho and Roundup brands make us the most widely recognized company in the consumer lawn and garden industry in the United States. The strength of the Scotts brand has been a critical aspect of the success of Scotts LawnService. We also own many of the leading brands in the Canadian and European marketplaces, including *Celaflor*, *Evergreen*, *Fertiligène*, *Home Defence*, *KB*, *Levington*, *Miracle-Gro*, *Nexa Lotte*, *Organice Choice*, *Scotts EcoSense*, *Scotts Morning Melodies*, *Substral* and *Weedol*.

We have helped to build awareness of our brands through consistently investing in advertising and marketing. We are the major media advertiser in the U.S. consumer lawn and garden industry. During fiscal 2011, we spent $141 million advertising our portfolio of brands globally utilizing various media outlets. Due to regional differences in the start and duration of the lawn and garden season, we believe tailoring the timing and delivery of our marketing efforts should help us capture increased market share across all regions. In addition, we continue to utilize weather-triggered media vehicles, such as radio, television and digital, to maintain flexibility and improve effectiveness of our advertising expenditures.

Market Leadership in a Stable and Growing Industry. We believe we have the leading market share in nearly every major U.S. category in which we compete. We have been able to achieve this market leading position through a combination of internal growth driven by product line extensions and innovative new product launches, award-winning marketing campaigns and acquisitions.

Because of the strength of our brands and our market share, we believe we are well positioned to benefit from the favorable trends in the consumer lawn and garden industry. The lawn and garden categories we participate in constitute a market in the United States of approximately $6 billion. Analysts expect the industry to grow at a low-single digit growth rate. The drivers of this growth include: (i) the aging of the U.S. population, as gardening is a top leisure activity; (ii) the above-average population growth in the southern regions of the United States with longer lawn and garden seasons; (iii) the current focus on health and wellness and the increased interest in vegetable gardening; and (iv) homeowners seeking to protect the value of their homes through attractive landscaping.

Focus on Product Innovation. We view our commitment to innovation as a competitive advantage and continually invest in research and development to improve our products and develop new products. Over the past three years, we have invested $148 million in research and development which has contributed to our worldwide portfolio of patents and exclusive licenses to proprietary technologies. Scotts EZ Seed, first introduced in the United States in 2009 and subsequently launched throughout Canada and Europe as Patch Magic, is an example of our ongoing innovation. This lawn repair product combines Scotts grass seed with granular fertilizer in a proprietary growing material having superior water absorbency qualities. By retaining moisture, the growing material allows for better seed germination and supports less frequent watering, resulting in a higher level of consumer success. Similarly, our proprietary Water Smart grass seed allows consumers to successfully grow turf with less frequent watering.

Strong Relationships with Key Retailers. We believe our retail partners continue to view the lawn and garden category, as well as Scotts, as an important component of their success. We believe that our leading brands and significant investment in advertising make our products traffic builders at retail locations and, together with our position as the leading nationwide supplier of a full line of consumer lawn and garden products, give us an advantage in selling to retailers, who value the efficiency of dealing with a limited number of suppliers. We are the largest vendor to the lawn and garden departments at Home Depot, Lowe s and Walmart, and we have sales teams dedicated to each of these retailers year-round to work with their associates to help maximize store shelf productivity, drive consumer traffic, improve merchandising and support new products. Our strategic plan continues to focus on further assisting our retail partners in order to improve their sales and the productivity of their lawn and garden departments. We believe this strategy makes us a critical component to their success and helps to ensure our continued growth.

We view our U.S. sales force as a major competitive advantage that helps us strengthen our relationship with our retail partners. By increasing the size of our sales force over several years, we have taken a more proactive role in helping our retail partners merchandise their lawn and garden departments and maximize the productivity of this space. In addition to working closely with retailers, our nearly 2,800 person full-time and seasonal U.S. in-store sales force also provides us with an opportunity to interact face-to-face with and educate consumers at-the-shelf. By helping consumers answer their lawn and garden questions, we believe we can drive higher sales of our products.

