

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

commission file number: 001-11593

The Scotts Miracle-Gro Company

(Exact name of registrant as specified in its charter)

OHIO

(State or other jurisdiction of
incorporation or organization)

**14111 SCOTTSLAWN ROAD,
MARYSVILLE, OHIO**

(Address of principal executive offices)

31-1414921

(I.R.S. Employer
Identification No.)

43041

(Zip Code)

(937) 644-0011

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding at May 3, 2013
Common Shares, \$0.01 stated value, no par value	61,703,557 common shares

THE SCOTTS MIRACLE-GRO COMPANY
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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidated Statements of Operations
(In millions, except per common share data)
(Unaudited)

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
Net sales	\$ 1,019.6	\$ 1,170.4	\$ 1,225.4	\$ 1,370.0
Cost of sales	640.8	708.5	815.5	882.5
Cost of sales—impairment, restructuring and other	0.1	—	0.1	—
Cost of sales—product registration and recall matters	—	0.2	—	0.2
Gross profit	378.7	461.7	409.8	487.3
Operating expenses:				
Selling, general and administrative	207.0	236.9	331.5	359.5
Impairment, restructuring and other	0.1	5.1	(0.3)	7.4
Product registration and recall matters	—	3.3	—	3.6
Other income, net	(1.5)	(0.7)	(2.6)	(1.3)
Income from operations	173.1	217.1	81.2	118.1
Interest expense	17.9	17.9	31.1	33.2
Income from continuing operations before income taxes	155.2	199.2	50.1	84.9
Income tax expense from continuing operations	55.3	72.7	18.5	31.5
Income from continuing operations	99.9	126.5	31.6	53.4
Income (loss) from discontinued operations, net of tax	0.1	0.7	0.7	(0.1)
Net income	\$ 100.0	\$ 127.2	\$ 32.3	\$ 53.3
Basic income per common share:				
Income from continuing operations	\$ 1.62	\$ 2.08	\$ 0.51	\$ 0.88
Income from discontinued operations	—	0.01	0.01	—
Basic income per common share	\$ 1.62	\$ 2.09	\$ 0.52	\$ 0.88
Weighted-average common shares outstanding during the period	61.6	60.9	61.5	60.6
Diluted income per common share:				
Income from continuing operations	\$ 1.60	\$ 2.04	\$ 0.51	\$ 0.86
Income from discontinued operations	—	0.01	0.01	—
Diluted income per common share	\$ 1.60	\$ 2.05	\$ 0.52	\$ 0.86
Weighted-average common shares outstanding during the period plus dilutive potential common shares	62.4	62.0	62.3	61.7
Dividends declared per common share	\$ 0.325	\$ 0.300	\$ 0.650	\$ 0.600

See notes to condensed consolidated financial statements.

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidated Statements of Comprehensive Income
(In millions)
(Unaudited)

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
Net income	\$ 100.0	\$ 127.2	\$ 32.3	\$ 53.3
Other comprehensive income (loss), net of tax:				
Net foreign currency translation adjustment	(1.2)	(1.4)	(4.9)	(4.9)
Net change in derivatives	2.4	2.9	1.6	2.3
Net change in pension and other post retirement benefits	3.0	0.2	4.2	2.1
Total other comprehensive income (loss)	4.2	1.7	0.9	(0.5)
Comprehensive income	\$ 104.2	\$ 128.9	\$ 33.2	\$ 52.8

See notes to condensed consolidated financial statements.

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidated Statements of Cash Flows
(In millions)
(Unaudited)

	SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012
OPERATING ACTIVITIES		
Net income	\$ 32.3	\$ 53.3
Adjustments to reconcile net income to net cash used in operating activities:		
Impairment, restructuring and other	4.6	5.3
Share-based compensation expense	8.5	8.9
Depreciation	27.4	25.4
Amortization	5.4	4.9
Loss on sale of long-lived assets	—	(0.1)
Changes in assets and liabilities, net of acquired businesses:		
Accounts receivable	(638.8)	(807.4)
Inventories	(201.2)	(213.3)
Prepaid and other assets	(38.1)	(25.5)
Accounts payable	192.0	201.2
Other current liabilities	78.0	132.6
Restructuring reserves	(4.1)	(11.1)
Other non-current items	(8.3)	(3.4)
Other, net	(3.0)	8.8
Net cash used in operating activities	<u>(545.3)</u>	<u>(620.4)</u>
INVESTING ACTIVITIES		
Proceeds from sale of long-lived assets	0.1	0.5
Investments in property, plant and equipment	(34.6)	(25.7)
Investment in acquired business, net of cash acquired	(3.2)	—
Net cash used in investing activities	<u>(37.7)</u>	<u>(25.2)</u>
FINANCING ACTIVITIES		
Borrowings under revolving and bank lines of credit	1,166.8	1,705.6
Repayments under revolving and bank lines of credit	(572.9)	(1,032.4)
Dividends paid	(40.6)	(37.2)
Purchase of common shares	—	(17.5)
Payments on seller notes	(0.8)	—
Excess tax benefits from share-based payment arrangements	0.7	4.8
Cash received from the exercise of stock options	2.7	12.4
Net cash provided by financing activities	<u>555.9</u>	<u>635.7</u>
Effect of exchange rate changes on cash	<u>(5.7)</u>	<u>1.4</u>
Net decrease in cash and cash equivalents	<u>(32.8)</u>	<u>(8.5)</u>
Cash and cash equivalents, beginning of period	131.9	130.9
Cash and cash equivalents, end of period	<u>\$ 99.1</u>	<u>\$ 122.4</u>
SUPPLEMENTAL CASH FLOW INFORMATION		
Interest paid	\$ (27.2)	\$ (30.7)
Income taxes refunded (paid)	36.1	(13.3)

See notes to condensed consolidated financial statements.

THE SCOTTS MIRACLE-GRO COMPANY

Condensed Consolidated Balance Sheets
(In millions, except stated value per share)

	MARCH 30, 2013	MARCH 31, 2012	SEPTEMBER 30, 2012
	(UNAUDITED)	(UNAUDITED)	
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 99.1	\$ 122.4	\$ 131.9
Accounts receivable, less allowances of \$13.3, \$9.8 and \$10.5, respectively	713.9	899.0	330.9
Accounts receivable pledged	252.7	234.2	—
Inventories	613.0	601.6	414.9
Prepaid and other current assets	158.0	169.4	122.3
Total current assets	1,836.7	2,026.6	1,000.0
Property, plant and equipment, net of accumulated depreciation of \$565.9, \$534.4 and \$542.6, respectively	417.8	387.8	427.4
Goodwill	314.5	309.1	309.4
Intangible assets, net	299.2	311.8	307.1
Other assets	28.7	34.4	30.5
Total assets	\$ 2,896.9	\$ 3,069.7	\$ 2,074.4
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Current portion of debt	\$ 208.0	\$ 227.8	\$ 1.5
Accounts payable	327.5	346.1	152.3
Other current liabilities	352.7	438.5	279.8
Total current liabilities	888.2	1,012.4	433.6
Long-term debt	1,163.0	1,241.2	781.1
Other liabilities	238.8	226.4	257.8
Total liabilities	2,290.0	2,480.0	1,472.5
Commitments and contingencies (note 11)			
Shareholders' equity:			
Common shares and capital in excess of \$.01 stated value per share, 61.7, 61.1 and 61.3 shares issued and outstanding, respectively	402.7	412.5	408.6
Retained earnings	622.2	620.1	630.2
Treasury shares, at cost: 6.5, 7.1 and 6.8 shares, respectively	(331.6)	(364.4)	(349.6)
Accumulated other comprehensive loss	(86.4)	(78.5)	(87.3)
Total shareholders' equity	606.9	589.7	601.9
Total liabilities and shareholders' equity	\$ 2,896.9	\$ 3,069.7	\$ 2,074.4

See notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

The Scotts Miracle-Gro Company (“Scotts Miracle-Gro”) and its subsidiaries (collectively, together with Scotts Miracle-Gro, the “Company”) are engaged in the manufacturing, marketing and sale of consumer branded products for lawn and garden care. The Company’s primary customers include home centers, mass merchandisers, warehouse clubs, large hardware chains, independent hardware stores, nurseries, garden centers and food and drug stores. The Company’s products are sold primarily in North America and the European Union. The Company also operates the Scotts LawnService® business, which provides residential and commercial lawn care, tree and shrub care and limited pest control services in the United States.

Organization and Basis of Presentation

The Company’s unaudited condensed consolidated financial statements for the three and six months ended March 30, 2013 and March 31, 2012 are presented in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The condensed consolidated financial statements include the accounts of Scotts Miracle-Gro and its subsidiaries. All intercompany transactions and accounts have been eliminated in consolidation. The Company’s consolidation criteria are based on majority ownership (as evidenced by a majority voting interest in the entity) and an objective evaluation and determination of effective management control. In the opinion of management, interim results reflect all normal and recurring adjustments and are not necessarily indicative of results for a full year.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted or condensed pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, this report should be read in conjunction with Scotts Miracle-Gro’s Annual Report on Form 10-K for the fiscal year ended September 30, 2012, which includes a complete set of footnote disclosures, including the Company’s significant accounting policies.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and related disclosures. Although these estimates are based on management’s best knowledge of current events and actions the Company may undertake in the future, actual results ultimately may differ from the estimates.

RECENT ACCOUNTING PRONOUNCEMENTS

Comprehensive Income

In June 2011, the FASB issued amended accounting guidance on the presentation of comprehensive income. The amended guidance requires that all non-owner changes in stockholders’ equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The provisions were effective for the Company’s financial statements for the fiscal year beginning October 1, 2012 and the Company elected to present net income and other comprehensive income in two separate but consecutive statements. The adoption of the amended guidance did not have a significant impact on the Company’s financial statements and related disclosures.

Balance Sheet Offsetting

In December 2011, the FASB issued an amendment to accounting guidance on the presentation of offsetting of derivatives, and financial assets and liabilities. The amended guidance requires quantitative disclosures regarding the gross amounts and their location within the statement of financial position. The provisions are effective for the Company’s financial statements for the fiscal year beginning October 1, 2013. The adoption of the amended guidance will not have a significant impact on the Company’s financial statements and related disclosures.

Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income

In February 2013, the FASB issued an amendment to accounting guidance on the reporting of amounts reclassified out of accumulated other comprehensive income. The amended guidance requires presentation of reclassification adjustments from each component of accumulated other comprehensive income either in a single note or parenthetically on the face of the financial statements, for those amounts required to be reclassified into net income in their entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety in the same reporting period, cross-reference to other disclosures is required. The provisions are effective for the Company's financial statements for the fiscal year beginning October 1, 2013. The adoption of the amended guidance will not have a significant impact on the Company's financial statements and related disclosures.

NOTE 2. DISCONTINUED OPERATIONS

In the fourth quarter of fiscal year 2012, the Company completed the wind down of the Company's professional seed business. As a result, effective in its fourth quarter of fiscal 2012, the Company classified its results of operations for all periods presented to reflect the professional seed business as a discontinued operation.

The following table summarizes the results of the professional seed business within discontinued operations for the periods presented:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
	(In millions)			
Net sales	\$ —	\$ 3.1	\$ —	\$ 14.7
Operating costs	—	2.1	(0.8)	15.0
Impairment, restructuring and other charges	—	0.5	—	0.7
Other income, net	—	(0.6)	—	(0.9)
Income (loss) from discontinued operations before income taxes	—	1.1	0.8	(0.1)
Income tax expense (benefit) from discontinued operations	(0.1)	0.4	0.1	—
Income (loss) from discontinued operations	<u>\$ 0.1</u>	<u>\$ 0.7</u>	<u>\$ 0.7</u>	<u>\$ (0.1)</u>

NOTE 3. ACQUISITIONS

During the first quarter of fiscal 2013, Scotts LawnService® completed the acquisition of two franchisee businesses that individually and in the aggregate were not significant. The aggregate purchase price of these acquisitions was \$7.2 million. The condensed consolidated financial statements include the results of operations from these business combinations from the date of each acquisition.

NOTE 4. IMPAIRMENT, RESTRUCTURING AND OTHER

Activity described herein is classified within the "Cost of sales—impairment, restructuring and other" and "Impairment, restructuring and other" lines in the Condensed Consolidated Statement of Operations.

During the first quarter of fiscal 2013, the Company recognized income of \$4.7 million related to the reimbursement by a vendor of a portion of the costs incurred for the development and commercialization of products including the active ingredient MAT 28 for the Global Consumer segment. During the second quarter of fiscal 2012, the Company recorded an impairment charge of \$5.3 million to fully impair assets associated with the active ingredient MAT 28. During the first quarter of 2013, the Company also recognized a \$4.3 million asset impairment charge as a result of issues with the commercialization of an insect repellent technology for the Global Consumer segment. In addition, for the three months ended March 30, 2013, the Company recognized \$0.2 million in restructuring costs related to termination benefits provided to international employees in relation to the profitability improvement initiative announced in December 2012.

For the six months ended March 31, 2012, in continuation of the 2011 restructuring plan, the Company incurred an additional \$1.9 million in restructuring costs related to termination benefits provided to employees who accepted voluntary retirement and special termination benefits provided to certain employees upon future separation as well as \$0.2 million related to curtailment charges for its U.S. defined benefit pension and U.S. retiree medical plans.

The following table summarizes the activity related to liabilities associated with the restructuring and other charges during the six months ended March 30, 2013 (in millions):

Amounts reserved for restructuring and other charges at September 30, 2012	\$	10.2
Restructuring and other charges		0.2
Payments and other		(4.1)
Amounts reserved for restructuring and other charges at March 30, 2013	\$	<u>6.3</u>

A portion of the amounts reserved as of March 30, 2013 will be paid out over the course of fiscal 2013. Included in the restructuring reserves is \$3.8 million that is classified as long-term. Payments against the long-term reserves will be incurred as the employees covered by the 2011 restructuring plan retire.

NOTE 5. INVENTORIES

Inventories consisted of the following for each of the periods presented:

	MARCH 30, 2013	MARCH 31, 2012	SEPTEMBER 30, 2012
	(In millions)		
Finished goods	\$ 410.3	\$ 397.1	\$ 224.6
Work-in-process	53.6	43.5	48.3
Raw materials	149.1	161.0	142.0
Total inventories	<u>\$ 613.0</u>	<u>\$ 601.6</u>	<u>\$ 414.9</u>

Adjustments to reflect inventories at net realizable values were \$18.5 million at March 30, 2013, \$26.5 million at March 31, 2012 and \$21.0 million at September 30, 2012.

NOTE 6. MARKETING AGREEMENT

The Company is Monsanto's exclusive agent for the marketing and distribution of consumer Roundup® herbicide products (with additional rights to new products containing glyphosate or other similar non-selective herbicides) 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 Marketing Agreement, the Company is entitled to receive an annual commission from Monsanto as consideration for the performance of the Company's duties as agent. The annual gross commission under the Marketing Agreement is calculated as a percentage of the actual earnings before interest and income taxes of the consumer Roundup® business in the markets covered by the Marketing Agreement and is based on the achievement of two earnings thresholds, as defined in the Marketing Agreement. The Marketing Agreement also requires the Company to make annual payments to Monsanto as a contribution against the overall expenses of the consumer Roundup® business. The annual contribution payment is defined in the Marketing Agreement as \$20 million.

In consideration for the rights granted to the Company under the Marketing Agreement for North America, the Company was required to pay a marketing fee of \$32 million to Monsanto. The Company has deferred this amount on the basis that the payment will provide a future benefit through commissions that will be earned under the Marketing Agreement. The economic useful life over which the marketing fee is being amortized is 20 years, with a remaining amortization period of less than six years as of March 30, 2013.

Under the terms of the Marketing Agreement, the Company performs certain functions, primarily manufacturing conversion, distribution and logistics, and selling and marketing support, on behalf of Monsanto in the conduct of the consumer Roundup® business. The actual costs incurred for these activities are charged to and reimbursed by Monsanto. The Company records costs incurred under the Marketing Agreement for which the Company is the primary obligor on a gross basis, recognizing such costs in "Cost of sales" and the reimbursement of these costs in "Net sales," with no effect on gross profit dollars or net income.

The gross commission earned under the Marketing Agreement, the contribution payments to Monsanto and the amortization of the initial marketing fee paid to Monsanto are included in the calculation of net sales in the Company's Consolidated Statements of Operations. The elements of the net commission and reimbursements earned under the Marketing Agreement and included in "Net sales" are as follows:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
	(In millions)			
Gross commission	\$ 27.4	\$ 33.4	\$ 27.4	\$ 33.4
Contribution expenses	(5.0)	(5.0)	(10.0)	(10.0)
Amortization of marketing fee	(0.2)	(0.2)	(0.4)	(0.4)
Net commission income	22.2	28.2	17.0	23.0
Reimbursements associated with Marketing Agreement	20.9	23.3	34.6	41.2
Total net sales associated with Marketing Agreement	\$ 43.1	\$ 51.5	\$ 51.6	\$ 64.2

The Marketing Agreement has no definite term except as it relates to the European Union countries (the "EU term"). The EU term extends through September 30, 2013, with an automatic renewal period of two years, subject to non-renewal only upon the occurrence of certain performance defaults. Thereafter, the Marketing Agreement provides that the parties may agree to renew the EU term for an additional three years.

