

IN THE SUPREME COURT OF THE STATE OF NEVADA

AEROGROW INTERNATIONAL,
INC.,

Petitioner,

vs.

EIGHTH JUDICIAL DISTRICT
COURT OF THE STATE OF
NEVADA, IN AND FOR CLARK
COUNTY, THE HONORABLE
ELIZABETH GONZALEZ,

Respondents,

and

BRADLEY LOUIS RADOFF, FRED
M. ADAMCYZK, THOMAS C.
ALBANESE, WILLIAM A.
ALMOND, III, MICHAEL S.
BARISH, GEORGE C. BETKE, JR.
2019 TRUST, DIANA BOYD, ANNE
CAROL DECKER, THOMAS H.
DECKER, THE DEUTSCH FAMILY
TRUST, JOHN C. FISCHER,
ALFREDO GOMEZ, ALFREDO
GOMEZ FMT CO CUST IRA
ROLLOVER, LAWRENCE
GREENBERG, PATRICIA
GREENBERG, KAREN HARDING,
H.L. SEVERANCE, INC. PROFIT
SHARING PLAN & TRUST, H.L.
SEVERANCE, INC. PENSION PLAN
& TRUST, DANIEL G. HOFSTEIN,
KEVIN JOHNSON, CANDICE
KAYE, LAURA J. KOBAY, CAROLE

Case Number: Electronically Filed
May 13 2021 11:43 a.m.
Elizabeth A. Brown
District Court Case Number: Clerk of Supreme Court
A-21-827665-B (Lead Case), Dept. XI

**PETITIONERS' APPENDIX
(VOLUME 2 OF 12)**

**FOR WRIT OF MANDAMUS TO
REVERSE DISTRICT COURT'S
ORDER GRANTING JOINT
MOTION TO COMPEL**

L. MCCLAUGHLIN, BRIAN PEIERLS,
JOSEPH E. PETER, ALEXANDER
PERELBERG, AMY PERELBERG,
DANA PERELBERG, GARY
PERELBERG, LINDA PERELBERG,
THE REALLY COOL GROUP,
RICHARD ALAN RUDY
REVOCABLE LIVING TRUST,
JAMES D. RICKMAN, JR., JAMES
D. RICKMAN, JR. IRREVOCABLE
TRUST, PATRICIA D. RICKMAN
IRREVOCABLE TRUST, ANDREW
REESE RICKMAN TRUST, SCOTT
JOSEPH RICKMAN IRREVOCABLE
TRUST, MARLON DEAN
ALESSANDRA TRUST, BRYAN
ROBSON, WAYNE SICZ IRA,
WAYNE SICZ ROTH IRA, THE
CAROL W. SMITH REVOCABLE
TRUST, THOMAS K. SMITH,
SURAJ VASANTH, CATHAY C.
WANG, LISA DAWN WANG,
DARCY J. WEISSENBOEN, THE
MARGARET S. WEISSENBOEN
REVOCABLE TRUST, THE
STANTON F. WEISSENBOEN IRA,
THE STANTON F. WEISSENBOEN
REVOCABLE TRUST, THE
STANTON F. WEISSENBOEN
IRREVOCABLE TRUST, THE
NATALIE WOLMAN LIVING
TRUST, ALAN BUDD
ZUCKERMAN, JACK WALKER,
STEPHEN KAYE, THE MICHAEL S.
BARISH IRA, AND THE
ALEXANDER PERELBERG IRA,

Real Parties in Interest.

BROWNSTEIN HYATT FARBER
SCHRECK, LLP

KIRK B. LENHARD, ESQ.
NV Bar No. 1437
MAXIMILIEN D. FETAZ, ESQ.
NV Bar No. 12737
TRAVIS F. CHANCE, ESQ.
NV Bar No. 13800
100 North City Parkway, Suite 1600
Las Vegas, NV 89106-4614

JONES DAY

MARJORIE P. DUFFY, ESQ.
(*pro hac vice* submitted)
325 John H. McConnell Boulevard,
Suite 600
Columbus, OH 43215
Telephone: 614.469.3939

ASHLEY F. HEINTZ, ESQ.
(admitted *pro hac vice*)
1420 Peachtree Street, N.E.,
Suite 800
Atlanta, GA 30309
Telephone: 404.521.3939