A World Class Supply Chain. We believe our supply chain is another major competitive advantage. Our manufacturing and distribution network is strategically located around North America and Europe to efficiently supply our key retail partners. We consider our order fill rate which measures the accuracy of shipments to be an important measure of customer service. In fiscal 2011, we achieved a global order fill rate of 98.8%. Fiscal 2011 marked year three of a multi-year plan to regionalize our supply chain through various distribution and manufacturing initiatives. We have also made substantial investments to lower the cost structure of our supply chain operations in Europe while simultaneously improving customer service levels.

Stable Financial Performance and Strong Cash Flow Generation. Despite difficult economic conditions, we have grown our net sales from $2,552 million in fiscal 2008 to $2,835.7 million in fiscal 2011, representing a compound annual growth rate of approximately 3.5%. During the same time period, Adjusted EBITDA has grown from $318.4 million to $393 million, a compound annual growth rate of approximately 7%. We believe that our operating model, which includes low capital expenditure requirements and efficient working capital management, generates strong cash flow. During the last three fiscal years, we had average operating cash flows of $227.5 million, which represents 8.1% of average net sales. As a result, we have reduced our total debt (net of cash and cash equivalents) position from $915.8 million at September 30, 2008 to $664.1 million at September 30, 2011.

Experienced and Incentivized Management Team. Our senior management team has significant experience in the lawn and garden industry with an average of 12 years in the industry. James Hagedorn has been with our Company for 24 years and has served as the Chief Executive Officer since May 2001. Our management team has demonstrated its ability to grow the business through effective brand building and financial discipline. Additionally, we believe our management team is committed and incentivized. As of December 31, 2011, our board of directors and executive officers collectively owned, individually or in partnership with members of their families, approximately 31% of our common shares.

Our Strategy

We are dedicated to delivering strong, long-term financial results and outstanding shareholder returns by providing products of superior quality and value to enhance consumers outdoor lawn and garden environments. We are focused on several key initiatives designed to further strengthen our consumer-facing businesses, bring us closer to the consumer and support our long-term growth objectives.

Continue to Drive Growth and Profitability from the Core Global Consumer Business. We seek to raise household penetration of our products, as well as the frequency with which existing consumers use our products, and enhance the profitability of our business. We believe this can be accomplished by (i) increasing our

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familiarity with our consumers and customers at a localized level, (ii) building our portfolio of simple, significant and sustainable products through innovation and (iii) leveraging our strong retailer relationships. Our initiatives around this strategy are as follows:

Streamlining our portfolio of businesses to focus on core branded consumer lawn and garden products. We continued to focus our business on our core branded consumer lawn and garden products by completing the sale of our Global Professional business during our second quarter of fiscal 2011. The sale of the Global Professional business followed the wind-down of our Smith & Hawken business during our first quarter of the fiscal year ended September 30, 2010. In addition, we are in the process of winding down the remaining portion of our professional seed business, leaving a portfolio exclusively comprised of consumer-facing businesses.

Continuing to regionalize both our sales and marketing models in order to get closer to the consumer and accelerate category growth and our manufacturing and distribution networks to further reduce costs. During fiscal 2011, we continued to invest in the regional sales, marketing, manufacturing and distribution initiatives that were launched during the fiscal year ended September 30, 2009:

Within the U.S., we operate regional sales and marketing offices in the North, the Southeast, the Southwest and the West. The regional offices are focused on better understanding and meeting the needs of consumers at the local level, thereby increasing both the overall participation rate in lawn and garden activities and our market share. Our headquarters in Marysville, Ohio continues to support the regional offices with programs and services designed to attract more consumers, enhance support to retailers, and drive innovation in our products, services, programs and operations in order to keep consumers engaged in lawn and garden activities and accelerate category growth.