The Marketing Agreement provides Monsanto with the right to terminate the Marketing Agreement upon an event of default (as defined in the Marketing Agreement) by the Company, a change in control of Monsanto or the sale of the consumer Roundup® business. The Marketing Agreement provides the Company with the right to terminate the Marketing Agreement in certain circumstances, including an event of default by Monsanto or the sale of the consumer Roundup® business. Unless Monsanto terminates the Marketing Agreement due to an event of default by the Company, Monsanto is required to pay a termination fee to the Company that varies by program year. The termination fee is calculated as a percentage of the value of the Roundup® business exceeding a certain threshold, but in no event will the termination fee be less than \$16 million. If Monsanto were to terminate the Marketing Agreement for cause, the Company would not be entitled to any termination fee. Monsanto may also be able to terminate the Marketing Agreement within a given region, including North America, without paying a termination fee if unit volume sales to consumers in that region decline: (1) over a cumulative three-fiscal-year period; or (2) by more than 5% for each of two consecutive years. If the Marketing Agreement was terminated for any reason, the Company would also lose all, or a substantial portion, of the significant source of earnings and overhead expense absorption the Marketing Agreement provides.

Under the Marketing Agreement, Monsanto must provide the Company with notice of any proposed sale of the consumer Roundup business, allow the Company to participate in the sale process and negotiate in good faith with the Company with respect to any such proposed sale. In the event the Company acquires the consumer Roundup® business in such a sale, the Company would receive as a credit against the purchase price the amount of the termination fee that would have been paid to the Company if Monsanto had exercised its right to terminate the Marketing Agreement in connection with a sale to another party. If Monsanto decides to sell the consumer Roundup® business to another party, the Company must let Monsanto know whether the Company intends to terminate the Marketing Agreement and forfeit any right to a termination fee or whether it will agree to continue to perform under the Marketing Agreement on behalf of the purchaser.

NOTE 7. DEBT

The components of long-term debt are as follows:

	MARCH 30, 2013	MARCH 31, 2012	SEPTEMBER 30, 2012
	(In millions)		
Credit facility – revolving loans	\$ 757.5	\$ 837.1	\$ 377.1
Senior Notes – 7.25%	200.0	200.0	200.0
Senior Notes – 6.625%	200.0	200.0	200.0
MARP Agreement	202.1	222.5	—
Other	11.4	9.4	5.5
	1,371.0	1,469.0	782.6
Less current portions	208.0	227.8	1.5
Total long-term debt	\$ 1,163.0	\$ 1,241.2	\$ 781.1

As of March 30, 2013, there was \$918.8 million of availability under the Company's senior secured credit facility, including availability under letters of credit. Under the credit facility, the Company has the ability to issue letter of credit commitments up to \$75 million. At March 30, 2013, the Company had letters of credit in the aggregate face amount of \$23.7 million outstanding.

The Company was in compliance with the terms of all debt covenants at March 30, 2013. The credit facility contains, among other obligations, an affirmative covenant regarding the Company's leverage ratio, calculated as average total indebtedness, as described in the Company's credit facility, relative to the Company's earnings before interest, taxes, depreciation and amortization ("EBITDA"), as adjusted pursuant to the terms of the credit facility ("Adjusted EBITDA"). Under the terms of the credit facility, the maximum leverage ratio was 3.50 as of March 30, 2013. The Company's leverage ratio was 3.24 at March 30, 2013. The Company's credit facility also includes an affirmative covenant regarding its interest coverage ratio. Interest coverage ratio is calculated as Adjusted EBITDA divided by interest expense, as described in the credit facility, and excludes costs related to refinancings. Under the terms of the credit facility, the minimum interest coverage ratio was 3.50 for the twelve months ended March 30, 2013. The Company's interest coverage ratio was 4.45 for the twelve months ended March 30, 2013.

The Company accounts for the sale of receivables under the Master Accounts Receivable Purchase Agreement ("2012 MARP Agreement") as short-term debt and continues to carry the receivables on its Consolidated Balance Sheet, primarily as a result of the Company's right to repurchase receivables sold. Refer to "NOTE 11. DEBT" in the Company's Form 10-K for the year ended September 30, 2012 for more information regarding the 2012 MARP Agreement. There were \$202.1 million in borrowings under the MARP Agreements as of March 30, 2013 and \$222.5 million as of March 31, 2012.

Estimated Fair Values

A description of the methods and assumptions used to estimate the fair values of the Company's debt instruments is as follows:

Credit Facility

The interest rate currently available to the Company fluctuates with the applicable LIBOR rate, prime rate or Federal Funds Effective Rate and thus the carrying value is a reasonable estimate of fair value. The fair value measurement for the credit facility was classified in Level 2 of the fair value hierarchy.

7.25% Senior Notes

The fair value of Scotts Miracle-Gro's 7.25% Senior Notes due 2018 (the "7.25% Senior Notes") can be determined based on the trading of the 7.25% Senior Notes in the open market. The difference between the carrying value and the fair value of the 7.25% Senior Notes represents the premium or discount on that date. Based on the trading value on or around March 30, 2013, March 31, 2012 and September 30, 2012, the fair value of the 7.25% Senior Notes was approximately \$214.0 million, \$216.0 million and \$212.0 million, respectively. The fair value measurement for the 7.25% Senior Notes was classified in Level 1 of the fair value hierarchy.

6.625% Senior Notes

The fair value of Scotts Miracle-Gro's 6.625% Senior Notes due 2020 (the "6.625% Senior Notes") can be determined based on the trading of the 6.625% Senior Notes in the open market. The difference between the carrying value and the fair value of the 6.625% Senior Notes represents the premium or discount on that date. Based on the trading value on or around March 30, 2013, March 31, 2012 and September 30, 2012, the fair value of the 6.625% Senior Notes was approximately \$219.1 million, \$212.0 million and \$217.5 million, respectively. The fair value measurement for the 6.625% Senior Notes was classified in Level 1 of the fair value hierarchy.

Interest Rate Swap Agreements

At March 30, 2013, March 31, 2012 and September 30, 2012, the Company had outstanding interest rate swap agreements with major financial institutions that effectively converted a portion of the Company's variable-rate debt to a fixed rate. The swap agreements had a total U.S. dollar equivalent notional amount of \$1,100 million, \$700 million and \$700.0 million at March 30, 2013, March 31, 2012 and September 30, 2012, respectively. Interest payments made between the effective date and expiration date are hedged by the swap agreements, except as noted below. The notional amount, effective date, expiration date and rate of each of these swap agreements are shown in the table below.

Notional Amount (in millions)		Effective Date (a)	Expiration Date	Fixed Rate
50		2/14/2012	2/14/2016	3.78%
150	(b)	2/7/2012	5/7/2016	2.42%
150	(c)	11/16/2009	5/16/2016	3.26%
50	(b)	2/16/2010	5/16/2016	3.05%
100	(b)	2/21/2012	5/23/2016	2.40%
150	(c)	12/20/2011	6/20/2016	2.61%
50	(d)	12/6/2012	9/6/2017	2.96%
150	(b)	2/7/2017	5/7/2019	2.12%
50	(b)	2/7/2017	5/7/2019	2.25%
200	(c)	12/20/2016	6/20/2019	2.13%

- (a) The effective date refers to the date on which interest payments were, or will be, first hedged by the applicable swap agreement.
(b) Interest payments made during the three-month period of each year that begins with the month and day of the effective date are hedged by the swap agreement.
(c) Interest payments made during the six-month period of each year that begins with the month and day of the effective date are hedged by the swap agreement.
(d) Interest payments made during the nine-month period of each year that begins with the month and day of the effective date are hedged by the swap agreement.

Accounts Receivable Pledged

The interest rate on the short-term debt associated with accounts receivable pledged under the 2012 MARP Agreement fluctuates with the applicable LIBOR rate and thus the carrying value is a reasonable estimate of fair value. The fair value measurement for the MARP agreement was classified in Level 2 of the fair value hierarchy.

NOTE 8. RETIREMENT AND RETIREE MEDICAL PLANS

The following summarizes the components of net periodic benefit cost for the retirement and retiree medical plans sponsored by the Company:

	THREE MONTHS ENDED					
	MARCH 30, 2013			MARCH 31, 2012		
	U.S. Pension	International Pension	U.S. Medical	U.S. Pension	International Pension	U.S. Medical
	(In millions)					
Service cost	\$ —	\$ 0.4	\$ 0.1	\$ —	\$ 0.3	\$ 0.1
Interest cost	1.0	2.5	0.3	1.2	2.6	0.4
Expected return on plan assets	(1.3)	(2.7)	—	(1.4)	(2.5)	—
Net amortization	1.2	0.4	0.1	1.2	0.3	—
Net periodic benefit cost	\$ 0.9	\$ 0.6	\$ 0.5	\$ 1.0	\$ 0.7	\$ 0.5

	SIX MONTHS ENDED					
	MARCH 30, 2013			MARCH 31, 2012		
	U.S. Pension	International Pension	U.S. Medical	U.S. Pension	International Pension	U.S. Medical
	(In millions)					
Service cost	\$ —	\$ 0.8	\$ 0.2	\$ —	\$ 0.7	\$ 0.2
Interest cost	2.0	5.0	0.6	2.3	5.3	0.8
Expected return on plan assets	(2.6)	(5.4)	—	(2.8)	(5.1)	—
Net amortization	2.4	0.8	0.2	2.5	0.5	0.1
Curtailment loss	—	—	—	0.2	—	—
Net periodic benefit cost	\$ 1.8	\$ 1.2	\$ 1.0	\$ 2.2	\$ 1.4	\$ 1.1

NOTE 9. SHAREHOLDERS' EQUITY

During the six months ended March 30, 2013, Scotts Miracle-Gro did not repurchase any Common Shares under the \$700 million shares repurchase program approved by Scotts Miracle-Gro's Board of Directors. Since inception of the program in the fourth quarter of fiscal 2010 through March 30, 2013, Scotts Miracle-Gro has repurchased 7.8 million Common Shares for \$401.2 million to be held in treasury.

Share-Based Awards

The following is a summary of the share-based awards granted during the periods indicated:

	SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012
Employees		
Stock options	—	464,061
Restricted stock units	129,069	106,844
Performance units	178,321	110,079
Board of Directors		
Deferred stock units	29,443	27,259
Total share-based awards	336,833	708,243
Aggregate fair value at grant dates (in millions)	\$ 15.2	\$ 17.0

Total share-based compensation recognized was as follows for the periods indicated:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
	(In millions)			
Share-based compensation	\$ 6.6	\$ 7.3	\$ 8.5	\$ 8.9
Tax benefit recognized	2.5	2.8	3.3	3.4

As of March 30, 2013, total unrecognized compensation cost related to non-vested share-based awards amounted to \$15.3 million. This cost is expected to be recognized over a weighted-average period of 2.1 years. The tax benefit realized from the tax deductions associated with the exercise of share-based awards and the vesting of restricted stock totaled \$1.1 million for the first six months of fiscal 2013.

A maximum of 26.5 million Common Shares are available for issuance under share-based award plans. At March 30, 2013, approximately 3.2 million Common Shares were not subject to outstanding awards and were available to underlie the grant of new share-based awards.

Stock Options/SARs

Aggregate stock options and SARs activity consisted of the following (stock options/SARs in millions):

	No. of Options/SARs	WTD. Avg. Exercise Price
Awards outstanding at September 30, 2012	3.3	\$ 37.28
Granted	—	—
Exercised	(0.1)	28.28
Forfeited	(0.1)	49.56
Awards outstanding at March 30, 2013	3.1	37.38
Exercisable	2.3	33.44

The following summarizes certain information pertaining to stock options and SAR awards outstanding and exercisable at March 30, 2013 (stock options/SARs in millions):

Range of Exercise Price	Awards Outstanding			Awards Exercisable		
	No. of Options/SARs	WTD. Avg. Remaining Life	WTD. Avg. Exercise Price	No. of Options/SARs	WTD. Avg. Remaining Life	WTD. Avg. Exercise Price
\$ 20.12 - \$ 21.65	0.3	5.5	\$ 21.65	0.3	5.5	\$ 21.65
\$ 24.45 - \$ 28.72	0.3	0.8	25.32	0.3	0.8	25.32
\$ 29.01 - \$ 31.62	0.3	1.9	29.18	0.3	1.9	29.18
\$ 33.25 - \$ 37.48	0.3	2.6	35.83	0.3	2.6	35.83
\$ 37.89 - \$ 38.90	0.7	4.0	38.57	0.7	4.0	38.57
\$ 40.81 - \$ 51.73	1.2	7.2	47.07	0.4	5.0	42.55
	3.1	4.7	\$ 37.38	2.3	3.6	\$ 33.44

The intrinsic values of the stock options and SAR awards outstanding and exercisable at March 30, 2013 were as follows:

	(In millions)
Outstanding	\$ 23.1
Exercisable	23.1

During the six months ended March 30, 2013, the total intrinsic value of stock options exercised was \$2.1 million. Cash received from the exercise of stock options for the six months ended March 30, 2013 was \$2.7 million.

Restricted share-based awards

Restricted share-based award activity (including restricted stock, restricted stock units and deferred stock units) was as follows:

	No. of Shares	WTD. Avg. Grant Date Fair Value per Share
Awards outstanding at September 30, 2012	497,199	\$ 45.75
Granted	158,512	44.90
Vested	(216,387)	39.30
Forfeited	(17,896)	46.94
Awards outstanding at March 30, 2013	421,428	48.69

For the six months ended March 30, 2013, the total fair value of restricted stock units vested was \$8.4 million.

Performance-based awards

Performance-based award activity was as follows:

	No. of Units	WTD. Avg. Grant Date Fair Value per Unit
Awards outstanding at September 30, 2012	149,709	\$ 48.81
Granted	178,321	45.06
Vested	—	—
Forfeited	(41,587)	45.48
Awards outstanding at March 30, 2013	286,443	46.96

NOTE 10. INCOME TAXES

The effective tax rate related to continuing operations for the six months ended March 30, 2013, was 36.9%, compared to 37.1% for the six months ended March 31, 2012. The effective tax rate related to continuing operations for the three months ended March 30, 2013, was 35.6%, compared to 36.5% for the three months ended March 31, 2012. The effective tax rate used for interim reporting purposes is based on management's best estimate of factors impacting the effective tax rate for the full fiscal year. An allocation of the income tax expense has been separately determined to report the discontinued operations, net of tax. There can

be no assurance that the effective tax rate estimated for interim financial reporting purposes will approximate the effective tax rate determined at fiscal year end.

The American Taxpayer Relief Act of 2012 (the "Act") was signed into law on January 2, 2013 and is therefore effective for the Company's second quarter of 2013 financial results. Management has included in its calculation of taxes its best estimate of the extensions of certain expired or expiring tax provisions, including a retroactive extension of the credit for certain research and experimentation expenses, extension of alternative fuel credits and an extension of fifty percent bonus depreciation for qualified property. There was no material change to the Company's consolidated financial position, results of operations or cash flows as a result of the Act.

Scotts Miracle-Gro or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction and various state, local and foreign jurisdictions. With few exceptions, which are discussed further below, the Company is no longer subject to examination by these tax authorities for fiscal years prior to 2009. The Company is currently under examination by certain foreign and U.S. state and local tax authorities. Regarding the foreign jurisdictions, audits are currently underway in multiple countries covering fiscal years 2008 through 2011. In regard to the U.S. state and local audits, the tax periods under examination are limited to fiscal years 1997 through 2011. In addition to the aforementioned audits, certain other tax deficiency notices and refund claims for previous years remain unresolved.

The Company currently anticipates that few of its open and active audits will be resolved within the next 12 months. The Company is unable to make a reasonably reliable estimate as to when or if cash settlements with taxing authorities may occur. Although audit outcomes and the timing of audit payments are subject to significant uncertainty, the Company does not anticipate that the resolution of these tax matters or any events related thereto will result in a material change to its consolidated financial position, results of operations or cash flows.

NOTE 11. CONTINGENCIES

Management regularly evaluates the Company's contingencies, including various lawsuits and claims which arise in the normal course of business, product and general liabilities, workers' compensation, property losses and other liabilities for which the Company is self-insured or retains a high exposure limit. Self-insurance reserves are established based on actuarial loss estimates for specific individual claims plus actuarially estimated amounts for incurred but not reported claims and adverse development factors applied to existing claims. Legal costs incurred in connection with the resolution of claims, lawsuits and other contingencies generally are expensed as incurred. In the opinion of management, its assessment of contingencies is reasonable and related reserves, in the aggregate, are adequate; however, there can be no assurance that final resolution of these matters will not have a material effect on the Company's financial condition, results of operations or cash flows. The Company's identified contingencies include the matters set out below.

