

SCOTTS MANUFACTURING CO
Form 305B2
January 11, 2010

Registration No. 333-163330

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM T-1
STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE**

☐ CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

U.S. BANK NATIONAL ASSOCIATION
(Exact name of trustee as specified in its charter)
31-0841368
(I.R.S. Employer Identification No.)

800 Nicollet Mall, Minneapolis, Minnesota
(Address of principal executive offices)

55402
(Zip Code)

Scott Miller
U.S. Bank National Association
10 West Broad Street
Columbus, OH 43215
(614) 849-3402

(Name, address and telephone number of agent for service)

The Scotts-Miracle Gro Company*
(Exact name of obligor as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

31-1414921
(I.R.S. Employer Identification No.)

14111 Scottslawn Road, Marysville, Ohio
(Address of principal executive offices)

43041
(Zip Code)

Senior Debt Securities
Guarantees of Senior Debt Securities
(Title of the indenture securities)

* See Table of
Additional
Obligors on
following page

TABLE OF ADDITIONAL OBLIGORS

| Exact Name of Additional Obligor as Specified in its Charter(1) | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|--|---|--|
| EG Systems, Inc.(1) | Indiana | 35-1937875 |
| Gutwein & Co., Inc.(1) | Indiana | 35-0864689 |
| Hyponex Corporation(1) | Delaware | 31-1254519 |
| Miracle-Gro Lawn Products, Inc.(1) | New York | 11-3186421 |
| OMS Investments, Inc.(2) | Delaware | 51-0357374 |
| Rod McLellan Company(1) | California | 94-1439564 |
| Sanford Scientific, Inc.(1) | New York | 16-1279959 |
| Scotts Manufacturing Company(1) | Delaware | 42-1508875 |
| Scotts Products Co.(1) | Ohio | 31-1269080 |
| Scotts Professional Products Co.(1) | Ohio | 31-1269066 |
| Scotts-Sierra Crop Protection Company(1) | California | 77-0153275 |
| Scotts-Sierra Horticultural Products Company(1) | California | 94-1634227 |
| Scotts-Sierra Investments, Inc.(3) | Delaware | 51-0371209 |
| Scotts Temecula Operations, LLC(1) | Delaware | 33-0978312 |
| SMG Growing Media, Inc.(1) | Ohio | 20-3544126 |
| Smith & Hawken, Ltd.(1) | Delaware | 06-1359589 |
| Swiss Farms Products, Inc.(4) | Delaware | 88-0407223 |
| The Scotts Company LLC(1) | Ohio | 31-1414921 |

(1) The address, including zip code, of the principal executive offices for this additional

obligor is c/o
The Scotts
Miracle-Gro
Company,
14111
Scottslawn
Road,
Marysville,
Ohio 43041.

(2) The address,
including zip
code, of the
principal
executive
offices for this
additional
obligor is 10250
Constellation
Place,
Suite 2800, Los
Angeles,
California
90067.

(3) The address,
including zip
code, of the
principal
executive
offices for this
additional
obligor is 1105
North Market
Street
Wilmington,
Delaware
19899.

(4) The address,
including zip
code, of the
principal
executive
offices for this
additional
obligor is 3993
Howard Hughes
Parkway,
Suite 250, Las
Vegas, Nevada

89169.

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FORM T-1

Item 1. GENERAL INFORMATION. *Furnish the following information as to the trustee:*

a) *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of the Currency
Washington, D.C.

b) *Whether it is authorized to exercise corporate trust powers.*

Yes

Item 2. AFFILIATIONS WITH OBLIGOR. *If the obligor is an affiliate of the trustee, describe each such affiliation.*

None

Items 3-15. *Items 3-15 are not applicable because, to the best of the trustee's knowledge, the obligor is not in default under any indenture for which the trustee acts as trustee.*

Item 16. LIST OF EXHIBITS: *List below all exhibits filed as a part of this statement of eligibility and qualification.*

Exhibit

Number Description

- | | |
|---|---|
| 1 | A copy of the Articles of Association of the Trustee * |
| 2 | A copy of the certificate of authority of the Trustee to commence business * |
| 3 | A copy of the certificate of authority of the Trustee to exercise corporate trust powers * |
| 4 | A copy of the existing bylaws of the Trustee ** |
| 6 | The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939 |
| 7 | Report of Condition of the Trustee as of September 30, 2009 published pursuant to law or the requirements of its supervising or examining authority |

Filed herewith.

* Incorporated herein by reference to Exhibit 25.1 to Amendment No. 2 to the Registration Statement on Form S-4 of Revlon Consumer Products Corporation filed on November 15,

2005 (Registration
No. 333-128217).

** Incorporated
herein by
reference to
Exhibit 25.1 to
Amendment No. 3
to the Registration
Statement on
Form S-4 of
Magma Design
Automation, Inc.
filed on
August 24, 2009
(Registration
No. 333-159463).

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of St. Paul, State of Minnesota on the 29th day of December, 2009.

U.S. BANK NATIONAL ASSOCIATION

By: /s/ Scott Miller
Scott Miller
Vice President

By: /s/ Michael Dockman
Michael Dockman
Vice President

Exhibit 6

CONSENT

In accordance with Section 321(b) of the Trust Indenture Act of 1939, the undersigned, U.S. BANK NATIONAL ASSOCIATION, hereby consents that reports of examination of the undersigned by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Dated: December 29, 2009

U.S. BANK NATIONAL ASSOCIATION

By: /s/ Scott Miller
Scott Miller
Vice President

By: /s/ Michael Dockman
Michael Dockman
Vice President

Exhibit 7

U.S. BANK NATIONAL ASSOCIATION
STATEMENT OF FINANCIAL CONDITION
AS OF 9/30/2009
(\$000 s)

| | 9/30/2009 |
|--|-----------------------|
| Assets | |
| Cash and Balances Due From Depository Institutions | \$ 5,280,939 |
| Securities | 40,563,378 |
| Federal Funds | 3,740,525 |
| Loans & Lease Financing Receivables | 179,125,128 |
| Fixed Assets | 4,619,442 |
| Intangible Assets | 12,762,329 |
| Other Assets | 13,851,241 |
| Total Assets | \$ 259,942,982 |
| Liabilities | |
| Deposits | \$ 180,624,239 |
| Fed Funds | 10,951,345 |
| Treasury Demand Notes | 0 |
| Trading Liabilities | 469,006 |
| Other Borrowed Money | 28,305,774 |
| Acceptances | 0 |
| Subordinated Notes and Debentures | 7,779,967 |
| Other Liabilities | 6,311,437 |
| Total Liabilities | \$ 234,441,768 |
| Equity | |
| Minority Interest in Subsidiaries | \$ 1,640,987 |
| Common and Preferred Stock | 18,200 |
| Surplus | 12,642,020 |
| Undivided Profits | 11,200,007 |
| Total Equity Capital | \$ 25,501,214 |
| Total Liabilities and Equity Capital | \$ 259,942,982 |

To the best of the undersigned's determination, as of the date hereof, the above financial information is true and correct.

U.S. Bank National Association

By: /s/ Scott Miller
Vice President
December 29, 2009