Fiscal 2011 marked year three of a multi-year supply chain initiative to co-join distribution networks for our lawn fertilizer and growing media products at a number of our growing media facilities, which are then shipped directly to our retail customers. To date this initiative has helped eliminate the need for approximately 25% of our third-party warehouse space.

We continued to regionalize our manufacturing capabilities through the acquisition of an additional growing media business in Florida, which we anticipate will help further drive cost savings through a combination of reduced freight and inventory investments. We also completed our first full year of operations at our second U.S. liquids manufacturing facility, enabling us to better serve southern U.S. markets.

Focusing on innovation. We continue to focus on driving innovation, which we believe is necessary to achieve higher sales and profits. Throughout our history, innovation has been the foundation of our consumer business. We continually invest in research and development, in the laboratory and at the consumer level, to improve our products, manufacturing processes, packaging and delivery systems. Our long-standing commitment to innovation is evidenced by our worldwide portfolio of patents. In addition to the benefits of our own research and development, we actively seek ways to leverage the processes and systems as well as research and development activities of selected partners.

Restructuring our business to improve operational efficiencies and reposition our cost structure. This initiative is focused on ensuring that our internal organizational model and cost structure are designed to best help us achieve long-term growth:

During the second half of fiscal 2011, we undertook a restructuring effort designed to improve operational efficiencies and the speed with which key decisions are made. This effort centered on eliminating unnecessary management layers and ensuring that key decision makers have spans of control appropriate for their roles. We anticipate that the resulting reduction in force will ultimately produce $20 $25 million in annualized savings.

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Another piece of this initiative involves reducing the amount we spend on indirect purchasing and other non-revenue generating administrative matters. This multi-year effort involves better leveraging our scale to competitively bid out the products and services we buy and ultimately reduce the number of vendors we use across a variety of spending areas. We expect that, over time, this effort will generate cost savings similar to those realized from the organizational restructuring.

The final step in repositioning our cost structure involves re-investing the savings generated by the organizational restructuring and indirect purchasing efforts back into our business. Through this initiative, we intend to increase the amount we spend in those areas we believe will help drive the long-term growth of our consumer business, such as advertising and innovation.

Expand Scotts LawnService. The number of homeowners who want to maintain their lawns and gardens but do not want to do the work themselves represents a significant portion of the total lawn and garden market. We believe that our portfolio of well-known brands provides us with a unique ability to extend our business into lawn and garden services and that the strength of our brands provides us with a competitive advantage in acquiring new customers. We have spent the past several years developing our Scotts LawnService business model and the business has grown significantly, from revenues of $41.2 million in fiscal 2001 to revenues of $235.6 million in fiscal 2011. This growth has come from geographic expansion, acquisitions and organic growth fueled by our direct marketing programs. We acquired two small lawn care businesses during fiscal 2011 and we will continue to evaluate selective acquisitions as opportunities arise. We will also continue to invest in the Scotts LawnService business infrastructure in order to continually improve customer service throughout the organization and leverage economies of scale as we continue to grow.

Corporate Information

Scotts is an Ohio corporation. Our executive offices are located at 14111 Scottslawn Road, Marysville, Ohio 43041, and our telephone number is (937) 644-0011. Our website address is www.scotts.com. Our website is not part of this prospectus.

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The Exchange Offer

Background

On December 16, 2010, we issued $200 million aggregate principal amount of the outstanding notes in an unregistered offering. In connection with that offering, we and the guarantors entered into a registration rights agreement on December 16, 2010 (the Registration Rights Agreement) in which we agreed, among other things, to complete this exchange offer. Under the terms of the exchange offer, you are entitled to exchange the outstanding notes for the exchange notes evidencing the same indebtedness and with substantially similar terms. You should read the discussion under the heading Description of the Exchange Notes for further information regarding the exchange notes.

The Exchange Offer

We are offering to exchange, for each $1,000 aggregate principal amount of our outstanding notes validly tendered and accepted, $1,000 aggregate principal amount of our exchange notes in authorized denominations.