Regulatory Matters

At March 30, 2013, \$3.7 million was accrued in the "Other liabilities" line in the Condensed Consolidated Balance Sheet for compliance-related environmental actions, the majority of which is for site remediation. The amounts accrued are believed to be adequate to cover such known environmental exposures based on current facts and estimates of likely outcomes. Although it is possible that the costs to resolve such known environmental exposures will exceed the amounts accrued, any variation from accrued amounts is not expected to be material.

Other

In connection with the sale of wild bird food products that were the subject of a voluntary recall in 2008, the Company has been named as a defendant in four putative class actions filed on and after June 27, 2012, which have now been consolidated in the United States District Court for the Southern District of California as *In re Morning Song Bird Food Litigation*, Lead Case No. 3:12-cv-01592-JAH-RBB. The plaintiffs allege various statutory and common law claims associated with the Company's sale of wild bird food products and a plea agreement entered into in previously pending government proceedings associated with such sales. The plaintiffs seek on behalf of themselves and various purported class members monetary damages, restitution, injunctive relief, declaratory relief, attorney's fees, interest and costs. The Company intends to vigorously defend the consolidated action. Given the early stages of the action, the Company cannot make a determination as to whether it could have a material effect on the Company's financial condition, results of operations or cash flows and has not recorded any accruals with respect thereto.

The Company has been named as a defendant in a number of cases alleging injuries that the lawsuits claim resulted from exposure to asbestos-containing products, apparently based on the Company's historic use of vermiculite in certain of its products. In many of these cases, the complaints are not specific about the plaintiffs' contacts with the Company or its products. The Company believes that the claims against it are without merit and is vigorously defending against them. It is not currently possible to

reasonably estimate a probable loss, if any, associated with these cases and, accordingly, no reserves have been recorded in the Company's Consolidated Financial Statements. The Company is reviewing agreements and policies that may provide insurance coverage or indemnity as to these claims and is pursuing coverage under some of these agreements and policies, although there can be no assurance of the results of these efforts. There can be no assurance that these cases, whether as a result of adverse outcomes or as a result of significant defense costs, will not have a material effect on the Company's financial condition, results of operations or cash flows.

The Company is involved in other lawsuits and claims which arise in the normal course of business. These claims individually and in the aggregate are not expected to result in a material effect on the Company's financial condition, results of operations or cash flows.

NOTE 12. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company is exposed to market risks, such as changes in interest rates, currency exchange rates and commodity prices. To manage a portion of the volatility related to these exposures, the Company enters into various financial transactions. The utilization of these financial transactions is governed by policies covering acceptable counterparty exposure, instrument types and other hedging practices. The Company does not hold or issue derivative financial instruments for speculative trading purposes.

Exchange Rate Risk Management

The Company periodically uses foreign currency swap contracts to manage the exchange rate risk associated with intercompany loans with foreign subsidiaries that are denominated in local currencies. At March 30, 2013, the notional amount of outstanding foreign currency swap contracts was \$266.8 million, with a fair value of \$7.1 million. At March 31, 2012, the notional amount of outstanding foreign currency swap contracts was \$243.1 million, with a negative fair value of \$1.5 million. The fair value of foreign currency swap contracts is determined based on changes in spot rates. The contracts will mature over the next fiscal year. At September 30, 2012, the notional amount of outstanding foreign currency swap contracts was \$61.8 million, with a negative fair value of \$1.0 million. The fair value of foreign currency swap contracts is determined based on changes in spot rates. The contracts will mature over the next fiscal year.

Interest Rate Risk Management

The Company enters into interest rate swap agreements as a means to hedge its variable interest rate risk on debt instruments. The fair values are reflected in the Company's Condensed Consolidated Balance Sheets. Net amounts to be received or paid under the swap agreements are reflected as adjustments to interest expense. Since the interest rate swap agreements have been designated as hedging instruments, unrealized gains or losses resulting from adjusting these swaps to fair value are recorded as elements of accumulated other comprehensive income (loss) ("AOCI") within the Condensed Consolidated Balance Sheets. The fair value of the swap agreements is determined based on the present value of the estimated future net cash flows using implied rates in the applicable yield curve as of the valuation date.

At March 30, 2013, March 31, 2012 and September 30, 2012, the Company had outstanding interest rate swap agreements with major financial institutions that effectively converted a portion of the Company's variable-rate debt to a fixed rate. The swap agreements had a total U.S. dollar equivalent notional amount of \$1,100 million at March 30, 2013 and \$700 million at March 31, 2012 and September 30, 2012. Included in the AOCI balance at March 30, 2013 was a loss of \$3.9 million related to interest rate swap agreements that is expected to be reclassified to earnings during the next 12 months, consistent with the timing of the underlying hedged transactions.

Commodity Price Risk Management

The Company had outstanding hedging arrangements at March 30, 2013 designed to fix the price of a portion of its projected future urea requirements. The contracts are designated as hedges of the Company's exposure to future cash flow fluctuations associated with the cost of urea. The objective of the hedges is to mitigate the earnings and cash flow volatility attributable to the risk of changing prices. Unrealized gains or losses in the fair value of these contracts are recorded to the AOCI within the Condensed Consolidated Balance Sheets. Realized gains or losses remain as a component of AOCI until the related inventory is sold. Upon sale of the underlying inventory, the gain or loss is reclassified to cost of sales. Included in the AOCI balance at March 30, 2013 was a loss of \$0.4 million related to urea derivatives that is expected to be reclassified to earnings during the next 12 months, consistent with the timing of the underlying hedged transactions.

Periodically, the Company also uses derivatives to partially mitigate the effect of fluctuating diesel and gasoline costs on operating results. Any such derivatives that do not qualify for hedge accounting treatment in accordance with GAAP are recorded at fair value, with unrealized gains and losses on open contracts and realized gains or losses on settled contracts recorded as an element of cost of sales. Unrealized gains or losses in the fair value of contracts that do qualify for hedge accounting are recorded in AOCI except for any ineffective portion of the change in fair value, which is immediately recorded in earnings. For the effective

portion of the change in fair value, realized gains or losses remain as a component of AOCI until the related fuel is consumed. Upon consumption of the fuel, the gain or loss is reclassified to cost of sales. Included in the AOCI balance at March 30, 2013 was a gain of \$0.1 million related to fuel derivatives that is expected to be reclassified to earnings during the next 12 months, consistent with the timing of the underlying hedged transactions.

The Company had the following outstanding commodity contracts that were entered into to hedge forecasted purchases:

Commodity	MARCH 30, 2013	MARCH 31, 2012	SEPTEMBER 30, 2012
Urea	22,500 tons	9,000 tons	34,500 tons
Diesel	3,738,000 gallons	3,234,000 gallons	6,552,000 gallons
Gasoline	644,000 gallons	217,000 gallons	224,000 gallons
Heating Oil	2,856,000 gallons	1,386,000 gallons	5,208,000 gallons

Fair Values of Derivative Instruments

The fair values of the Company's derivative instruments were as follows:

DERIVATIVES DESIGNATED AS HEDGING INSTRUMENTS	BALANCE SHEET LOCATION	ASSETS / (LIABILITIES)		
		MARCH 30, 2013	MARCH 31, 2012	SEPTEMBER 30, 2012
		FAIR VALUE		
		(In millions)		
Interest rate swap agreements	Other current liabilities	\$ (8.2)	\$ (6.7)	\$ (8.2)
	Other liabilities	(17.6)	(17.7)	(20.6)
Commodity hedging instruments	Prepaid and other current assets	0.3	1.4	1.0
	Other current liabilities	(0.2)	—	—
Total derivatives designated as hedging instruments		\$ (25.7)	\$ (23.0)	\$ (27.8)
DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS				
Foreign currency swap contracts	Prepaid and other current assets	\$ 7.3	\$ —	\$ —
	Other current liabilities	(0.2)	(1.5)	(1.0)
Commodity hedging instruments	Prepaid and other current assets	0.3	0.9	1.0
Total derivatives not designated as hedging instruments		\$ 7.4	\$ (0.6)	\$ —
Total derivatives		\$ (18.3)	\$ (23.6)	\$ (27.8)

The effect of derivative instruments on AOCI and the Condensed Consolidated Statements of Operations was as follows:

DERIVATIVES IN CASH FLOW HEDGING RELATIONSHIPS	AMOUNT OF GAIN / (LOSS) RECOGNIZED IN AOCI			
	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
(In millions)				
Interest rate swap agreements	\$ (1.0)	\$ (2.4)	\$ (1.9)	\$ (4.6)
Commodity hedging instruments	—	2.2	(1.0)	0.8
Total	\$ (1.0)	\$ (0.2)	\$ (2.9)	\$ (3.8)

DERIVATIVES IN CASH FLOW HEDGING RELATIONSHIPS	RECLASSIFIED FROM AOCI INTO STATEMENT OF OPERATIONS	AMOUNT OF GAIN / (LOSS)			
		THREE MONTHS ENDED		SIX MONTHS ENDED	
		MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
(In millions)					
Interest rate swap agreements	Interest expense	\$ (3.5)	\$ (4.0)	\$ (4.7)	\$ (7.1)
Commodity hedging instruments	Cost of sales	0.1	0.9	0.2	1.0
Total		\$ (3.4)	\$ (3.1)	\$ (4.5)	\$ (6.1)

DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS	RECOGNIZED IN STATEMENT OF OPERATIONS	AMOUNT OF GAIN / (LOSS)			
		THREE MONTHS ENDED		SIX MONTHS ENDED	
		MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
(In millions)					
Foreign currency swap contracts	Interest expense	\$ 11.2	\$ (5.0)	\$ 9.6	\$ 1.7
Commodity hedging instruments	Cost of sales	0.4	1.5	(0.1)	1.9
Total		\$ 11.6	\$ (3.5)	\$ 9.5	\$ 3.6

NOTE 13. FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or the most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. A three-level fair value hierarchy prioritizes the inputs used to measure fair value. The hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The following describes the valuation methodologies used for financial assets and liabilities measured at fair value on a recurring basis, as well as the general classification within the valuation hierarchy.

Derivatives

Derivatives consist of foreign currency, interest rate and commodity derivative instruments. Foreign currency swap contracts are valued using observable forward rates in commonly quoted intervals for the full term of the contracts. Interest rate swap agreements are valued based on the present value of the estimated future net cash flows using implied rates in the applicable yield curve as of the valuation date. Commodity contracts are measured using observable commodity exchange prices in active markets.

These derivative instruments are classified within Level 2 of the valuation hierarchy and are included within other assets and other liabilities in the Company's Condensed Consolidated Balance Sheets, except for derivative instruments expected to be settled within the next 12 months, which are included within prepaid and other current assets and other current liabilities.

Cash equivalents

Cash equivalents consist of highly liquid investments purchased with a maturity of three months or less. The carrying value of these cash equivalents approximates fair value due to their short-term maturities.

Other

Other financial assets consist of investment securities in non-qualified retirement plan assets. These securities are valued using observable market prices in active markets.

The following table presents the Company's financial assets and liabilities measured at fair value on a recurring basis at March 30, 2013:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
(In millions)				
Assets				
Cash equivalents	\$ 78.3	\$ —	\$ —	\$ 78.3
Derivatives				
Foreign currency swap contracts	—	7.3	—	7.3
Commodity hedging instruments	—	0.6	—	0.6
Other	6.8	—	—	6.8
Total	\$ 85.1	\$ 7.9	\$ —	\$ 93.0
Liabilities				
Derivatives				
Interest rate swap agreements	\$ —	\$ (25.8)	\$ —	\$ (25.8)
Foreign currency swap contracts	—	(0.2)	—	(0.2)
Commodity hedging instruments	—	(0.2)	—	(0.2)
Total	\$ —	\$ (26.2)	\$ —	\$ (26.2)

The following table presents the Company's financial assets and liabilities measured at fair value on a recurring basis at March 31, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
(In millions)				
Assets				
Cash equivalents	\$ 86.2	\$ —	\$ —	\$ 86.2
Derivatives				
Commodity hedging instruments	—	2.3	—	2.3
Other	6.8	—	—	6.8
Total	\$ 93.0	\$ 2.3	\$ —	\$ 95.3
Liabilities				
Derivatives				
Interest rate swap agreements	\$ —	\$ (24.4)	\$ —	\$ (24.4)
Foreign currency swap contracts	—	(1.5)	—	(1.5)
Total	\$ —	\$ (25.9)	\$ —	\$ (25.9)

The following table presents the Company's financial assets and liabilities measured at fair value on a recurring basis at September 30, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
(In millions)				
Assets				
Cash equivalents	\$ 41.1	\$ —	\$ —	\$ 41.1
Derivatives				
Commodity hedging instruments	—	2.0	—	2.0
Other	6.4	—	—	6.4
Total	\$ 47.5	\$ 2.0	\$ —	\$ 49.5
Liabilities				
Derivatives				
Interest rate swap agreements	\$ —	\$ (28.8)	\$ —	\$ (28.8)
Commodity hedging instruments	—	(1.0)	—	(1.0)
Total	\$ —	\$ (29.8)	\$ —	\$ (29.8)

NOTE 14. SEGMENT INFORMATION

The Company divides its business into the following segments — Global Consumer and Scotts LawnService®. This division of reportable segments is consistent with how the segments report to and are managed by the chief operating decision maker of the Company.

Segment performance is evaluated based on several factors, including income from continuing operations before amortization, product registration and recall costs, and impairment, restructuring and other charges, which is not a GAAP measure. Senior management of the Company uses this measure of operating profit to gauge segment performance because the Company believes this measure is the most indicative of performance trends and the overall earnings potential of each segment.

Corporate & Other consists of revenues and expenses associated with the Company's supply agreements with Israel Chemicals, Ltd. ("ICL") and the amortization related to the Roundup® Marketing Agreement, as well as corporate, general and administrative expenses and certain other income/expense items not allocated to the business segments. Corporate & Other assets primarily include deferred financing and debt issuance costs and corporate intangible assets, as well as deferred tax assets.

The following tables present summarized financial information concerning the Company's reportable segments for the periods indicated:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
(In millions)				
Net sales:				
Global Consumer	\$ 974.6	\$ 1,119.6	\$ 1,127.8	\$ 1,268.7
Scotts LawnService®	32.9	35.9	77.7	73.5
Segment total	1,007.5	1,155.5	1,205.5	1,342.2
Corporate & Other	12.1	14.9	19.9	27.8
Consolidated	\$ 1,019.6	\$ 1,170.4	\$ 1,225.4	\$ 1,370.0
Income (loss) from continuing operations before income taxes:				
Global Consumer	\$ 220.1	\$ 275.2	\$ 151.4	\$ 205.7
Scotts LawnService®	(17.0)	(12.9)	(17.9)	(17.5)
Segment total	203.1	262.3	133.5	188.2
Corporate & Other	(27.3)	(34.6)	(47.5)	(54.3)
Intangible asset amortization	(2.5)	(2.0)	(5.0)	(4.5)
Product registration and recall matters	—	(3.5)	—	(3.8)
Impairment, restructuring and other	(0.2)	(5.1)	0.2	(7.5)
Interest expense	(17.9)	(17.9)	(31.1)	(33.2)
Consolidated	\$ 155.2	\$ 199.2	\$ 50.1	\$ 84.9

	MARCH 30, 2013	MARCH 31, 2012	SEPTEMBER 30, 2012
	(In millions)		
Total assets:			
Global Consumer	\$ 2,517.1	\$ 2,629.2	\$ 1,676.4
Scotts LawnService®	180.1	175.2	181.5
Corporate & Other	199.7	265.3	216.5
Consolidated	\$ 2,896.9	\$ 3,069.7	\$ 2,074.4

NOTE 15. FINANCIAL INFORMATION FOR SUBSIDIARY GUARANTORS AND NON-GUARANTORS

The 7.25% and 6.625% Senior Notes (collectively, the “Senior Notes”) issued by Scotts Miracle-Gro on January 14, 2010 and December 16, 2010, respectively, are guaranteed by certain of its domestic subsidiaries and, therefore, the Company has disclosed condensed consolidating financial information in accordance with SEC Regulation S-X Rule 3-10, *Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered*. The following 100% directly or indirectly owned subsidiaries fully and unconditionally guarantee the Senior Notes on a joint and several basis: EG Systems, Inc., dba Scotts LawnService®; Gutwein & Co., Inc.; Hyponex Corporation; Miracle-Gro Lawn Products, Inc.; OMS Investments, Inc.; Rod McLellan Company; Sanford Scientific, Inc.; Scotts Temecula Operations, LLC; Scotts Manufacturing Company; Scotts Products Co.; Scotts Professional Products Co.; Scotts-Sierra Investments, Inc.; SMG Brands, Inc.; SMG Growing Media, Inc.; Swiss Farms Products, Inc.; and The Scotts Company LLC (collectively, the “Guarantors”).

