



ScottsMiracle-Gro Completes Acquisition of Morning Song

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Transaction positions Company in \$700 million wild bird category

MARYSVILLE, Ohio, Nov. 21 /PRNewswire-FirstCall/ -- The Scotts Miracle-Gro Company (NYSE: SMG), the world's leading marketer of branded consumer lawn and garden products, has completed the previously announced acquisition of Gutwein & Co. Inc., whose Morning Song brand is a leader in the growing wild bird category.

With revenues of nearly \$85 million and the No. 2 market share position, Morning Song products are sold at leading mass retailers, including Wal-Mart and Sam's Club, as well as grocery, pet and general merchandise stores. Overall, it is estimated that more than 35 percent of consumers currently participate in the wild bird seed category, which has annual sales of about \$700 million at wholesale.

ScottsMiracle-Gro said it will focus on improving the quality of the product, as well as packaging and merchandising to drive consumers to higher- margin value-added products.

"The wild bird category is one of the few areas within lawn and garden in which a clear leader has not emerged," said Jim Hagedorn, chairman and chief executive officer of ScottsMiracle-Gro. "By working with our retail partners and leveraging our strengths in marketing, sales and supply chain, we believe ScottsMiracle-Gro can develop a leadership position to grow this category and enhance shareholder value."

The Company said it paid approximately \$77 million for Gutwein & Co. The transaction is expected to be accretive to earnings in fiscal 2006.

About ScottsMiracle-Gro

With more than \$2 billion in worldwide sales and more than 6,000 associates, The Scotts Miracle-Gro Company, through its wholly-owned subsidiary, The Scotts Company LLC, is the world's largest marketer of branded consumer products for lawn and garden care, with products for professional horticulture as well. The Company's brands are the most recognized in the industry. In the U.S., the Company's Scotts(R), Miracle-Gro(R) and Ortho(R) brands are market-leading in their categories, as is the consumer Roundup(R) brand, which is marketed in North America and most of Europe exclusively by Scotts and owned by Monsanto. The Company also owns Smith & Hawken, a leading brand of garden-inspired products that includes pottery, watering equipment, gardening tools, outdoor furniture and live goods. In Europe, Scotts' brands include Weedol(R), Pathclear(R), Evergreen(R), Levington(R), Miracle-Gro(R), KB(R), Fertiligene(R) and Substral(R). For additional information, visit us at www.scotts.com.

Statement under the Private Securities Litigation Act of 1995: Certain of the statements contained in this press release, including, but not limited to, information regarding the future economic performance and financial condition of the company, the plans and objectives of the company's management, and the company's assumptions regarding such performance and plans are forward-looking in nature. Actual results could differ materially from the forward-looking information in this release, due to a variety of factors, including, but not limited to:

- Adverse weather conditions could adversely affect our sales and financial results;
- Our historical seasonality could impair our ability to pay obligations as they come due and operating expenses;
- Our substantial indebtedness could adversely affect our financial health;
- Public perceptions regarding the safety of our products could adversely affect us;
- The loss of one or more of our top customers could adversely affect our financial results because of the concentration of our sales to a small number of retail customers;
- The expiration of certain patents could substantially increase our competition in the United States;
- Compliance with environmental and other public health regulations could increase our cost of doing business; and
- Our significant international operations make us more susceptible to fluctuations in currency exchange rates and to the costs of international regulation.

Additional detailed information concerning a number of the important factors that could cause actual results to differ materially from the forward- looking information contained in this release is readily available in the company's publicly filed quarterly, annual and other reports.

SOURCE Scotts Miracle-Gro Company

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CONTACT: Jim King, Senior Director, Investor Relations & Corporate Communications of The Scotts Miracle-Gro Company, +1-937-578-5622
Web site: <http://www.scotts.com>

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