We will not pay any accrued and unpaid interest on the outstanding notes that we acquire in the exchange offer. Instead, interest on the exchange notes will accrue (a) from the later of (i) the last interest payment date on which interest was paid on the outstanding note surrendered in exchange for the exchange note or (ii) if the outstanding note is surrendered for exchange on a date in a period that includes the record date for an interest payment date to occur on or after the date of such exchange and as to which interest will be paid, the date of such interest payment date, or (b) if no interest has been paid, from and including December 16, 2010, the original issue date of the outstanding notes.

As of the date of this prospectus, $200 million aggregate principal amount of the outstanding notes are outstanding.

Denominations of Exchange Notes

Tendering holders of the outstanding notes must tender the outstanding notes in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof. The exchange notes will be issued in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on March 26, 2012, unless we extend or terminate the exchange offer in which case the Expiration Date will mean the latest date and time to which we extend the exchange offer.

Settlement Date

The settlement date of the exchange offer will be as soon as practicable after the Expiration Date of the exchange offer.

Withdrawal of Tenders

Tenders of the outstanding notes may be withdrawn at any time prior to the Expiration Date.

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Conditions to the Exchange Offer	Our obligation to consummate the exchange offer is subject to certain customary conditions, which we may assert or waive. See The Exchange Offer Conditions to the Exchange Offer.
Procedures for Tendering	To participate in the exchange offer, you must follow the automatic tender offer program (ATOP) procedures established by The Depository Trust Company (DTC) for tendering the outstanding notes held in book-entry form. The ATOP procedures require that the exchange agent receive, prior to the Expiration Date of the exchange offer, a computer-generated message known as an agent s message that is transmitted through ATOP and that DTC confirm that:
	DTC has received instructions to exchange your outstanding notes; and
	you agree to be bound by the terms of the letter of transmittal.
	For more details, please read The Exchange Offer Terms of the Exchange Offer and The Exchange Offer Procedures for Tendering. If you elect to have the outstanding notes exchanged pursuant to this exchange offer, you must properly tender your outstanding notes prior to the Expiration Date. All outstanding notes validly tendered and not properly withdrawn will be accepted for exchange. The outstanding notes may be exchanged only in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof.
Consequences of Failure to Exchange	If we complete the exchange offer and you do not participate in it, then:
	your outstanding notes will continue to be subject to the existing restrictions upon their transfer;
	we will have no further obligation to provide for the registration under the Securities Act of those outstanding notes except under certain limited circumstances; and
	the liquidity of the market for your outstanding notes could be adversely affected.
Certain Income Tax Consequences	The exchange pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. See Certain United States Federal Income Tax Consequences of the Exchange Offer in this prospectus.
Use of Proceeds	We will not receive any cash proceeds from the issuance of the exchange notes in this exchange offer.
Exchange Agent	U.S. Bank National Association is the exchange agent for the exchange offer.

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The Exchange Notes

The following summary contains basic information about the exchange notes and is not intended to be complete. For a more complete understanding of the outstanding notes and the exchange notes, please refer to the section entitled Description of the Exchange Notes in this prospectus.