The following information presents Condensed Consolidating Statements of Operations for the three and six months ended March 30, 2013 and March 31, 2012, Condensed Consolidating Statements of Comprehensive Income for the three and six months ended March 30, 2013 and March 31, 2012, Condensed Consolidating Statements of Cash Flows for the six months ended March 30, 2013 and March 31, 2012, and Condensed Consolidating Balance Sheets as of March 30, 2013, March 31, 2012 and September 30, 2012. The condensed consolidating financial information presents, in separate columns, financial information for: Scotts Miracle-Gro on a Parent-only basis, carrying its investment in subsidiaries under the equity method; Guarantors on a combined basis, carrying their investments in subsidiaries which do not guarantee the debt (collectively, the “Non-Guarantors”) under the equity method; Non-Guarantors on a combined basis; and eliminating entries. The eliminating entries primarily reflect intercompany transactions, such as interest expense, accounts receivable and payable, short and long-term debt, and the elimination of equity investments and income in subsidiaries. Because the Parent is obligated to pay the unpaid principal amount and interest on all amounts borrowed by the Guarantors or Non-Guarantors under the credit facility (and was obligated to pay the unpaid principal amount and interest on all amounts borrowed by the Guarantors and Non-Guarantors under the previous senior secured five-year revolving loan facility), the borrowings and related interest expense for the loans outstanding of the Guarantors and Non-Guarantors are also presented in the accompanying Parent-only financial information, and are then eliminated.

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidating Statement of Operations
for the three months ended March 30, 2013

(In millions)

(Unaudited)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
Net sales	\$ —	\$ 843.8	\$ 175.8	\$ —	\$ 1,019.6
Cost of sales	—	523.3	117.5	—	640.8
Cost of sales—impairment, restructuring and other	—	—	0.1	—	0.1
Gross profit	—	320.5	58.2	—	378.7
Operating expenses:					
Selling, general and administrative	—	165.2	41.8	—	207.0
Impairment, restructuring and other	—	—	0.1	—	0.1
Other income, net	—	(0.6)	(0.9)	—	(1.5)
Income from operations	—	155.9	17.2	—	173.1
Equity income in subsidiaries	(107.7)	(10.8)	—	118.5	—
Other non-operating income	(8.3)	—	—	8.3	—
Interest expense	16.3	9.3	0.6	(8.3)	17.9
Income from continuing operations before income taxes	99.7	157.4	16.6	(118.5)	155.2
Income tax expense (benefit) from continuing operations	(0.3)	49.7	5.9	—	55.3
Income from continuing operations	100.0	107.7	10.7	(118.5)	99.9
Income from discontinued operations, net of tax	—	0.1	—	—	0.1
Net income	\$ 100.0	\$ 107.8	\$ 10.7	\$ (118.5)	\$ 100.0

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidating Statement of Operations
for the six months ended March 30, 2013
(In millions)
(Unaudited)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
Net sales	\$ —	\$ 997.1	\$ 228.3	\$ —	\$ 1,225.4
Cost of sales	—	655.2	160.3	—	815.5
Cost of sales—impairment, restructuring and other	—	—	0.1	—	0.1
Gross profit	—	341.9	67.9	—	409.8
Operating expenses:					
Selling, general and administrative	—	263.0	68.5	—	331.5
Impairment, restructuring and other	—	(0.4)	0.1	—	(0.3)
Other income, net	—	(1.5)	(1.1)	—	(2.6)
Income from operations	—	80.8	0.4	—	81.2
Equity income (loss) in subsidiaries	(47.8)	1.0	—	46.8	—
Other non-operating income	(12.3)	—	—	12.3	—
Interest expense	28.3	13.1	1.9	(12.2)	31.1
Income (loss) from continuing operations before income taxes	31.8	66.7	(1.5)	(46.9)	50.1
Income tax expense (benefit) from continuing operations	(0.5)	19.6	(0.6)	—	18.5
Income (loss) from continuing operations	32.3	47.1	(0.9)	(46.9)	31.6
Income from discontinued operations, net of tax	—	0.7	—	—	0.7
Net income (loss)	\$ 32.3	\$ 47.8	\$ (0.9)	\$ (46.9)	\$ 32.3

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidated Statements of Comprehensive Income
for the three months ended March 30, 2013

(In millions)
(Unaudited)

	<u>Parent</u>	<u>Subsidiary Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net income	\$ 100.0	\$ 107.8	\$ 10.7	\$ (118.5)	\$ 100.0
Other comprehensive income (loss), net of tax:					
Net foreign currency translation adjustment	—	—	(1.2)	—	(1.2)
Net change in derivatives	2.5	(0.1)	—	—	2.4
Net change in pension and other post retirement benefits	—	0.7	2.3	—	3.0
Total other comprehensive income	2.5	0.6	1.1	—	4.2
Comprehensive income	<u>\$ 102.5</u>	<u>\$ 108.4</u>	<u>\$ 11.8</u>	<u>\$ (118.5)</u>	<u>\$ 104.2</u>

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidated Statements of Comprehensive Income
for the six months ended March 30, 2013

(In millions)
(Unaudited)

	<u>Parent</u>	<u>Subsidiary Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net income (loss)	\$ 32.3	\$ 47.8	\$ (0.9)	\$ (46.9)	\$ 32.3
Other comprehensive income (loss), net of tax:					
Net foreign currency translation adjustment	—	—	(4.9)	—	(4.9)
Net change in derivatives	2.8	(1.2)	—	—	1.6
Net change in pension and other post retirement benefits	—	2.0	2.2	—	4.2
Total other comprehensive income (loss)	2.8	0.8	(2.7)	—	0.9
Comprehensive income (loss)	<u>\$ 35.1</u>	<u>\$ 48.6</u>	<u>\$ (3.6)</u>	<u>\$ (46.9)</u>	<u>\$ 33.2</u>

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidating Statement of Cash Flows
for the six months ended March 30, 2013

(In millions)

(Unaudited)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
NET CASH PROVIDED BY (USED) IN OPERATING ACTIVITIES	\$ 41.9	\$ (581.8)	\$ (5.4)	\$ —	\$ (545.3)
INVESTING ACTIVITIES					
Proceeds from sale of long-lived assets	—	0.1	—	—	0.1
Investments in property, plant and equipment	—	(30.3)	(4.3)	—	(34.6)
Investment in acquired business, net of cash acquired	—	(3.2)	—	—	(3.2)
Net cash provided by (used in) investing activities	—	(33.4)	(4.3)	—	(37.7)
FINANCING ACTIVITIES					
Borrowings under revolving and bank lines of credit	—	949.7	217.1	—	1,166.8
Repayments under revolving and bank lines of credit	—	(112.0)	(460.9)	—	(572.9)
Dividends paid	(40.6)	—	—	—	(40.6)
Payments on seller notes	—	(0.8)	—	—	(0.8)
Excess tax benefits from share-based payment arrangements	—	0.7	—	—	0.7
Cash received from the exercise of stock options	2.7	—	—	—	2.7
Intercompany financing	(4.0)	(222.1)	226.1	—	—
Net cash provided by (used in) financing activities	(41.9)	615.5	(17.7)	—	555.9
Effect of exchange rate changes on cash	—	—	(5.7)	—	(5.7)
Net increase (decrease) in cash and cash equivalents	—	0.3	(33.1)	—	(32.8)
Cash and cash equivalents, beginning of period	—	2.6	129.3	—	131.9
Cash and cash equivalents, end of period	\$ —	\$ 2.9	\$ 96.2	\$ —	\$ 99.1

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidating Balance Sheet
As of March 30, 2013
(In millions)
(Unaudited)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	\$ —	\$ 2.9	\$ 96.2	\$ —	\$ 99.1
Accounts receivable, net	—	497.6	216.3	—	713.9
Accounts receivable pledged	—	252.7	—	—	252.7
Inventories	—	492.9	120.1	—	613.0
Prepaid and other current assets	—	115.4	42.6	—	158.0
Total current assets	—	1,361.5	475.2	—	1,836.7
Property, plant and equipment, net	—	368.1	49.7	—	417.8
Goodwill	—	313.8	0.7	—	314.5
Intangible assets, net	—	259.1	40.1	—	299.2
Other assets	26.5	11.5	30.2	(39.5)	28.7
Equity investment in subsidiaries	849.1	—	—	(849.1)	—
Intercompany assets	921.2	185.2	—	(1,106.4)	—
Total assets	\$ 1,796.8	\$ 2,499.2	\$ 595.9	\$ (1,995.0)	\$ 2,896.9

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:					
Current portion of debt	\$ —	\$ 204.3	\$ 3.7	\$ —	\$ 208.0
Accounts payable	—	250.6	76.9	—	327.5
Other current liabilities	15.5	234.5	102.7	—	352.7
Total current liabilities	15.5	689.4	183.3	—	888.2
Long-term debt	1,157.5	736.6	26.4	(757.5)	1,163.0
Other liabilities	16.9	213.7	47.7	(39.5)	238.8
Equity investment in subsidiaries	—	180.7	—	(180.7)	—
Intercompany liabilities	—	—	348.9	(348.9)	—
Total liabilities	1,189.9	1,820.4	606.3	(1,326.6)	2,290.0
Shareholders' equity	606.9	678.8	(10.4)	(668.4)	606.9
Total liabilities and shareholders' equity	\$ 1,796.8	\$ 2,499.2	\$ 595.9	\$ (1,995.0)	\$ 2,896.9

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidating Statement of Operations
for the three months ended March 31, 2012
(In millions)
(Unaudited)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
Net sales	\$ —	\$ 959.5	\$ 210.9	\$ —	\$ 1,170.4
Cost of sales	—	572.2	136.3	—	708.5
Cost of sales—product registration and recall matters	—	0.2	—	—	0.2
Gross profit	—	387.1	74.6	—	461.7
Operating expenses:					
Selling, general and administrative	—	189.3	47.6	—	236.9
Impairment, restructuring and other	—	5.4	(0.3)	—	5.1
Product registration and recall matters	—	3.3	—	—	3.3
Other income, net	—	(0.2)	(0.5)	—	(0.7)
Income from operations	—	189.3	27.8	—	217.1
Equity income in subsidiaries	(134.9)	(16.9)	—	151.8	—
Other non-operating income	(9.3)	—	—	9.3	—
Interest expense	17.3	8.7	1.2	(9.3)	17.9
Income from continuing operations before income taxes	126.9	197.5	26.6	(151.8)	199.2
Income tax expense (benefit) from continuing operations	(0.3)	63.3	9.7	—	72.7
Income from continuing operations	127.2	134.2	16.9	(151.8)	126.5
Income from discontinued operations, net of tax	—	0.7	—	—	0.7
Net income	\$ 127.2	\$ 134.9	\$ 16.9	\$ (151.8)	\$ 127.2

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidating Statement of Operations
for the six months ended March 31, 2012
(In millions)
(Unaudited)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
Net sales	\$ —	\$ 1,105.0	\$ 265.0	\$ —	\$ 1,370.0
Cost of sales	—	704.6	177.9	—	882.5
Cost of sales—product registration and recall matters	—	0.2	—	—	0.2
Gross profit	—	400.2	87.1	—	487.3
Operating expenses:					
Selling, general and administrative	—	284.5	75.0	—	359.5
Impairment, restructuring and other	—	7.8	(0.4)	—	7.4
Product registration and recall matters	—	3.6	—	—	3.6
Other income, net	—	(0.5)	(0.8)	—	(1.3)
Income from operations	—	104.8	13.3	—	118.1
Equity income in subsidiaries	(68.7)	(7.2)	—	75.9	—
Other non-operating income	(15.6)	—	—	15.6	—
Interest expense	31.5	15.3	2.0	(15.6)	33.2
Income from continuing operations before income taxes	52.8	96.7	11.3	(75.9)	84.9
Income tax expense (benefit) from continuing operations	(0.5)	27.9	4.1	—	31.5
Income from continuing operations	53.3	68.8	7.2	(75.9)	53.4
Loss from discontinued operations, net of tax	—	(0.1)	—	—	(0.1)
Net income	\$ 53.3	\$ 68.7	\$ 7.2	\$ (75.9)	\$ 53.3

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidated Statements of Comprehensive Income
for the three months ended March 31, 2012

(In millions)

(Unaudited)

	<u>Parent</u>	<u>Subsidiary Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net income	\$ 127.2	\$ 134.9	\$ 16.9	\$ (151.8)	\$ 127.2
Other comprehensive income (loss), net of tax:					
Net foreign currency translation adjustment	—	—	(1.4)	—	(1.4)
Net change in derivatives	1.7	1.2	—	—	2.9
Net change in pension and other post retirement benefits	—	0.7	(0.5)	—	0.2
Total other comprehensive income (loss)	<u>1.7</u>	<u>1.9</u>	<u>(1.9)</u>	<u>—</u>	<u>1.7</u>
Comprehensive income	<u>\$ 128.9</u>	<u>\$ 136.8</u>	<u>\$ 15.0</u>	<u>\$ (151.8)</u>	<u>\$ 128.9</u>

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidated Statements of Comprehensive Income
for the six months ended March 31, 2012

(In millions)

(Unaudited)

	<u>Parent</u>	<u>Subsidiary Guarantors</u>	<u>Non- Guarantors</u>	<u>Eliminations</u>	<u>Consolidated</u>
Net income	\$ 53.3	\$ 68.7	\$ 7.2	\$ (75.9)	\$ 53.3
Other comprehensive income (loss), net of tax:					
Net foreign currency translation adjustment	—	—	(4.9)	—	(4.9)
Net change in derivatives	2.5	(0.2)	—	—	2.3
Net change in pension and other post retirement benefits	—	1.5	0.6	—	2.1
Total other comprehensive income (loss)	<u>2.5</u>	<u>1.3</u>	<u>(4.3)</u>	<u>—</u>	<u>(0.5)</u>
Comprehensive income	<u>\$ 55.8</u>	<u>\$ 70.0</u>	<u>\$ 2.9</u>	<u>\$ (75.9)</u>	<u>\$ 52.8</u>

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidating Statement of Cash Flows
for the six months ended March 31, 2012

(In millions)

(Unaudited)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
NET CASH USED IN OPERATING ACTIVITIES	\$ (15.8)	\$ (473.8)	\$ (130.8)	\$ —	\$ (620.4)
INVESTING ACTIVITIES					
Proceeds from sale of long-lived assets	—	0.5	—	—	0.5
Investments in property, plant and equipment	—	(21.4)	(4.3)	—	(25.7)
Net cash used in investing activities	—	(20.9)	(4.3)	—	(25.2)
FINANCING ACTIVITIES					
Borrowings under revolving and bank lines of credit	—	1,306.8	398.8	—	1,705.6
Repayments under revolving and bank lines of credit	—	(692.2)	(340.2)	—	(1,032.4)
Dividends paid	(37.2)	—	—	—	(37.2)
Purchase of common shares	(17.5)	—	—	—	(17.5)
Excess tax benefits from share-based payment arrangements	—	4.8	—	—	4.8
Cash received from the exercise of stock options	12.4	—	—	—	12.4
Intercompany financing	58.1	(111.7)	53.6	—	—
Net cash provided by financing activities	15.8	507.7	112.2	—	635.7
Effect of exchange rate changes on cash	—	—	1.4	—	1.4
Net increase (decrease) in cash and cash equivalents	—	13.0	(21.5)	—	(8.5)
Cash and cash equivalents, beginning of period	—	4.3	126.6	—	130.9
Cash and cash equivalents, end of period	\$ —	\$ 17.3	\$ 105.1	\$ —	\$ 122.4

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidating Balance Sheet
As of March 31, 2012
(In millions)
(Unaudited)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	\$ —	\$ 17.3	\$ 105.1	\$ —	\$ 122.4
Accounts receivable, net	—	640.6	258.4	—	899.0
Accounts receivable pledged	—	234.2	—	—	234.2
Inventories	—	481.1	120.5	—	601.6
Prepaid and other current assets	—	121.0	48.4	—	169.4
Total current assets	—	1,494.2	532.4	—	2,026.6
Property, plant and equipment, net	—	337.3	50.5	—	387.8
Goodwill	—	308.4	0.7	—	309.1
Intangible assets, net	—	264.9	46.9	—	311.8
Other assets	31.3	13.2	27.6	(37.7)	34.4
Equity investment in subsidiaries	825.4	—	—	(825.4)	—
Intercompany assets	1,004.1	168.2	—	(1,172.3)	—
Total assets	\$ 1,860.8	\$ 2,586.2	\$ 658.1	\$ (2,035.4)	\$ 3,069.7

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:					
Current portion of debt	\$ —	\$ 224.3	\$ 3.5	\$ —	\$ 227.8
Accounts payable	—	266.3	79.8	—	346.1
Other current liabilities	14.1	299.3	125.1	—	438.5
Total current liabilities	14.1	789.9	208.4	—	1,012.4
Long-term debt	1,237.1	654.1	187.1	(837.1)	1,241.2
Other liabilities	19.9	201.0	43.2	(37.7)	226.4
Equity investment in subsidiaries	—	286.1	—	(286.1)	—
Intercompany liabilities	—	—	335.2	(335.2)	—
Total liabilities	1,271.1	1,931.1	773.9	(1,496.1)	2,480.0
Shareholders' equity	589.7	655.1	(115.8)	(539.3)	589.7
Total liabilities and shareholders' equity	\$ 1,860.8	\$ 2,586.2	\$ 658.1	\$ (2,035.4)	\$ 3,069.7