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CERTIFICATE OF SERVICE

Pursuant to Nev. R. App. P. 25, I certify that I am an employee of Brownstein Hyatt Farber Schreck, LLP, and that on this 13th day of May, 2021, I electronically filed, served, and sent via United States Mail a true and correct copy of the above and forgoing that, in accordance therewith, I caused a copy of the **PETITIONERS' APPENDIX (VOLUME 2 of 12) FOR WRIT OF MANDAMUS TO REVERSE DISTRICT COURT'S ORDER GRANTING JOINT MOTION TO COMPEL** to be hand delivered, in a sealed envelope, on the date and to the addressee(s) shown below:

Court:

Judge Elizabeth Gonzalez
Eighth Judicial District of Clark County
Regional Justice Center
200 Lewis Ave.
Las Vegas, NV 89155

Real Parties in Interest:

Terry A. Coffing, Esq.
Marquis Aurbach Coffing
10001 Park Run Drive
Las Vegas, Nevada 89145

*Attorneys for Real Party in
Interest BRADLEY LOUIS
RADOFF*

J. Robert Smith
SIMONS HALL JOHNSTON PC
6490 S. McCarran Blvd., Ste. F-46
Reno, Nevada 89509

*Attorneys for Real Parties in Interest
FRED M. ADAMCYZK, THOMAS C.
ALBANESE, WILLIAM A. ALMOND,
III, MICHAEL S. BARISH, GEORGE
C. BETKE, JR. 2019 TRUST, DIANA
BOYD, ANNE CAROL DECKER,*

THOMAS H. DECKER, THE
DEUTSCH FAMILY TRUST, JOHN C.
FISCHER, ALFREDO GOMEZ,
ALFREDO GOMEZ FMT CO CUST
IRA ROLLOVER, LAWRENCE
GREENBERG, PATRICIA
GREENBERG, KAREN HARDING,
H.L. SEVERANCE, INC. PROFIT
SHARING PLAN & TRUST, H.L.
SEVERANCE, INC. PENSION PLAN
& TRUST, DANIEL G. HOFSTEIN,
KEVIN JOHNSON, CANDICE KAYE,
LAURA J. KOBY, CAROLE L.
MCLAUGHLIN, BRIAN PEIERLS,
JOSEPH E. PETER, ALEXANDER
PERELBERG, AMY PERELBERG,
DANA PERELBERG, GARY
PERELBERG, LINDA PERELBERG,
THE REALLY COOL GROUP,
RICHARD ALAN RUDY REVOCABLE
LIVING TRUST, JAMES D.
RICKMAN, JR., JAMES D. RICKMAN,
JR. IRREVOCABLE TRUST,
PATRICIA D. RICKMAN
IRREVOCABLE TRUST, ANDREW
REESE RICKMAN TRUST, SCOTT
JOSEPH RICKMAN IRREVOCABLE
TRUST, MARLON DEAN
ALESSANDRA TRUST, BRYAN
ROBSON, WAYNE SICZ IRA, WAYNE
SICZ ROTH IRA, THE CAROL W.
SMITH REVOCABLE TRUST,
THOMAS K. SMITH, SURAJ
VASANTH, CATHAY C. WANG, LISA
DAWN WANG, DARCY J.
WEISSENBOHN, THE MARGARET S.
WEISSENBOHN REVOCABLE
TRUST, THE STANTON F.
WEISSENBOHN IRA, THE STANTON
F. WEISSENBOHN REVOCABLE

*TRUST, THE STANTON F.
WEISSENBORN IRREVOCABLE
TRUST, THE NATALIE WOLMAN
LIVING TRUST, ALAN BUDD
ZUCKERMAN, JACK WALKER,
STEPHEN KAYE, THE MICHAEL S.
BARISH IRA, AND THE ALEXANDER
PERELBERG IRA*

/s/ Wendy Cosby

An employee of Brownstein Hyatt Farber Schreck, LL

February 10, 2021

UPS Overnight Delivery
~~Via First Class U.S. Mail, Certified~~
~~U.S. Mail, Return Receipt~~

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

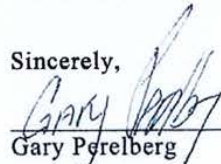
Name: Gary Perelberg

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 60,436

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,



Gary Perelberg

16171804_v1

PA00201

February 10, 2021

~~UPS overnight Delivery~~
~~Via First Class U.S. Mail, Certified~~
~~U.S. Mail, Return Receipt~~

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

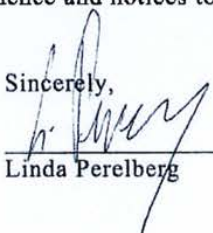
Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name: Linda Perelberg
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 15,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,



Linda Perelberg

16171814_v1

PA00202

February 10, 2021

UPS overnight Delivery
~~Via First Class P.E. Mail, Certified~~
~~U.S. Mail, Return Receipt~~

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), The Richard Alan Rudy Revocable Living Trust hereby gives written notice of its intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name: The Richard Alan Rudy Revocable Living Trust
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 7,000

Please direct all future correspondence and notices to the Trust's attorney at the address set forth above.