Issuer	The Scotts Miracle-Gro Company.
Securities	$200,000,000 aggregate principal amount of 6.625% Senior Notes due 2020.
Maturity Date	The notes will mature on December 15, 2020.
Interest	The notes will bear interest at a rate of 6.625 % per annum. Interest on the notes will be payable semi-annually in cash in arrears on June 15 and December 15 of each year, commencing June 15, 2011.
Guarantees	On the closing of the exchange offer, the notes will be guaranteed on a senior unsecured basis by each of our domestic subsidiaries that guarantee the 2018 notes and our credit facility.
Ranking	The notes will be senior unsecured obligations of the Company and will rank senior in right of payment to any of the Company s future debt that is expressly subordinated in right of payment to the notes. The notes will rank equal in right of payment with all of the Company s existing and future unsecured senior debt, including the 2018 notes, and will be effectively subordinated to all of the Company s secured debt to the extent of the value of the collateral securing such debt and structurally subordinated to all of the liabilities of any of the Company s subsidiaries that do not guarantee the notes to the extent of the value of the assets held by such subsidiaries.
	The guarantees will be general unsecured obligations of the guarantors and will rank senior in right of payment to any of their future debt that is expressly subordinated in right of payment to the guarantees. The guarantees will rank equal in right of payment with all existing and future unsecured liabilities of such guarantors, including the 2018 notes, and will be effectively subordinated to all of such guarantors secured debt, including our credit facility, to the extent of the value of the collateral securing such debt and structurally subordinated to all of the liabilities of any of our subsidiaries that do not guarantee the notes to the extent of the value of the assets held by such subsidiaries.
	As of December 31, 2011, the Company and the guarantors had total secured debt of $621.7 million (excluding letters of credit of $26.3 million), and $1,052.0 million of additional secured debt was available to be borrowed under our credit facility. As of December 31, 2011, the notes and the guarantees were structurally subordinated to $78.7 million of indebtedness of the non-guarantor subsidiaries, all of which was incurred under our credit facility.

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Optional Redemption	At any time prior to December 15, 2013, the Company may redeem up to 35% of the notes with the net cash proceeds of certain equity offerings at the redemption price set forth under Description of the Exchange Notes Optional Redemption.
	At any time prior to December 15, 2015, the Company may redeem the notes, in whole or in part, at a make-whole redemption price, plus accrued and unpaid interest to the date of redemption as set forth under Description of the Exchange Notes Optional Redemption. On and after December 15, 2015, the Company may redeem the notes, in whole or in part, at the redemption prices set forth under Description of the Exchange Notes Optional Redemption plus accrued and unpaid interest.
Change of Control; Mandatory Offer to Purchase	If specific kinds of changes of control occur and the Company has not previously exercised its right to redeem all of the outstanding notes as described under Description of the Exchange Notes Optional Redemption, the Company must offer to purchase the notes at a price equal to 101% of the principal amount thereof plus any accrued and unpaid interest.
Certain Covenants	The indenture governing the notes, among other things, restricts our ability and the ability of our restricted subsidiaries to:
	incur additional indebtedness and issue certain preferred shares;
	make certain distributions, investments and other restricted payments;
	sell certain assets;
	agree to restrictions on the ability of restricted subsidiaries to make payments to us;
	create liens and enter into sale-leaseback transactions;
	merge, consolidate or sell substantially all of our assets; and
	enter into certain transactions with affiliates.
	These covenants are subject to important exceptions and qualifications described under the heading Description of the Exchange Notes.
Use of Proceeds	There will be no cash proceeds to us from the exchange offer.

Risk Factors	In evaluating an investment in the exchange notes, prospective investors should carefully consider, along with the other information in this prospectus, the specific factors set forth under Risk Factors for risks involved with an investment in the exchange notes.

Summary Consolidated Historical Financial Data

The summary consolidated historical financial data presented below as of and for the fiscal years ended September 30, 2011, 2010 and 2009 is derived from our audited financial statements. The financial data for the three months ended December 31, 2011 and January 1, 2011 are derived from our unaudited condensed consolidated financial statements incorporated by reference herein. Given the seasonal nature of the lawn and garden category, we historically report a loss in our fiscal first quarter; therefore, operating results for the three months ended December 31, 2011 are not necessarily indicative of the results that may be expected for the entire fiscal year ending September 30, 2012. You should read this information in conjunction with our consolidated financial statements and related notes thereto and other financial information, including Management s Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the fiscal year ended September 30, 2011, which are incorporated by reference herein.