THE SCOTTS MIRACLE-GRO COMPANY
Condensed Consolidating Balance Sheet
As of September 30, 2012
(In millions)
(Unaudited)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	\$ —	\$ 2.6	\$ 129.3	\$ —	\$ 131.9
Accounts receivable, net	—	248.4	82.5	—	330.9
Inventories	—	332.1	82.8	—	414.9
Prepaid and other current assets	—	88.5	33.8	—	122.3
Total current assets	—	671.6	328.4	—	1,000.0
Property, plant and equipment, net	—	368.2	59.2	—	427.4
Goodwill	—	308.7	0.7	—	309.4
Intangible assets, net	—	264.2	42.9	—	307.1
Other assets	29.8	11.2	32.8	(43.3)	30.5
Equity investment in subsidiaries	828.5	—	—	(828.5)	—
Intercompany assets	556.6	—	—	(556.6)	—
Total assets	<u>\$ 1,414.9</u>	<u>\$ 1,623.9</u>	<u>\$ 464.0</u>	<u>\$ (1,428.4)</u>	<u>\$ 2,074.4</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:					
Current portion of debt	\$ —	\$ 1.2	\$ 0.3	\$ —	\$ 1.5
Accounts payable	—	105.4	46.9	—	152.3
Other current liabilities	15.9	177.4	86.5	—	279.8
Total current liabilities	15.9	284.0	133.7	—	433.6
Long-term debt	777.1	99.8	281.3	(377.1)	781.1
Other liabilities	20.0	227.2	54.0	(43.4)	257.8
Equity investment in subsidiaries	—	303.7	—	(303.7)	—
Intercompany liabilities	—	50.9	128.5	(179.4)	—
Total liabilities	813.0	965.6	597.5	(903.6)	1,472.5
Shareholders' equity	601.9	658.3	(133.5)	(524.8)	601.9
Total liabilities and shareholders' equity	<u>\$ 1,414.9</u>	<u>\$ 1,623.9</u>	<u>\$ 464.0</u>	<u>\$ (1,428.4)</u>	<u>\$ 2,074.4</u>

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The purpose of this discussion is to provide an understanding of the financial condition and results of operations of The Scotts Miracle-Gro Company (“Scotts Miracle-Gro”) and its subsidiaries (collectively, together with Scotts Miracle-Gro, the “Company,” “we” or “us”) by focusing on changes in certain key measures from year-to-year. Management’s Discussion and Analysis is divided into the following sections:

- Executive summary
- Results of operations
- Segment results
- Liquidity and capital resources
- Regulatory matters
- Critical accounting policies and estimates

This discussion and analysis should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Scotts Miracle-Gro’s Annual Report on Form 10-K for the fiscal year ended September 30, 2012.

EXECUTIVE SUMMARY

We are a leading manufacturer and marketer of consumer branded products for lawn and garden care in North America and Europe. We are Monsanto’s exclusive agent for the marketing and distribution of consumer Roundup® non-selective herbicide products within the United States and other contractually specified countries. We have a presence in similar consumer branded products in Australia, the Far East and Latin America. We also operate Scotts LawnService®, the second largest lawn care service business in the United States. Our operations are divided into the following reportable segments: Global Consumer and Scotts LawnService®.

As a leading consumer branded lawn and garden company, our product development and marketing efforts are largely focused on providing innovative and differentiated products and on continually increasing brand and product awareness to inspire consumers and create retail demand. We have successfully applied this model for a number of years by focusing on research and development and investing in advertising to support and promote our products and brands. We continually explore new and innovative ways to communicate with consumers. We believe that we receive a significant return on these expenditures and anticipate a similar commitment to research and development, advertising and marketing investments in the future, with the continuing objective of driving profitable growth. We are undertaking initiatives in fiscal 2013 to focus on improving profitability while balancing the need to continually build stronger capabilities for future growth. These initiatives include price optimization, product cost-out initiatives and SG&A productivity.

Effective in our fourth quarter of fiscal 2012, we classified our professional seed business as discontinued operations. Prior to being reported as discontinued operations, our professional seed business was included as part of Corporate & Other.

Due to the nature of the lawn and garden business, significant portions of our products ship to our retail customers during our second and third fiscal quarters, as noted in the chart below. Our annual sales are further concentrated in the second and third fiscal quarters by retailers who rely on our ability to deliver products closer to when consumers buy our products, thereby reducing retailers’ pre-season inventories. For fiscal 2013, the Company expects the percent of total annual net sales from continuing operations for the second and third quarters to be in-line with fiscal 2010 and years prior.

	Percent of Net Sales from Continuing Operations by Quarter		
	2012	2011	2010
First Quarter	7.1%	8.1%	8.6%
Second Quarter	41.4%	40.1%	36.4%
Third Quarter	37.3%	37.4%	40.6%
Fourth Quarter	14.2%	14.4%	14.4%

The Scotts Miracle-Gro Board of Directors has authorized the repurchase of up to \$700 million of our Common Shares through September 30, 2014. Further, on August 9, 2012, we announced that the Scotts Miracle-Gro Board of Directors had increased our quarterly dividend from \$0.30 to \$0.325 per Common Share. The decision to increase the amount of cash we intend to return to our shareholders reflects our continued confidence in the business and our desire to maintain a consistent capital structure. From the inception of the share repurchase program in the fourth quarter of fiscal 2010 through the second quarter of fiscal 2013, we have repurchased approximately 7.8 million of our Common Shares in open market transactions for \$401.2 million.

RESULTS OF OPERATIONS

We classified our professional seed business as discontinued operations, for all periods presented, beginning in our fourth quarter of fiscal 2012. As a result, and unless specifically stated, all discussions regarding results for the three and six months ended March 30, 2013 and March 31, 2012, reflect results from our continuing operations.

The following table sets forth the components of income and expense as a percentage of net sales:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	62.9	60.6	66.6	64.4
Cost of sales—impairment, restructuring and other	—	—	—	—
Cost of sales – product registration and recall matters	—	—	—	—
Gross profit	37.1	39.4	33.4	35.6
Operating expenses:				
Selling, general and administrative	20.3	20.2	27.1	26.3
Impairment, restructuring and other	—	0.4	—	0.5
Product registration and recall matters	—	0.3	—	0.3
Other income, net	(0.1)	(0.1)	(0.2)	(0.1)
Income from operations	16.9	18.6	6.5	8.6
Interest expense	1.8	1.5	2.5	2.4
Income from continuing operations before income taxes	15.1	17.1	4.0	6.2
Income tax expense from continuing operations	5.4	6.2	1.5	2.3
Income from continuing operations	9.7	10.9	2.5	3.9
Income from discontinued operations, net of tax	—	0.1	0.1	—
Net income	9.7 %	11.0 %	2.6 %	3.9 %

Net Sales

Net sales for the three months ended March 30, 2013, were \$1,019.6 million, a decrease of 12.9% from net sales of \$1,170.4 million for the three months ended March 31, 2012. Net sales for the six months ended March 30, 2013, were \$1,225.4 million, a decrease of 10.6% from net sales of \$1,370.0 million for the six months ended March 31, 2012. The change in net sales was attributable to the following:

	THREE MONTHS ENDED	SIX MONTHS ENDED
	MARCH 30, 2013	MARCH 30, 2013
Volume	(13.6)%	(11.3)%
Pricing	0.9	0.8
Foreign exchange rates	(0.3)	(0.3)
Acquisitions	0.1	0.2
Change in net sales	(12.9)%	(10.6)%

The decrease in net sales for the three months ended March 30, 2013, was primarily driven by:

- decreased volume in our Global Consumer segment, resulting from a decrease in U.S. and international sales within all product categories due to a delay in the start of the spring lawn and garden selling season;
- a decrease in sales related to ICL supply agreements, which were entered into in connection with the sale of Global Pro in February 2011; and
- an unfavorable impact of foreign exchange rates as a result of the slight strengthening of the U.S. dollar relative to other currencies.

The decrease in net sales for the six months ended March 30, 2013, was primarily driven by:

- decreased volume in our Global Consumer segment, driven by a decrease in U.S. and international sales within all product categories due to a delay in the start of the spring lawn and garden selling season;
- a decrease in sales related to ICL supply agreements, which were entered into in connection with the sale of Global Pro in February 2011;
- an unfavorable impact of foreign exchange rates as a result of the slight strengthening of the U.S. dollar relative to other currencies;
- partially offset by increased volume within our Scotts LawnService® segment due to increased customer count and a weather driven delay of sales from the fourth quarter of fiscal 2012 to the first quarter of fiscal 2013.

Cost of Sales

The following table shows the major components of cost of sales:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
	(In millions)			
Materials	\$ 394.9	\$ 447.3	\$ 489.4	\$ 541.0
Manufacturing labor and overhead	117.9	126.1	146.1	152.5
Distribution and warehousing	107.0	111.8	145.4	147.8
Roundup reimbursements	21.0	23.3	34.6	41.2
	\$ 640.8	\$ 708.5	815.5	882.5
Impairment, restructuring and other	0.1	—	0.1	—
Product registration and recall matters	—	0.2	—	0.2
	\$ 640.9	\$ 708.7	\$ 815.6	\$ 882.7

Factors contributing to the change in cost of sales are outlined in the following table:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 30, 2013	MARCH 30, 2013	MARCH 30, 2013
	(In millions)			
Material costs	\$ 6.5	\$ 7.6		
Volume and product mix	(69.3)	(66.0)		
Roundup® reimbursements	(2.3)	(6.5)		
Foreign exchange rates	(2.5)	(2.1)		
Change in cost of sales	\$ (67.7)	(67.0)		
Impairment, restructuring and other	0.1	0.1		
Product registration and recall matters	(0.2)	(0.2)		
Change in cost of sales	\$ (67.8)	(67.1)		

The decrease in cost of sales, for the three and six months ended March 30, 2013, were primarily driven by:

- decreased volume in our Global Consumer segment, resulting from a delay in the start of the spring lawn and garden selling season;
- lower reimbursements attributable to our marketing agreement with Monsanto;

- favorable impact of foreign exchange rates as a results of a slight strengthening of the U.S. dollar relative to other currencies;
- partially offset by higher material costs due to increased prices of packaging for products and fertilizer inputs.

Gross Profit

As a percentage of net sales, our gross profit rate was 37.1% and 39.4% for the three months ended March 30, 2013 and March 31, 2012, respectively. As a percentage of net sales, our gross profit rate was 33.4% and 35.6% for the six months ended March 30, 2013 and March 31, 2012, respectively. Factors contributing to the change in gross profit rate are outlined in the following table:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013		MARCH 30, 2013	
Pricing		0.7 %		0.6 %
Material costs		(0.6)		(0.6)
Product mix and volume:				
Roundup® commissions and reimbursements		(0.3)		(0.2)
Corporate & Other		—		(0.1)
Scotts LawnService®		(0.1)		0.1
Global Consumer mix and volume		(2.0)		(2.0)
Change in gross profit rate		(2.3)%		(2.2)%
Impairment, restructuring and other		—		—
Product registration and recall matters		—		—
Change in gross profit rate		(2.3)%		(2.2)%

The decrease in the gross profit rates, for the three and six months ended March 30, 2013, was primarily driven by:

- decreased sales volume in our Global Consumer segment resulting in reduced leverage of fixed manufacturing and warehousing costs;
- increased material costs due to increased prices of packaging for products and fertilizer inputs;
- partially offset by increased pricing for the Global Consumer segment primarily within the U.S.

Selling, General and Administrative Expenses

The following table sets forth the components of selling, general and administrative expenses:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
	(In millions)			
Advertising	\$ 55.8	\$ 73.5	\$ 65.3	\$ 82.7
Share-based compensation	6.6	7.3	8.5	8.9
Research and development	12.3	12.0	22.6	24.2
Amortization of intangibles	2.0	1.6	3.9	3.7
Other selling, general and administrative	130.3	142.5	231.2	240.0
	<u>\$ 207.0</u>	<u>\$ 236.9</u>	<u>\$ 331.5</u>	<u>\$ 359.5</u>

Selling, general and administrative (“SG&A”) expenses decreased \$29.9 million, or 12.6%, to \$207.0 million for the second quarter of fiscal 2013 compared to the same period of fiscal 2012. The decrease in advertising of \$17.7 million was driven by our media purchasing efficiencies and a delay in advertising expense closer to the later start of the lawn and garden season for the current fiscal period. The decrease in other SG&A of \$12.2 million was driven by a decrease in outside consulting expenditures and marketing related expenditures due to cost productivity initiatives, partially offset by higher employee related costs, including severance.

SG&A expenses decreased \$28.0 million, or 7.8%, to \$331.5 million for the first six months of fiscal 2013 compared to the same period of fiscal 2012. The decrease in advertising of \$17.4 million was driven by our media purchasing efficiencies and a delay in advertising expense closer to the later start of the lawn and garden season for the current fiscal period. The decrease in

other SG&A of \$8.8 million was driven by a decrease in outside consulting and marketing related expenditures due to cost productivity initiatives, partially offset by higher employee related costs, including severance.

Impairment, Restructuring and Other

For the three months ended March 30, 2013, we recognized expense of \$0.2 million related to international employee severance within the Global Consumer segment. For the six months ended March 30, 2013, we recognized income of \$4.7 million related to the reimbursement by a vendor for a portion of the costs incurred for the development and commercialization of products including the active ingredient MAT 28 in the Global Consumer segment. We also recognized a \$4.3 million asset impairment charge as a result of issues with the commercialization of an insect repellent technology for the Global Consumer segment.

For the six months ended March 31, 2012, in continuation of the 2011 restructuring plan, the Company incurred an additional \$1.9 million in restructuring costs related to termination benefits provided to employees who accepted voluntary retirement and special termination benefits provided to certain employees upon future separation as well as \$0.2 million related to curtailment charges for its U.S. defined benefit pension and U.S. retiree medical plans.

Other Income, net

Other income was \$1.5 million for the three months ended March 30, 2013 compared to \$0.7 million for the three months ended March 31, 2012. Other income was \$2.6 million for the six months ended March 30, 2013 compared to \$1.3 million for the six months ended March 31, 2012. Other income is comprised of activities outside our normal business operations, such as royalty income from the licensing of certain of our brand names, franchise fee income from our Scotts LawnService® business, foreign exchange gains/losses and gains/losses from the sale of non-inventory assets.

Interest Expense

Interest expense was \$17.9 million for the three months ended March 30, 2013 compared to \$17.9 million for the three months ended March 31, 2012. Excluding the impact of foreign exchange rates, average borrowings declined by approximately \$99.2 million during the three months ended March 30, 2013, as compared to the same prior year period. The decline in average borrowings was driven by lower working capital needs associated with lower production of inventory. Additionally, there was an increase in our weighted average interest rate of 42 basis points primarily due to an increase in our credit facility rate due to an increase in our leverage ratio.

Interest expense was \$31.1 million for the six months ended March 30, 2013 compared to \$33.2 million for the six months ended March 31, 2012. Excluding the impact of foreign exchange rates, average borrowings declined by approximately \$67.0 million during the six months ended March 30, 2013, as compared to the same prior year period. The decline in average borrowings was primarily driven by lower working capital needs associated with lower production of inventory. Additionally, there was no change in our weighted average interest rate compared to the six months ended March 31, 2012, as the February 2012 expiration of our of 5.2% interest rate swap was offset by higher interest rates on our credit facility.

Income Tax Expense

The effective tax rate related to continuing operations for the three months ended March 30, 2013 was 35.6% compared to 36.5% for the three months ended March 31, 2012. The effective tax rate related to continuing operations for the six months ended March 30, 2013 was 36.9% compared to 37.1% for the six months ended March 31, 2012. The effective tax rate used for interim purposes was based on management's best estimate of factors impacting the effective tax rate for the full fiscal year. Factors affecting the estimated effective tax rate include assumptions as to income by jurisdiction (domestic and foreign), the availability and utilization of tax credits and the existence of elements of income and expense that may not be taxable or deductible. The estimated effective tax rate is subject to revision in later interim periods and at fiscal year end as facts and circumstances change during the course of the fiscal year. There can be no assurances that the effective tax rate estimated for interim financial reporting purposes will approximate the effective tax rate determined at fiscal year end.

Income from Continuing Operations

We reported income from continuing operations of \$99.9 million, or \$1.60 per diluted share, for the second quarter of fiscal 2013 compared to \$126.5 million, or \$2.04 per diluted share, for the second quarter of fiscal 2012. Income from continuing operations for the first six months of fiscal 2013 was \$31.6 million, or \$0.51 per diluted share, compared to \$53.4 million, or \$0.86 per diluted share, for the same period of fiscal 2012. The decrease in our income from continuing operations for the first three and six months ended March 30, 2013 was driven primarily by the impact of lower net sales, offset by lower general and administrative expenses. Diluted average common shares used in the diluted net income per common share calculation were 62.4 million for the second quarter of fiscal 2013 compared to 62.0 million for the same period a year ago. Diluted average common shares used in the diluted net income per common share calculation were 62.3 million for the first six months ended March 30, 2013 compared to 61.7 million for the first six months ended March 31, 2012. The increase in dilutive average common shares for the three and six months ended March 30, 2013 was a result of the exercise and issuance of share-based compensation awards.

