

**MEMORANDUM**

TO: All Members, Member Organizations, and ROPs

FROM: Listings/Market Watch

DATE: January 10, 2007

RE: **The Scotts Miracle-Gro Company (SMG)**  
**PARTIAL SELF-TENDER OFFER**

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The Scotts Miracle-Gro Company is offering to purchase up to 4,504,504 of its common shares at a price of between \$48.50 and \$55.50 cash per share, in accordance with the terms and subject to the conditions set forth in the Offer to Purchase, dated January 10, 2007, and in the related Letter of Transmittal, which together constitute the "Offer".

There is a guarantee period of three (3) NYSE Trading Days, in which shares not immediately available may be tendered under a "Notice of Guaranteed Delivery".

**The Offer and withdrawal rights will expire at 12:00 Midnight, New York time, on Thursday, February 8, 2007, unless extended.**

*The foregoing discussion is an unofficial summary of the terms of the offer, prepared by PHLX for the convenience of its members. PHLX accepts no responsibility for the accuracy or completeness of this summary. Members should refer to the offer to purchase for the authoritative description of the offer and all of its terms and conditions.*

**SPECIAL RISKS**

Special risks exist for uncovered writers of SMG call options. If an uncovered call option writer is assigned on or before the tender offer expiration date, the writer may not be able to deliver SMG Common Stock by the option settlement date. The Options Clearing Corporation ("OCC") Article VI, Section 19 of the By-Laws describes steps, which may be taken in the event that there is a shortage of shares.

**Please note that SMG options will not be adjusted to reflect the expiration of the tender offer. Until a merger, consolidation or similar event occurs, SMG common stock will still exist, trade and be deliverable in settlement of option exercise.**

Questions regarding this release may be directed to Listings/Market Watch at 1-800-THE-PHLX, choice #2, or (215) 496-1508.