	Fiscal Year Ended September 30(1),		
	2009	2010	2011
		(Dollars in millions)	
Statement of Operations Data			
Net Sales:			
Global Consumer	$ 2,485.3	$ 2,649.7	$ 2,533.2
Scotts LawnService	231.1	224.1	235.6
Segment total	2,716.4	2,873.8	2,768.8
Corporate & Other	31.1	25.0	67.7
Roundup amortization(2)	(0.8)	(0.8)	(0.8)
Product registration and recall matters-returns(3)	(0.3)		
Net sales	2,746.4	2,898.0	2,835.7
Cost of sales	1,757.0	1,819.1	1,811.2
Cost of sales impairment, restructuring and other charges(4)			18.3
Cost of sales product registration and recall matters(3)	11.7	3.0	3.2
Gross profit	977.7	1,075.9	1,003.0
Operating expenses:			
Selling, general and administrative(5)	699.2	695.3	688.5
Impairment, restructuring and other charges(4)		18.5	57.8
Product registration and recall matters(3)	16.8	5.7	11.4
Other (income) expense, net	1.2	(6.7)	(1.7)
Income from operations	260.5	363.1	247.0
Costs related to refinancing			1.2
Interest expense	52.4	43.2	51.0
Income from continuing operations before income taxes	208.1	319.9	194.8
Income tax expense from continuing operations	75.5	119.4	72.9
Income from continuing operations	132.6	200.5	121.9
Income from discontinued operations, net of tax	20.7	3.6	46.0
Net income	$ 153.3	$ 204.1	$ 167.9
Other Financial Data			
Net cash provided by (used in):			
Operating activities	$ 264.6	$ 295.9	$ 122.1
Investing activities	(83.3)	(58.9)	153.5
Financing activities	(194.0)	(216.3)	(230.7)
Depreciation and amortization	60.4	59.4	61.7

Capital expenditures(6)	75.4	83.4	72.7
Adjusted EBITDA(7)	350.5	440.1	393.0

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	Fiscal Year Ended September 30(1), 2009	2010	2011
	(Dollars in millions)		
Balance Sheet Data (at period end)			
Cash and cash equivalents	$ 70.6	$ 88.1	$ 130.9
Working capital(8)	382.7	381.3	523.9
Total assets	2,220.1	2,164.0	2,052.2
Total debt	810.1	631.7	795.0
Net debt(9)	739.5	543.6	664.1
Total shareholders equity	584.5	764.5	559.8

(1) On July 8, 2009, Scotts Miracle-Gro announced that its wholly-owned subsidiary, Smith & Hawken, Ltd., had adopted a plan to close the Smith & Hawken business. During our first quarter of fiscal 2010, all Smith & Hawken stores were closed and substantially all operational activities of Smith & Hawken were discontinued. As a result, effective in our first quarter of fiscal 2010, we classified Smith & Hawken as discontinued operations in accordance with accounting principles generally accepted in the United States of America (GAAP).

On February 28, 2011, we completed the sale of Global Pro to ICL. In conjunction with the transaction, Scotts LLC and ICL entered into several product supply agreements which are generally up to five years in duration, as well as various trademark and technology licensing agreements with varying durations. Our continuing cash inflows and outflows related to these agreements are not considered to be significant in relation to the overall cash flows of Global Pro. Furthermore, none of these agreements permit us to influence the operating or financial policies of Global Pro under the ownership of ICL. Therefore, Global Pro met the criteria for presentation as discontinued operations. As such, effective in the first quarter of fiscal 2011, we classified Global Pro as discontinued operations in accordance with GAAP.

The summary consolidated historical financial data has been retrospectively updated to recast Smith & Hawken and Global Pro as discontinued operations for each period presented.

(2) In 1999, we obtained exclusive rights to market the consumer Roundup brand in the United States and other specified countries. Pursuant to the Marketing Agreement between us and Monsanto Company, we were required to pay a marketing fee of $32 million to Monsanto. We have deferred this amount on the basis that the payment will provide a future benefit through commissions that will be earned under the Marketing Agreement. Based on our current assessment of the likely term of the Marketing Agreement, the useful life over which the marketing fee is being amortized is 20 years.