SEGMENT RESULTS

Our continuing operations are divided into the following reportable segments: Global Consumer and Scotts LawnService®. This division of reportable segments is consistent with how the segments report to and are managed by the chief operating decision maker of the Company. Corporate & Other consists of revenues and expenses associated with our supply agreements with ICL and amortization related to the Roundup® Marketing Agreement, as well as corporate, general and administrative expenses and certain other income/expense items not allocated to the business segments.

Segment performance is evaluated based on several factors, including income from continuing operations before amortization, product registration and recall costs, and impairment, restructuring and other charges, which is not a measure recognized under GAAP. Senior management uses this measure of operating profit to gauge segment performance because we believe this measure is most indicative of performance trends and the overall earnings potential of each segment.

The following table sets forth net sales by segment:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
	(In millions)			
Global Consumer	\$ 974.6	\$ 1,119.6	\$ 1,127.8	\$ 1,268.7
Scotts LawnService®	32.9	35.9	77.7	73.5
Segment total	1,007.5	1,155.5	1,205.5	1,342.2
Corporate & Other	12.1	14.9	19.9	27.8
Consolidated	\$ 1,019.6	\$ 1,170.4	\$ 1,225.4	\$ 1,370.0

The following table sets forth segment income from continuing operations before income taxes:

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	MARCH 30, 2013	MARCH 31, 2012	MARCH 30, 2013	MARCH 31, 2012
	(In millions)			
Global Consumer	\$ 220.1	\$ 275.2	\$ 151.4	\$ 205.7
Scotts LawnService®	(17.0)	(12.9)	(17.9)	(17.5)
Segment total	203.1	262.3	133.5	188.2
Corporate & Other	(27.3)	(34.6)	(47.5)	(54.3)
Intangible asset amortization	(2.5)	(2.0)	(5.0)	(4.5)
Product registration and recall matters	—	(3.5)	—	(3.8)
Impairment, restructuring and other	(0.2)	(5.1)	0.2	(7.5)
Interest expense	(17.9)	(17.9)	(31.1)	(33.2)
Consolidated	\$ 155.2	\$ 199.2	\$ 50.1	\$ 84.9

Global Consumer

Global Consumer segment net sales were \$974.6 million in the second quarter of fiscal 2013, a decrease of 13.0% from the second quarter of fiscal 2012 sales of \$1,119.6 million, and were \$1,127.8 million for the first six months of fiscal 2013, a decrease of 11.1% from the first six months of fiscal 2012 sales of \$1,268.7 million. For the three months ended March 30, 2013, volume and foreign exchange rates unfavorably impacted net sales by 13.8% and 0.3%, respectively, partially offset by favorable price

and acquisition impacts of 1.0% and 0.1%, respectively. For the six months ended March 30, 2013, volume and foreign exchange rates unfavorably impacted net sales by 12.0% and 0.3%, respectively, partially offset by favorable price and acquisition impacts of 1.0% and 0.1%, respectively.

Net sales in the U.S. decreased \$111.0 million, or 12.1% and \$107.3 million, or 10.6%, for the second quarter and first six months of fiscal 2013, respectively, as compared to the same periods in fiscal 2012. The decrease in U.S. net sales for the second quarter and first six months was driven by lower sales within all product categories due to a delay in the start of the spring lawn and garden selling season.

Excluding the impact of changes in foreign exchange rates, net sales internationally decreased by \$30.5 million, or 14.8% and \$30.6 million, or 12.2%, for the second quarter and first six months of fiscal 2013, respectively. The decrease in sales internationally was primarily driven by lower sales in Europe within all product categories due to a delay in the start of the spring lawn and garden selling season.

Global Consumer segment operating income declined by \$55.1 million, or 20.0%, and \$54.3 million, or 26.4%, in the second quarter and first six months of fiscal 2013, respectively, as compared to the same period of fiscal 2012. Excluding the impact of changes in foreign exchange rates, the decline was 19.8% and 26.2% for the second quarter and first six months of fiscal 2013, respectively. The decrease was primarily driven by the impact of the volume declines in the U.S. and internationally.

Scotts LawnService®

Scotts LawnService® net sales decreased by \$3.0 million, or 8.4%, and increased \$4.2 million, or 5.7% in the second quarter and first six months of fiscal 2013, respectively, as compared to the same period of fiscal 2012. The decrease in net sales in the second quarter was driven by poor weather during the month of March 2013. The second quarter decrease was partially offset by a 19.2% increase in sales in the first quarter driven by increased customer count and a weather driven delay of sales from the fourth quarter of fiscal 2012 into the first quarter of 2013.

The operating loss for Scotts LawnService® increased by \$4.1 million, or 31.8%, and by \$0.4 million, or 2.3%, in the second quarter and first six months of fiscal 2013, respectively, as compared to the same period of fiscal 2012. The decline in performance was primarily driven by higher SG&A spending.

Corporate & Other

The net operating loss for Corporate & Other was \$27.3 million and \$47.5 million for the three and six months ended March 30, 2013, respectively compared to \$34.6 million and \$54.3 million for the three and six months ended March 31, 2012, respectively. The decrease for the three and six months ended March 30, 2013 was primarily related to reductions in our outside consulting expenditures due to our cost productivity initiatives, partially offset by higher employee related costs, including severance and incentive compensation.

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

Cash used in operating activities totaled \$545.3 million and \$620.4 million for the six months ended March 30, 2013 and March 31, 2012, respectively. Cash used by operating activities declined \$75.1 million primarily due to a decrease in cash used for working capital of \$94.6 million, partially offset by a decline in net income of \$21.0 million. The decrease in cash used for working capital was primarily due to reduced sales volume as a result of the delay in the lawn and garden season.

Investing Activities

Cash used in investing activities totaled \$37.7 million and \$25.2 million for the six months ended March 30, 2013 and March 31, 2012, respectively. Cash used for investments in property, plant and equipment during the first six months of fiscal 2013 and fiscal 2012 was \$34.6 million and \$25.7 million, respectively, primarily related to investments to increase efficiencies at existing production facilities. Additionally, during the six months ended March 30, 2013, we completed acquisitions of two franchisee businesses within our Scotts LawnService® segment.

Financing Activities

Financing activities provided cash of \$555.9 million and \$635.7 million for the six months ended March 30, 2013 and March 31, 2012, respectively. The decrease in cash provided by financing activities was primarily the result of lower net borrowings under our credit facility of \$79.3 million during the second quarter of fiscal 2013, a decrease in net cash received from stock option activity of \$13.8 million, partially offset by a decrease in repurchases of our common shares in fiscal 2012 of \$17.5 million.

Cash and Cash Equivalents

Our cash and cash equivalents were held in cash depository accounts with major financial institutions around the world or invested in high quality, short-term liquid investments with a balance of \$99.1 million as of March 30, 2013, compared to \$122.4 million as of March 31, 2012. The cash and cash equivalents balance at March 30, 2013 included \$94.1 million held by controlled foreign corporations. Our current plans do not demonstrate a need to, nor do we have plans to, repatriate the retained earnings from these foreign corporations as the earnings are indefinitely reinvested. However, in the future, if we determine it is necessary to repatriate these funds, or we sell or liquidate any of these foreign corporations, we may be required to pay associated taxes on the repatriation.

Borrowing Agreements

Our primary sources of liquidity are cash generated by operations and borrowings under our credit agreement, which is guaranteed by substantially all of Scotts Miracle-Gro's domestic subsidiaries. On June 30, 2011, Scotts Miracle-Gro and certain of its subsidiaries entered into a second amended and restated senior secured credit facility, providing for revolving loans in the aggregate principal amount of up to \$1.7 billion over a five-year term. Borrowings may be made in various currencies including U.S. dollars, Euros, British pounds, Australian dollars and Canadian dollars. Under this credit facility, we may request up to an additional \$450 million in revolving and/or term commitments, subject to certain specified conditions, including approval from our lenders.

Under our credit facility, we have the ability to issue letters of credit up to \$75 million. At March 30, 2013, we had letters of credit in the aggregate face amount of \$23.7 million outstanding and \$918.8 million of availability under our credit facility, subject to our continued compliance with covenants discussed below.

On November 15, 2012, we entered into a new Master Accounts Receivable Purchase Agreement (the "2012 MARP Agreement"), with an initial stated termination date of October 30, 2013, or such later date as may be mutually agreed by the Company and the banks party thereto. The 2012 MARP Agreement, which is uncommitted, provides for the discretionary sale by the Company, and the discretionary purchase by the banks, on a revolving basis, of accounts receivable generated by sales to three specified debtors in an aggregate amount not to exceed \$400 million, with debtor sublimits ranging from \$100 million to \$200 million. Under the terms of the 2012 MARP Agreement, the banks have the opportunity, but not the obligation, to purchase those accounts receivable offered by us at a discount (from the agreed base value thereof) effectively equal to the greater of 7-day or 3-month LIBOR plus 0.75%.

We account for the sale of receivables under the 2012 MARP Agreement as short-term debt and continue to carry the receivables on our Consolidated Balance Sheet, primarily as a result of our right to repurchase receivables sold. There were short-term borrowings under the 2012 MARP Agreement of \$202.1 million as of March 30, 2013 and \$222.5 million as of March 31, 2012.

As of March 30, 2013, we were in compliance with all debt covenants. Our credit facility contains, among other obligations, an affirmative covenant regarding our leverage ratio, calculated as indebtedness relative to our earnings before interest, taxes, depreciation and amortization. Under the terms of the credit facility, the maximum leverage ratio was 3.50 as of March 30, 2013. Our leverage ratio was 3.24 at March 30, 2013. Our credit facility also includes an affirmative covenant regarding our interest coverage. Under the terms of the credit facility, the minimum interest coverage ratio was 3.50 for the twelve months ended March 30, 2013. Our interest coverage ratio was 4.45 for the twelve months ended March 30, 2013.

We continue to monitor our compliance with the leverage ratio, interest coverage ratio and other covenants contained in the credit facility and, based upon our current operating assumptions, we expect to remain in compliance with the permissible leverage ratio and interest coverage ratio throughout fiscal 2013. However, an unanticipated charge to earnings, an increase in debt or other factors could materially affect our ability to remain in compliance with the financial or other covenants of our credit facility, potentially causing us to have to seek an amendment or waiver from our lending group which could result in repricing of our credit facility. While we believe we have good relationships with our banking group, we can provide no assurance that such a request would result in a modified or replacement credit facility on reasonable terms, if at all.

In our opinion, cash flows from operations and borrowings under our credit agreement will be sufficient to meet debt service and working capital needs during fiscal 2013, and thereafter for the foreseeable future. However, we cannot ensure that our business will generate sufficient cash flow from operations or that future borrowings will be available under our credit facility in amounts sufficient to pay indebtedness or fund other liquidity needs. Actual results of operations will depend on numerous factors, many of which are beyond our control.

Judicial and Administrative Proceedings

We are party to various pending judicial and administrative proceedings arising in the ordinary course of business, including, among others, proceedings based on accidents or product liability claims and alleged violations of environmental laws. We have reviewed these pending judicial and administrative proceedings, including the probable outcomes, reasonably anticipated costs

and expenses, and the availability and limits of our insurance coverage, and have established what we believe to be appropriate reserves. We do not believe that any liabilities that may result from these pending judicial and administrative proceedings are reasonably likely to have a material effect on our financial condition, results of operations or cash flows; however, there can be no assurance that future quarterly or annual operating results will not be materially affected by final resolution of these matters.

Contractual Obligations

There have been no material changes outside of the ordinary course of business, in our outstanding contractual obligations since the end of fiscal 2012 and through March 30, 2013.

REGULATORY MATTERS

We are subject to local, state, federal and foreign environmental protection laws and regulations with respect to our business operations and believe we are operating in substantial compliance with, or taking actions aimed at ensuring compliance with, such laws and regulations. We are involved in several legal actions with various governmental agencies related to environmental matters. While it is difficult to quantify the potential financial impact of actions involving these environmental matters, particularly remediation costs at waste disposal sites and future capital expenditures for environmental control equipment, in the opinion of management, the ultimate liability arising from such environmental matters, taking into account established reserves, should not have a material effect on our financial condition, results of operations or cash flows. However, there can be no assurance that the resolution of these matters will not materially affect our future quarterly or annual results of operations, financial condition or cash flows. Additional information on environmental matters affecting us is provided in Scotts Miracle Gro's Annual Report on Form 10-K for the fiscal year ended September 30, 2012, under "ITEM 1. BUSINESS — Regulatory Considerations" and "ITEM 3. LEGAL PROCEEDINGS."

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preceding discussion and analysis of our consolidated results of operations and financial condition should be read in conjunction with our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. Scotts Miracle-Gro's Annual Report on Form 10-K for the fiscal year ended September 30, 2012 includes additional information about us, our operations, our financial condition, our critical accounting policies and accounting estimates, and should be read in conjunction with this Quarterly Report on Form 10-Q.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks have not changed significantly from those disclosed in Scotts Miracle-Gro's Annual Report on Form 10-K for the fiscal year ended September 30, 2012.

ITEM 4. CONTROLS AND PROCEDURES

The Scotts Miracle-Gro Company (the "Registrant") maintains "disclosure controls and procedures," as such term is defined under Exchange Act Rule 13a-15(e), that are designed to ensure that information required to be disclosed in the Registrant's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Registrant's management, including its principal executive officer and its principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, the Registrant's management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and in reaching a reasonable level of assurance, the Registrant's management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

With the participation of the principal executive officer and principal financial officer of the Registrant, the Registrant's management has evaluated the effectiveness of the Registrant's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the fiscal quarter covered by this Quarterly Report on Form 10-Q. Based upon that evaluation, the Registrant's principal executive officer and principal financial officer have concluded that the Registrant's disclosure controls and procedures were effective at the reasonable assurance level.

In addition, there were no changes in the Registrant's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the Registrant's fiscal quarter ended March 30, 2013 that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Other than as discussed in “NOTE 11. CONTINGENCIES” of the Notes to Condensed Consolidated Financial Statements, pending material legal proceedings have not changed significantly since those disclosed in Scotts Miracle-Gro's Annual Report on Form 10-K for the fiscal year ended September 30, 2012.

ITEM 1A. RISK FACTORS

The Company's risk factors as of March 30, 2013 have not changed materially from those described in “ITEM 1A. RISK FACTORS” in Scotts Miracle-Gro's Annual Report on Form 10-K for the fiscal year ended September 30, 2012.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q, including the exhibits hereto and the information incorporated by reference herein, contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to risks and uncertainties. Other than statements of historical fact, information regarding activities, events and developments that we expect or anticipate will or may occur in the future, including, but not limited to, information relating to our future growth and profitability targets and strategies designed to increase total shareholder value, are forward-looking statements based on management's estimates, assumptions and projections. Forward-looking statements also include, but are not limited to, statements regarding our future economic and financial condition and results of operations, the plans and objectives of management and our assumptions regarding our performance and such plans and objectives, as well as the amount and timing of repurchases of Scotts Miracle-Gro common shares. These forward-looking statements generally can be identified through the use of words such as “guidance,” “outlook,” “projected,” “believe,” “target,” “predict,” “estimate,” “forecast,” “strategy,” “may,” “goal,” “expect,” “anticipate,” “intend,” “plan,” “foresee,” “likely,” “will,” “should” and other similar words and variations.

Forward-looking statements contained in this Quarterly Report on Form 10-Q are predictions only and actual results could differ materially from management's expectations due to a variety of factors, including those described in “ITEM 1A. RISK FACTORS” in Scotts Miracle-Gro's Annual Report on Form 10-K for the fiscal year ended September 30, 2012. All forward-looking statements attributable to us or persons working on our behalf are expressly qualified in their entirety by such risk factors.

The forward-looking statements that we make in this Quarterly Report on Form 10-Q are based on management's current views and assumptions regarding future events and speak only as of their dates. We disclaim any obligation to update developments of these risk factors or to announce publicly any revisions to any of the forward-looking statements that we make, or to make corrections to reflect future events or developments, except as required by the federal securities laws.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The payment of future dividends, if any, on the Common Shares will be determined by the Board of Directors in light of conditions then existing, including the Company's earnings, financial condition and capital requirements, restrictions in financing agreements, business conditions and other factors. The Company's credit facility restricts future dividend payments to an aggregate of \$125 million annually through fiscal 2013 and \$150 million annually beginning in fiscal 2014 if our leverage ratio, after giving effect to any such annual dividend payment, exceeds 2.50. Our leverage ratio was 3.24 at March 30, 2013.