(3) As a result of product registration and recall matters, we have reversed sales associated with estimated returns of affected products, recorded charges for affected inventory and recorded other registration and recall-related costs. The effects of these adjustments were charges of $28.6 million, $8.7 million and $14.6 million for fiscal 2009, fiscal 2010 and fiscal 2011, respectively. Included within these pre-tax charges are non-cash charges pertaining to the write-down of inventory related to the destruction of goods associated with regulatory and registration matters, which were $2.9 million, $1.0 million and $1.2 million for fiscal 2009, fiscal 2010 and fiscal 2011, respectively.

(4) Impairment, restructuring and other charges in fiscal 2011 were $76.1 million, as further detailed in the Notes to Consolidated Financial Statements in our 2011 10-K incorporated by reference in this prospectus.

Impairment, restructuring and other charges in fiscal 2010 were $18.5 million, reflecting a non-cash charge related to discontinuing or de-emphasizing certain brands and sub-brands, which is consistent with our business strategy to increasingly concentrate our advertising and promotional spending on fewer, more significant brands to more efficiently drive growth.

(5) Includes non-cash share-based compensation expense of $14.1 million, $16.1 million and $15.9 million for fiscal 2009, fiscal 2010 and fiscal 2011, respectively.

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(6) Capital expenditures include investments in property, plant and equipment and investments in intellectual property.

(7) Adjusted EBITDA is defined as net income before interest, taxes, depreciation and amortization as well as certain other items such as the cumulative effect of changes in accounting, costs associated with debt refinancing and other non-recurring, non-cash items affecting net income. In addition, non-recurring cash items affecting net income that are incurred between April 3, 2011 and June 30, 2012 in an aggregate amount not to exceed $40 million are also excluded from the determination of Adjusted EBITDA. Our ability to generate cash flows sufficient to cover our debt service costs is essential to our ability to maintain our borrowing capacity under our credit facility. We believe Adjusted EBITDA provides additional information for determining our ability to meet debt service requirements. The presentation of Adjusted EBITDA herein is intended to be consistent with the calculation of that measure as required by our credit facility and used to calculate the Leverage Ratio (as defined in our credit facility) (maximum of 3.50 at September 30, 2011) and the Interest Coverage Ratio (as defined in our credit facility) (minimum of 3.50 for the year ended September 30, 2011 pursuant to the credit facility). Adjusted EBITDA is not necessarily the same as the definition of Consolidated Cash Flow in the indenture governing the notes. Adjusted EBITDA is not intended to represent cash flow from operations as defined by GAAP and should not be used as an alternative to income from operations as an indicator of operating performance or to cash flow as a measure of liquidity.

The following table represents a reconciliation of net income to Adjusted EBITDA:

	Fiscal Year Ended September 30(1),		
	2009	2010	2011
		(Dollars in millions)	
Income from continuing operations	$ 132.6	$ 200.5	$ 121.9
Income tax expense from continuing operations	75.5	119.4	72.9
Income (loss) from discontinued operations, net of tax (excluding Global Pro Sale	20.7	3.6	6.5
Income tax expense (benefits) from discontinued operations	(18.1)	7.2	2.6
Costs related to refinancings			1.2
Interest expense	52.4	43.2	51.0
Interest expense from discontinued operations	4.0	3.7	1.7
Depreciation	47.9	48.5	50.3
Amortization	12.5	10.9	11.4
Loss on impairment and other charges(a)	7.4	18.5	64.3
Product registration and recall matters, non-cash portion(b)	2.9	1.0	8.7
Mark-to-market adjustment on derivatives			0.5
Smith & Hawken closure process(c)	12.7	(16.4)	
Adjusted EBITDA	$ 350.5	$ 440.1	$ 393.0

(a) Loss on impairment and other charges in fiscal 2009 were $7.4 million, which represents non-cash charges recorded in cost of sales related to the write-down of inventory necessitated by the significant decline in the market pricing and demand for professional grass seed in North America.