(a) Issuer Purchases of Equity Securities

The following table shows the purchases of Common Shares made by or on behalf of Scotts Miracle-Gro or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, as amended) of Scotts Miracle-Gro for each fiscal month in the six months ended March 30, 2013:

Period	Total Number of Common Shares Purchased(1)	Average Price Paid per Common Share(2)	Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Programs(3)	Approximate Dollar Value of Common Shares That May Yet be Purchased Under the Plans or Programs(3)
December 30, 2012 through January 26, 2013	60	\$ 44.61	—	\$ 298,816,786
January 27, 2013 through February 23, 2013	—	\$ —	—	\$ 298,816,786
February 24, 2013 through March 30, 2013	2,649	\$ 45.65	—	\$ 298,816,786
Total	2,709	\$ —	—	

(1) Amounts in this column represent Common Shares purchased by the trustee of the rabbi trust established by the Company as permitted pursuant to the terms of The Scotts Company LLC Executive Retirement Plan (the "ERP"). The ERP is an unfunded, non-qualified deferred compensation plan which, among other things, provides eligible employees the opportunity to defer compensation above specified statutory limits applicable to The Scotts Company LLC Retirement Savings Plan and with respect to any Executive Management Incentive Pay (as defined in the ERP), Performance Award (as defined in the ERP) or other bonus awarded to such eligible employees. Pursuant to the terms of the ERP, each eligible employee has the right to elect an investment fund, including a fund consisting of Common Shares (the "Scotts Miracle-Gro Common Stock Fund"), against which amounts allocated to such employee's account under the ERP, including employer contributions, will be benchmarked (all ERP accounts are bookkeeping accounts only and do not represent a claim against specific assets of the Company). Amounts allocated to employee accounts under the ERP represent deferred compensation obligations of the Company. The Company established the rabbi trust in order to assist the Company in discharging such deferred compensation obligations. When an eligible employee elects to benchmark some or all of the amounts allocated to such employee's account against the Scotts Miracle-Gro Common Stock Fund, the trustee of the rabbi trust purchases the number of Common Shares equivalent to the amount so benchmarked. All Common Shares purchased by the trustee are purchased on the open market and are held in the rabbi trust until such time as they are distributed pursuant to the terms of the ERP. All assets of the rabbi trust, including any Common Shares purchased by the trustee, remain, at all times, assets of the Company, subject to the claims of its creditors. The terms of the ERP do not provide for a specified limit on the number of Common Shares that may be purchased by the trustee of the rabbi trust.

(2) The average price paid per Common Share is calculated on a settlement basis and includes commissions.

(3) In August 2010, the Scotts Miracle-Gro Board of Directors authorized the repurchase of up to \$500 million of the Common Shares over a four-year period (through September 30, 2014). On May 4, 2011, the Scotts Miracle-Gro Board of Directors authorized the repurchase of up to an additional \$200 million of the Common Shares, resulting in authority to repurchase up to a total of \$700 million of the Common Shares through September 30, 2014. The dollar amounts in the "Approximate Dollar Value" column reflect the total \$700 million authorized repurchase program.

ITEM 5. OTHER INFORMATION
Adoption of Accounting Guidance for Revised Comprehensive Income Presentation

Effective with the first quarter ended December 29, 2012, The Scotts Miracle-Gro Company ("the Company") adopted accounting guidance that changed how comprehensive income is presented in the consolidated financial statements. This guidance was applied retrospectively for the interim periods presented. The adoption of this guidance changed the presentation of the consolidated financial statements but did not affect the calculation of net income, comprehensive income or earnings per share. The revised presentation of comprehensive income for the three most recently completed fiscal years ended September 30, 2012, 2011 and 2010 is presented herein.

The Company has unsecured senior obligations outstanding that require the presentation of condensed, consolidating financial information in accordance with SEC Regulation S-X Rule 3-10, *Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered*. Accordingly, the revised presentation of comprehensive income (loss) is also presented for the parent, subsidiary guarantors and subsidiary non-guarantors for the years ended September 30, 2012, 2011 and 2010.

This financial information should be read in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2012 and other Company filings with the Securities and Exchange Commission.

**Consolidated Statements of Comprehensive Income
for the years ended September 30
(In millions)**

	2012	2011	2010
Net income	\$ 106.5	\$ 167.9	\$ 204.1
Other comprehensive income (loss), net of tax:			
Net foreign currency translation adjustment	2.3	(10.1)	1.0
Net change in derivatives	(0.9)	(3.0)	4.6
Net change in pension and other post retirement benefits	(10.7)	12.2	(9.9)
Total other comprehensive loss	(9.3)	(0.9)	(4.3)
Comprehensive income	\$ 97.2	\$ 167.0	\$ 199.8

**Condensed Consolidating Statements of Comprehensive Income
for the year ended September 30, 2012
(In millions)**

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
Net income (loss)	\$ 106.5	\$ 126.4	\$ (1.3)	\$ (125.1)	\$ 106.5
Other comprehensive income (loss), net of tax:					
Net foreign currency translation adjustment	—	—	2.3	—	2.3
Net change in derivatives	0.1	(1.0)	—	—	(0.9)
Net change in pension and other post retirement benefits	—	(1.2)	(9.5)	—	(10.7)
Total other comprehensive income (loss)	0.1	(2.2)	(7.2)	—	(9.3)
Comprehensive income (loss)	\$ 106.6	\$ 124.2	\$ (8.5)	\$ (125.1)	\$ 97.2

Condensed Consolidating Statements of Comprehensive Income
for the year ended September 30, 2011
(In millions)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
Net income	\$ 167.9	\$ 186.8	\$ 41.6	\$ (228.4)	\$ 167.9
Other comprehensive income (loss), net of tax:					
Net foreign currency translation adjustment	—	—	(10.1)	—	(10.1)
Net change in derivatives	(4.3)	1.3	—	—	(3.0)
Net change in pension and other post retirement benefits	—	(1.6)	13.8	—	12.2
Total other comprehensive income (loss)	(4.3)	(0.3)	3.7	—	(0.9)
Comprehensive income	\$ 163.6	\$ 186.5	\$ 45.3	\$ (228.4)	\$ 167.0

Condensed Consolidating Statements of Comprehensive Income
for the year ended September 30, 2010
(In millions)

	Parent	Subsidiary Guarantors	Non- Guarantors	Eliminations	Consolidated
Net income	\$ 204.1	\$ 212.5	\$ 21.9	\$ (234.4)	\$ 204.1
Other comprehensive income (loss), net of tax:					
Net foreign currency translation adjustment	—	—	1.0	—	1.0
Net change in derivatives	(1.2)	5.8	—	—	4.6
Net change in pension and other post retirement benefits	—	(1.1)	(8.8)	—	(9.9)
Total other comprehensive income (loss)	(1.2)	4.7	(7.8)	—	(4.3)
Comprehensive income	\$ 202.9	\$ 217.2	\$ 14.1	\$ (234.4)	\$ 199.8

ITEM 6. EXHIBITS

See Index to Exhibits at page 50 for a list of the exhibits included herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE SCOTTS MIRACLE-GRO COMPANY

Date: May 7, 2013

/s/ LAWRENCE A. HILSHEIMER

Lawrence A. Hilsheimer

Executive Vice President and Chief Financial Officer

THE SCOTTS MIRACLE-GRO COMPANY
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED March 30, 2013

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION	LOCATION
10.1	The Scotts Miracle-Gro Company Long-Term Incentive Plan (effective as of January 17, 2013)	Incorporated herein by reference to the Registrant's Current Report on Form 8-K filed January 24, 2013 (File No. 1-11593) [Exhibit 10.1]
10.2	Specimen form of Deferred Stock Unit Award Agreement for Nonemployee Directors (with Related Dividend Equivalents) used to evidence grants of Deferred Stock Units which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan (Deferral of Cash Retainer — post-January 17, 2013 version)	Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2012 (File No. 1-11593) [Exhibit 10.2]
10.3	Specimen form of Deferred Stock Unit Award Agreement for Nonemployee Directors (with Related Dividend Equivalents) used to evidence grants of Deferred Stock Units which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan (post-January 17, 2013 version)	Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2012 (File No. 1-11593) [Exhibit 10.3]
10.4	Specimen form of Deferred Stock Unit Award Agreement for Nonemployee Directors (with Related Dividend Equivalents) used to evidence grants of Deferred Stock Units made on January 18, 2013 to William G. Jurgensen under The Scotts Miracle-Gro Company Long-Term Incentive Plan	Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2012 (File No. 1-11593) [Exhibit 10.4]
10.5	Specimen form of Restricted Stock Unit Award Agreement for Employees (with Related Dividend Equivalents) used to evidence grants of Restricted Stock Units which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan (post-January 17, 2013 version)	Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2012 (File No. 1-11593) [Exhibit 10.5]
10.6	Specimen form of Restricted Stock Unit Award Agreement for Employees (with Related Dividend Equivalents) used to evidence grants of Restricted Stock Units made on April 1, 2013 to Lawrence A. Hilsheimer under The Scotts Miracle-Gro Company Long-Term Incentive Plan	*
10.7	Specimen form of Performance Unit Award Agreement for Employees (with Related Dividend Equivalents) used to evidence grants of Performance Units which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan (post-January 17, 2013 version)	Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2012 (File No. 1-11593) [Exhibit 10.6]

10.8	Specimen form of Performance Unit Award Agreement for Employees (with Related Dividend Equivalents) used to evidence grants of Performance Units made on January 18, 2013 to James Hagedorn under The Scotts Miracle-Gro Company Long-Term Incentive Plan (post-January 17, 2013 version)	*
10.9	Specimen form of Nonqualified Stock Option Award Agreement for Employees used to evidence grants of Nonqualified Stock Options which may be made under The Scotts Miracle-Gro Company Long-Term Incentive Plan (post-January 17, 2013 version)	Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2012 (File No. 1-11593) [Exhibit 10.7]
10.10	Third Amendment to The Scotts Company LLC Executive Retirement Plan, as Amended and Restated as of January 1, 2011 (effective as of January 1, 2013)	Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2012 (File No. 1-11593) [Exhibit 10.10]
31.1	Rule 13a-14(a)/15d-14(a) Certifications (Principal Executive Officer)	*
31.2	Rule 13a-14(a)/15d-14(a) Certifications (Principal Financial Officer)	*
32	Section 1350 Certifications (Principal Executive Officer and Principal Financial Officer)	*
101.INS	XBRL Instance Document	*
101.SCH	XBRL Taxonomy Extension Schema	*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	*
101.DEF	XBRL Taxonomy Extension Definition Linkbase	*
101.LAB	XBRL Taxonomy Extension Label Linkbase	*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	*

* Included herewith

**THE SCOTTS MIRACLE-GRO COMPANY
LONG-TERM INCENTIVE PLAN
(As Amended And Restated January 17, 2013)**

**RESTRICTED STOCK UNIT AWARD AGREEMENT FOR EMPLOYEES
(with related dividend equivalents)**

**RESTRICTED STOCK UNITS GRANTED TO
LAWRENCE A. HILSHEIMER ON APRIL 1, 2013**

This Award Agreement describes the type of Award that you have been granted and the terms and conditions of your Award.

1. DESCRIPTION OF YOUR RESTRICTED STOCK UNITS. You have been granted **32,665** Restricted Stock Units (“RSUs”) and an equal number of related dividend equivalents. The “Grant Date” of your Award is **April 1, 2013**. Each whole RSU represents the right to receive one full Share at the time and in the manner described in this Award Agreement. Subject to Section 5 of this Award Agreement, each dividend equivalent represents the right to receive an amount equal to the dividends that are declared and paid during the period beginning on the Grant Date and ending on the Settlement Date (as described in Section 4(a) of this Award Agreement) with respect to the Share represented by the related RSU. To accept this Award Agreement, you must return a signed copy of this Award Agreement no later than **May 15, 2013**, to **Merrill Lynch** (the “Third Party Administrator”) as follows:

Merrill Lynch
Attention: Stephen Smith
8245 Pulsar Place, Suite 200
Columbus, OH 43240
(800) 285-0648

2. INCORPORATION OF PLAN AND DEFINITIONS.

- (a) This Award Agreement and your RSUs are granted pursuant to and in accordance with The Scotts Miracle-Gro Company Long-Term Incentive Plan as amended and restated January 17, 2013 (the “Plan”). All provisions of the Plan are incorporated herein by reference, and your RSUs and related dividend equivalents are subject to the terms of the Plan and this Award Agreement. To the extent there is a conflict between this Award Agreement and the Plan, the Plan will govern.
- (b) Capitalized terms that are not defined in this Award Agreement have the same meanings as in the Plan.

3. VESTING. Except as provided in Section 6 of this Award Agreement, the RSUs described in this Award Agreement will vest as follows:

4. **Vesting Of RSUs.** Except as provided in Section 7 of this Agreement, the RSUs described in this Agreement will vest as follows:

- (a) **General Vesting.** In general, the “Vesting Schedule” is as follows:
- i. If Participant’s employment continues uninterrupted from the Grant Date until the first anniversary of the Grant Date, **8,166** of the RSUs described in this Agreement will become vested;
 - ii. If Participant’s employment continues uninterrupted from Grant Date until the second anniversary of the Grant Date, an additional **8,166** of the RSUs described in this Agreement will become vested; and
 - iii. If Participant’s employment continues uninterrupted from the Grant Date until the third anniversary of the Grant Date, the final **16,333** of the RSUs described in this Agreement will become vested.
- (b) **Accelerated Vesting.** Under the following circumstances, any outstanding RSUs not previously vested will become 100% vested earlier than as provided in the Vesting Schedule:
- (i) If you Terminate because of your death or because you become Disabled (as defined below), any outstanding RSUs not previously vested will become 100% vested as of the date of such event and will be settled in accordance with Section 4 of this Award Agreement. For purposes of this Award Agreement, “Disabled” means (A) you are unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, (B) you are, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering Employees of your employer, or (C) you are determined to be totally disabled by the Social Security Administration or Railroad Retirement Board; or
 - (ii) If you Terminate for a reason other than Cause after reaching age 55 and completing at least 10 years of employment with the Company, its Affiliates and/or its Subsidiaries, any outstanding RSUs not previously vested will become 100% vested as of the date of such event and will be settled in accordance with Section 4 of this Award Agreement.

4. SETTLEMENT.

- (a) Subject to the terms of the Plan and this Award Agreement, your vested RSUs, minus any shares that are withheld for taxes as provided under Section 4(c), shall be settled in a lump sum as soon as administratively practicable, but no later than 60 days following the earliest date to occur of: (i) your Termination due to your death or Disability; or (ii) the third anniversary of the Grant Date (the "Settlement Date"). Your whole RSUs shall be settled in full Shares, and any fractional RSU shall be settled in cash, determined based upon the Fair Market Value of a Share on the Settlement Date.
- (b) Except as provided in Section 5 of this Award Agreement, you will have none of the rights of a shareholder with respect to Shares underlying the RSUs unless and until you become the record holder of such Shares.
- (c) You may use one of the following methods to pay the required withholding taxes related to the vesting of your RSUs. You will decide on the method at the time prescribed by the Company. If you do not elect one of these methods, the Company will apply the Net Settlement method described below:
 - (i) **CASH PAYMENT:** If you elect this alternative, you will be responsible for paying the Company through the Third Party Administrator cash equal to the minimum statutory withholding requirements applicable on your RSUs.
 - (ii) **NET SETTLEMENT:** If you elect this alternative, the Company will retain the number of shares with a Fair Market Value equal to the minimum statutory withholding requirements applicable on your RSUs.
- (d) Normally, your RSUs will vest and be settled only under the circumstances described above. However, if there is a Change in Control, your RSUs will become 100% vested on the date of the Change in Control and will be settled as described in the Plan. See the Plan for further details.

5. DIVIDEND EQUIVALENTS. You will be entitled to receive a dividend equivalent equal to any dividends declared and paid on each Share represented by a related RSU, subject to the same terms and conditions as the related RSU. Any dividend equivalents described in this Section 5 will be distributed to you in accordance with Section 4 of this Award Agreement or forfeited, depending on whether or not you have met the conditions described in this Award Agreement and the Plan. Any such distributions will be made in (i) cash, for any dividend equivalents relating to cash dividends and/or (ii) Shares, for any dividend equivalents relating to Share dividends.

6. FORFEITURE.

- (a) Except as otherwise provided in Section 3 or Section 4(d) of this Award Agreement, you will forfeit your unvested RSUs if you Terminate prior to the Vesting Date.