Fiscal 2010 charges of $18.5 million represent impairment charges related to certain brands and sub-brands in the Global Consumer segment that have been discontinued or de-emphasized, consistent with our business strategy to increasingly concentrate our advertising and promotional spending on fewer, more significant brands to more efficiently drive growth.

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Fiscal 2011 charges of $64.3 million represent certain impairment, restructuring and other charges as further detailed in the Notes to Consolidated Financial Statements in our 2011 Annual Report on Form 10-K incorporated by reference in this prospectus.

(b) Represents the non-cash portion of charges related to product registration and recall matters. Total charges incurred in fiscal 2009, 2010 and 2011 related to product registration and recall matters were $28.6 million, $8.7 million and $14.6 million, respectively.

(c) The adjustment in 2009 represents the non-cash charges incurred in fiscal 2009 related to the closure process of Smith & Hawken. Total charges incurred in fiscal 2009 related to the closure process of Smith & Hawken were $14.7 million, comprised of the termination of retail site lease obligations, agency fees, severance and benefit commitments, charges related to inventories, and impairment of retail site improvements and fixtures. $2.0 million of non-recurring cash charges related to the closure process of Smith & Hawken have not been added back to net income to calculate Adjusted EBITDA.

Certain non-cash charges taken in fiscal 2009 resulted in eventual cash payments in fiscal 2010. Adjustments shown as a reduction of fiscal 2010 Adjusted EBITDA represent the cash impact of the then non-cash charges added back in fiscal 2009.

(8) Working capital is defined as current assets less current liabilities.

(9) Net debt is defined as total debt less cash and cash equivalents.

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	Three months ended December 31, 2011	Three months ended January 1, 2011
	(Dollars in millions) (Unaudited)	
Statement of Operations Data		
Net Sales:		
Global Consumer	$ 149.1	$ 188.8
Scotts LawnService	37.6	$ 37.1
Segment total	186.7	$ 225.9
Corporate & Other	24.5	4.3
Net sales	211.2	230.2
Cost of sales	186.4	180.3
Cost of sales product, registration and recall matters		0.8
Gross profit	$ 24.8	$ 49.1
Operating expenses:		
Selling, general and administrative	123.0	143.2
Impairment, restructuring and other charges	2.6	
Product registration and recall matters	0.3	0.9
Other income, net	(0.9)	(0.5)
Loss from operations	(100.2)	(94.5)
Interest expense	15.3	9.5
Loss from continuing operations before income taxes	(115.5)	(104.0)
Income tax benefit from continuing operations	(41.6)	(37.3)
Loss from continuing operations	(73.9)	(66.7)
Loss from discontinued operations, net of tax		(1.2)
Net loss	$ (73.9)	$ (67.9)
Other Financial Data		
Net cash provided by (used in):		
Operating activities	$ (201.1)	$ (169.7)
Investing activities	(16.4)	(28.1)
Financing activities	214.3	186.3
Depreciation and amortization	15.6	14.7
Capital expenditures	16.4	28.1
Adjusted EBITDA	(84.4)	(80.3)
Balance Sheet Data (at period end)		
Cash and cash equivalents	$ 127.8	$ 78.8
Working capital	663.1	528.8
Total assets	2,164.3	2,255.2
Total debt	1,034.2	855.9
Net debt	906.4	777.1
Total shareholders equity	464.2	678.6

The following table represents a reconciliation of net loss to Adjusted EBITDA

	Three months ended December 31, 2011	Three months ended January 1, 2011
	(Dollars in millions) (Unaudited)	
Loss from continuing operations	$ (73.9)	$ (66.7)
Income tax benefit from continuing operations	(41.6)	(37.3)
Loss from discontinued operations, net of tax		(1.2)
Income tax benefit from discontinued operations		(0.4)
Interest expense	15.3	9.5
Interest expense from discontinued operations		1.1
Depreciation	12.9	12.2
Amortization (including Roundup)	2.7	2.5
Mark-to-market adjustments on derivatives	0.2	
Adjusted EBITDA	$ (84.4)	$