- (b) If you engage in “Conduct That Is Harmful To The Company” (as described below), you will forfeit your RSUs and related dividend equivalents and must return to the Company all Shares and other amounts you have received through the Plan or this Award Agreement if, without the Company’s written consent, you do any of the following within 180 days before and 730 days after you Terminate:
- (i) You breach any confidentiality, nondisclosure, and/or noncompetition obligations under any agreement or plan with the Company or any Affiliate or Subsidiary;
 - (ii) You fail or refuse to consult with, supply information to or otherwise cooperate with the Company or any Affiliate or Subsidiary after having been requested to do so;
 - (iii) You deliberately engage in any action that the Company concludes has caused substantial harm to the interests of the Company or any Affiliate or Subsidiary;
 - (iv) You fail to return all property (other than personal property), including vehicles, computer or other equipment or electronic devices, keys, notes, memoranda, writings, lists, files, reports, customer lists, correspondence, tapes, disks, cards, surveys, maps, logs, machines, technical data, formulae or any other tangible property or document and any and all copies, duplicates or reproductions that you have produced or received or have otherwise been provided to you in the course of your employment with the Company or any Affiliate or Subsidiary; or
 - (v) You engaged in conduct that the Committee reasonably concludes would have given rise to a Termination for Cause had it been discovered before you Terminated.

7. AMENDMENT AND TERMINATION. Subject to the terms of the Plan, the Company may amend or terminate this Award Agreement or the Plan at any time.

8. BENEFICIARY DESIGNATION. You may name a beneficiary or beneficiaries to receive any RSUs and related dividend equivalents that vest before you die but are settled after you die. This may be done only on the attached Beneficiary Designation Form and by following the rules described in that Form. The Beneficiary Designation Form does not need to be completed now and is not required as a condition of receiving your Award. However, if you die without completing a Beneficiary Designation Form or if you do not complete that Form correctly, your beneficiary will be your surviving spouse or, if you do not have a surviving spouse, your estate.

9. TRANSFERRING YOUR RSUs AND RELATED DIVIDEND EQUIVALENTS. Except as described in Section 8, your RSUs and related dividend equivalents may not be transferred to another person. Also, the Committee may allow you to place your RSUs and related dividend

equivalents into a trust established for your benefit or the benefit of your family. Contact the Third Party Administrator for further details.

10. GOVERNING LAW. This Award Agreement shall be governed by the laws of the State of Ohio, excluding any conflicts or choice of law rule or principle that might otherwise refer construction or interpretation of the Plan to the substantive law of another jurisdiction.

11. OTHER AGREEMENTS AND POLICIES. Your RSUs and related dividend equivalents will be subject to the terms of any other written agreements between you and the Company or any Affiliate or Subsidiary to the extent that those other agreements do not directly conflict with the terms of the Plan or this Award Agreement. Your RSUs and related dividend equivalents granted under the Plan shall be subject to any applicable Company clawback or recoupment policies, share trading policies and other policies that may be implemented by the Company from time to time.

12. ADJUSTMENTS TO YOUR RSUs. Subject to the terms of the Plan, your RSUs and related dividend equivalents will be adjusted, if appropriate, to reflect any change to the Company's capital structure (e.g., the number of Shares underlying your RSUs will be adjusted to reflect a stock split).

13. YOUR ACKNOWLEDGMENT OF AND AGREEMENT TO AWARD CONDITIONS.

By signing below, you acknowledge and agree that:

- (a) A copy of the Plan has been made available to you;
- (b) You understand and accept the terms and conditions of your Award;
- (c) You will consent (on your own behalf and on behalf of your beneficiaries and transferees and without any further consideration) to any necessary change to your Award or this Award Agreement to comply with any law and to avoid paying penalties under Section 409A of the Code, even if those changes affect the terms of your Award and reduce its value or potential value; and
- (d) You must return a signed copy of this Award Agreement to the address given above before **May 10, 2013**.

Lawrence A. Hilsheimer

By: _____

Date signed: _____

THE SCOTTS MIRACLE-GRO COMPANY

By: _____

Denise Stump
Executive Vice President, Global Human Resources

Date signed: _____, 2013 _____

**THE SCOTTS MIRACLE-GRO COMPANY
LONG-TERM INCENTIVE PLAN
(As Amended And Restated January 17, 2013)**

**PERFORMANCE UNIT AWARD AGREEMENT FOR EMPLOYEES
(with related dividend equivalents)**

**PERFORMANCE UNITS GRANTED TO
[Grantee's Name] ON [Grant Date]**

This Award Agreement describes the type of Award that you have been granted and the terms and conditions of your Award.

- 1. DESCRIPTION OF YOUR PERFORMANCE UNITS.** You have received a grant of [**Number**] Performance Units (“Performance Units”), based on a target level of performance, and an equal number of related dividend equivalents. If the minimum performance is achieved (and if all other service and vesting requirements are met), the Performance Units and related dividend equivalents that will actually be awarded to you may be more or less than the number of Performance Units granted. See Sections 3, 6 and Exhibit A for more details.

The “Grant Date” of your Award is [**Grant Date**]. To accept this Award Agreement, you must return a signed copy of this Award Agreement no later than [**Date 30 Days After Grant Date**], to [**Third Party Administrator**] (the “Third Party Administrator”) as follows:

[**Third Party Administrator**]
Attention: [**TPA Contact's Name**]
[**TPA Contact's Address**]
[**TPA Telephone Number**]

2. INCORPORATION OF PLAN AND DEFINITIONS.

- (a) This Award Agreement and your Performance Units are granted pursuant to the terms and conditions of The Scotts Miracle-Gro Company Long-Term Incentive Plan as amended and restated January 17, 2013 (the “Plan”) and this Award Agreement. All provisions of the Plan are incorporated herein by reference, and your Performance Units and related dividend equivalents are subject to the terms of the Plan. To the extent there is a conflict between this Award Agreement and the Plan, the Plan will govern.
- (b) Capitalized terms that are not defined in this Award Agreement have the same meanings as in the Plan.

3. PERFORMANCE UNIT ACHIEVEMENT. The number of Performance Units Achieved will be calculated as follows: $Performance\ Units\ Achieved = Performance\ Units * Payout\ Percentage$. The number of Performance Units Achieved is subject to satisfaction of the performance criteria set forth on **Exhibit A** over the period beginning on **[Beginning Date]** and ending on **[Ending Date]** (the “Performance Period”), and will be determined at the end of the Performance Period. If actual performance is below the Minimum performance level indicated, no Performance Units will be achieved. Each whole Performance Unit Achieved represents the right to receive one full Share at the time and in the manner described in this Award Agreement.

4. VESTING. Except as provided in Section 7 of this Award Agreement, the Performance Units Achieved, as described in Section 3 of this Award Agreement, are also subject to achieving the vesting criteria as follows:

- (a) **General Vesting.** If your employment continues from the Grant Date until **[Third Anniversary of Grant Date]** (the “Vesting Date”) the number of Performance Units Achieved shall become 100% vested on the Vesting Date; or
- (b) **Accelerated Vesting.** Under the following circumstances, the Performance Units Achieved will be deemed to become 100% vested, even if you Terminate prior to the Vesting Date (subject to the performance criteria as described in Section 3 and Exhibit A):
 - (i) If you Terminate because of your death or because you become Disabled (as defined below), the number of Performance Units Achieved, as described in this Award Agreement, will be deemed to become 100% vested as of the Vesting Date. For purposes of this Award Agreement, “Disabled” means (A) you are unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, (B) you are, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering Employees of your employer, or (C) you are determined to be totally disabled by the Social Security Administration or Railroad Retirement Board; or
 - (ii) If you Terminate for a reason other than Cause after reaching age 55 and completing at least 10 years of employment with the Company, its Affiliates and/or its Subsidiaries, the number of Performance Units Achieved, as described in this Award Agreement, will be deemed to become 100% vested as of the Vesting Date.

5. SETTLEMENT.

- (a) Subject to the terms of the Plan and this Award Agreement, the number of vested Performance Units Achieved, minus any shares that are withheld for taxes as provided under Section 5(c), shall be settled in a lump sum as soon as administratively practicable, but no later than 90 days following the Vesting Date (the "Settlement Date"). Your whole Performance Units Achieved shall be settled in full Shares, and any fractional Performance Unit Achieved shall be settled in cash, determined based upon the Fair Market Value of a Share on the Settlement Date.
- (b) Except as provided in Section 6 of this Award Agreement, you will have none of the rights of a shareholder with respect to Shares underlying the Performance Units unless and until you become the record holder of such Shares.
- (c) You may use one of the following methods to pay the required withholding taxes related to the settlement of your Performance Units Achieved. You will decide on the method at the time prescribed by the Company. If you do not elect one of these methods, the Company will apply the Net Settlement method described below:
 - (i) **CASH PAYMENT:** If you elect this alternative, you will be responsible for paying the Company through the Third Party Administrator cash equal to the minimum statutory withholding requirements applicable on your Performance Units.
 - (ii) **NET SETTLEMENT:** If you elect this alternative, the Company will retain the number of shares with a Fair Market Value equal to the minimum statutory withholding requirements applicable on your Performance Units.
- (d) Normally, the number of Performance Units Achieved will vest and be settled only under the circumstances described above. However, if there is a Change in Control, your Performance Units will become 100% vested on the date of the Change in Control and will be settled as described in the Plan. See the Plan for further details.

6. DIVIDEND EQUIVALENTS. Each dividend equivalent represents the right to receive an amount equal to the dividends that are declared and paid during the period beginning on the Grant Date and ending on the Settlement Date (as described in Section 5(a) of this Award Agreement) with respect to the Share represented by the related Performance Unit Achieved, subject to the same terms and conditions. The dividend equivalents on Performance Units Achieved shall be payable only when and to the extent that the performance criteria and vesting criteria are satisfied. Any dividend equivalents described in this Section 6 will be distributed to you in accordance with Section 5 of this Award Agreement or forfeited, depending on whether or not you have met the conditions described in this Award Agreement and the Plan. Any such distributions will be made in (i) cash, for any dividend equivalents relating to cash dividends and/or (ii) Shares, for any dividend equivalents relating to Share dividends.

7. FORFEITURE.

- (a) Except as otherwise provided in Section 4 or Section 5(d) of this Award Agreement, you will forfeit your unvested Performance Units if you Terminate prior to the Vesting Date, whether the performance criteria are achieved or not.
- (b) If you engage in “Conduct That Is Harmful To The Company” (as described below), you will forfeit your Performance Units and related dividend equivalents and must return to the Company all Shares and other amounts you have received through the Plan or this Award Agreement if, without the Company’s written consent, you do any of the following within 180 days before and 730 days after you Terminate:
 - (i) You breach any confidentiality, nondisclosure, and/or noncompetition obligations under any agreement or plan with the Company or any Affiliate or Subsidiary;
 - (ii) You fail or refuse to consult with, supply information to or otherwise cooperate with the Company or any Affiliate or Subsidiary after having been requested to do so;
 - (iii) You deliberately engage in any action that the Company concludes has caused substantial harm to the interests of the Company or any Affiliate or Subsidiary;
 - (iv) You fail to return all property (other than personal property), including vehicles, computer or other equipment or electronic devices, keys, notes, memoranda, writings, lists, files, reports, customer lists, correspondence, tapes, disks, cards, surveys, maps, logs, machines, technical data, formulae or any other tangible property or document and any and all copies, duplicates or reproductions that you have produced or received or have otherwise been provided to you in the course of your employment with the Company or any Affiliate or Subsidiary; or
 - (v) You engaged in conduct that the Committee reasonably concludes would have given rise to a Termination for Cause had it been discovered before you Terminated.

8. AMENDMENT AND TERMINATION. Subject to the terms of the Plan, the Company may amend or terminate this Award Agreement or the Plan at any time.

9. BENEFICIARY DESIGNATION. You may name a beneficiary or beneficiaries to receive any vested Performance Units and related dividend equivalents that may be achieved under this Award Agreement but are settled after you die. This may be done only on the attached Beneficiary Designation Form and by following the rules described in that Form. The Beneficiary Designation Form does not need to be completed now and is not required as a condition of receiving your Award. However, if you die without completing a Beneficiary Designation Form or if you do not complete that Form correctly, your beneficiary will be your surviving spouse or, if you do not have a surviving spouse, your estate.

10. TRANSFERRING YOUR PERFORMANCE UNITS AND RELATED DIVIDEND EQUIVALENTS. Except as described in Section 9, your Performance Units and related dividend equivalents may not be transferred to another person. Also, the Committee may allow you to place your Performance Units and related dividend equivalents into a trust established for your benefit or the benefit of your family. Contact the Third Party Administrator for further details.

11. GOVERNING LAW. This Award Agreement shall be governed by the laws of the State of Ohio, excluding any conflicts or choice of law rule or principle that might otherwise refer construction or interpretation of the Plan to the substantive law of another jurisdiction.

12. OTHER AGREEMENTS AND POLICIES. Your Performance Units and related dividend equivalents, whether achieved or not, will be subject to the terms of any other written agreements between you and the Company or any Affiliate or Subsidiary to the extent that those other agreements do not directly conflict with the terms of the Plan or this Award Agreement. Your Performance Units and related dividend equivalents granted under the Plan shall be subject to any applicable Company clawback or recoupment policies, share trading policies and other policies that may be implemented by the Company from time to time.

13. ADJUSTMENTS TO YOUR PERFORMANCE UNITS. Subject to the terms of the Plan, your Performance Units and related dividend equivalents will be adjusted, if appropriate, to reflect any change to the Company's capital structure (e.g., the number of Shares underlying your Performance Units will be adjusted to reflect a stock split).

14. YOUR ACKNOWLEDGMENT OF AND AGREEMENT TO AWARD CONDITIONS.

By signing below, you acknowledge and agree that:

- (a) A copy of the Plan has been made available to you;
- (b) You understand and accept the terms and conditions of your Award;
- (c) You will consent (on your own behalf and on behalf of your beneficiaries and transferees and without any further consideration) to any necessary change to your Award or this Award Agreement to comply with any law and to avoid paying penalties under Section 409A of the Code, even if those changes affect the terms of your Award and reduce its value or potential value; and

- (d) You must return a signed copy of this Award Agreement to the address given above before **[Date 30 Days After Grant Date]**.

THE SCOTTS MIRACLE-GRO COMPANY

By: _____

[Name of Company Representative]

[Title of Company Representative]

Date signed: _____

[Grantee's Name]

By: _____

Date signed: _____

EXHIBIT A

PERFORMANCE CRITERIA

The number of Performance Units Achieved under this Award Agreement is subject to the satisfaction of the following performance criteria and will be determined as of the end of the Performance Period, as follows:

*Performance Units Achieved = Performance Units * Payout Percentage*

Payout Percentage = Portion of Performance Units achieved

			FY13 Performance Period
Measurement Level	Measure	Weight	Minimum ²
Total Company	Earnings Per Share ¹	50%	\$2.25 EPS
Total Company	Earnings Per Share ¹	50%	\$1.00 EPS
Payout Percentage			100%

¹ Diluted Earnings Per Share as reported in the Company's year-end audited financial statements (excluding the negative impact of any nonrecurring items, extraordinary items, discontinued operations, or cumulative effects of accounting changes) for the performance period beginning October 1, 2012 and ending September 30, 2013.

² If actual performance is below the Minimum performance level indicated, no Performance Units will be achieved.

Rule 13a-14(a)/15d-14(a) Certifications
(Principal Executive Officer)
CERTIFICATIONS

I, James Hagedorn, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Scotts Miracle-Gro Company for the quarterly period ended March 30, 2013;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2013

By: /s/ JAMES HAGEDORN

Printed Name: James Hagedorn

Title: Chief Executive Officer and Chairman of the Board

Rule 13a-14(a)/15d-14(a) Certifications
(Principal Financial Officer)
CERTIFICATIONS

I, Lawrence A. Hilsheimer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Scotts Miracle-Gro Company for the quarterly period ended March 30, 2013;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2013

By: /s/ LAWRENCE A. HILSHEIMER

Lawrence A. Hilsheimer

Executive Vice President and Chief Financial Officer

SECTION 1350 CERTIFICATIONS*

In connection with the Quarterly Report on Form 10-Q of The Scotts Miracle-Gro Company (the "Company") for the quarterly period ended March 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned James Hagedorn, Chief Executive Officer and Chairman of the Board of the Company, and Lawrence A. Hilsheimer, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of their knowledge:

- 1) The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition and results of operations of the Company and its subsidiaries.

/s/ JAMES HAGEDORN

Printed Name: James Hagedorn

Title: Chief Executive Officer and Chairman of the Board

May 7, 2013

/s/ LAWRENCE A. HILSHEIMER

Lawrence A. Hilsheimer

Executive Vice President and Chief Financial Officer

May 7, 2013

* THESE CERTIFICATIONS ARE BEING FURNISHED AS REQUIRED BY RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934 (THE "EXCHANGE ACT") AND SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE, AND SHALL NOT BE DEEMED "FILED" FOR PURPOSES OF SECTION 18 OF THE EXCHANGE ACT OR OTHERWISE SUBJECT TO THE LIABILITY OF THAT SECTION. THESE CERTIFICATIONS SHALL NOT BE DEEMED TO BE INCORPORATED BY REFERENCE INTO ANY FILING UNDER THE SECURITIES ACT OF 1933 OR THE EXCHANGE ACT, EXCEPT TO THE EXTENT THAT THE COMPANY SPECIFICALLY INCORPORATES THESE CERTIFICATIONS BY REFERENCE.