Sincerely,

The Richard Alan Rudy Revocable Living Trust


Richard Alan Rudy, Trustee

February 10, 2021

UPS overnight Delivery
~~Via First-Class U.S. Mail-Certified~~
~~U.S. Mail Return Receipt~~

AgroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AgroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), we hereby give written notice of our intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name:

R. Alan Rudy
Israel Rudy, Trustee FBO R. Alan Rudy

Address:

c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 13,000

Please direct all future correspondence and notices to our attorney at the address set forth above.

Sincerely,

Israel Rudy is deceased
10/1995
pr

R. Alan Rudy, Trustee
FBO R. Alan Rudy

R. Alan Rudy
Israel Rudy, Trustee FBO R. Alan Rudy
R. Alan Rudy
R. Alan Rudy, Beneficiary

February 12, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 45,197 shares.


Name: Bryan Robson

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjneveda.com
(775) 785-0088

Shares Owned: 45,197

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Bryan Robson

16178362.v1

PA00205

February 13, 2021

UPS Overnight Delivery
Via First Class U.S. Mail, Certified
U.S. Mail, Return Receipt

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name: H. Leigh Severance

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 35,515

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,

H. Leigh Severance
H. Leigh Severance

16187075_v1

PA00206

February 13, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), we hereby give written notice of our intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name: Leigh and Sharon Severance, JT

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 14,289

Please direct all future correspondence and notices to our attorney at the address set forth above.

Sincerely,

Leigh Severance



Sharon Severance



16187005_v1

PA00207

February 18, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 7,500 shares.

Name: IRA FBO Wayne Sicz
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 7,500

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Wayne Sicz

February 18, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 1,000 shares.

Name: ROTH IRA FBO Wayne Sicz ^{Allen}
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 1,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Wayne Sicz

February 10, 2021

UPS Overnight Delivery
Via First Class U.S. Mail, Certified
U.S. Mail, Return Receipt

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name: AKA (T. K. Smith) *THOMAS K. SMITH*

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 2,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,

Thomas K. Smith

AKA (T. K. Smith)

February 12, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), Thunderfunding, LLC hereby gives written notice of its intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

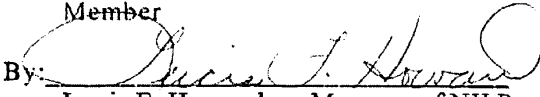
Name: Thunderfunding, LLC
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 83,334

Please direct all future correspondence and notices to the company's attorney at the address set forth above.

Thunderfunding, LLC, an Arizona Limited Liability Company

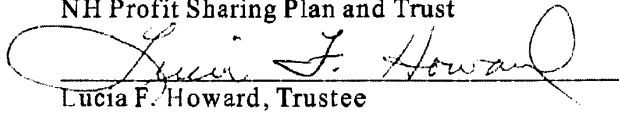
By: NH Profit Investments II, LLC, its Managing Member

By: 
Lucia F. Howard, as Manager of NH Profit Investments II, LLC

Accepted and Approved:

PA00211

NH Profit Sharing Plan and Trust


Lucia F. Howard, Trustee

16171900_v1

February 10, 2021

~~UPS Overnight Delivery~~
~~Via First Class U.S. Mail, Certified~~
~~U.S. Mail, Return Receipt~~

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

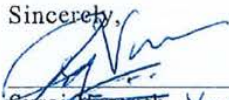
Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name: Suraj ~~Vasanth~~ Vasanth
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 33,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Suraj ~~Vasanth~~ Vasanth

16171855_v1

PA00213

February 10, 2021

~~Via First Class U.S. Mail, Certified~~
~~U.S. Mail, Return Receipt~~

UPS overnight Delivery

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

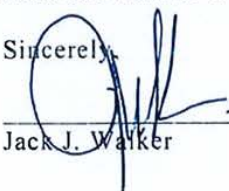
Stockholder's Name: Jack J. Walker

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 252,871

Please direct all future correspondence and notices to the address set forth above.

Sincerely,



Jack J. Walker

February 10, 2021

~~Via First Class U.S. Mail, Certified
U.S. Mail, Return Receipt~~

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name: Marsha S. Walker

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 50,031

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Marsha S. Walker

February 11, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:


Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 45,598 shares.

Name: Cathay C. Wang
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 45,598

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Cathay C. Wang

February 11, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), we hereby give written notice of our intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. We are the beneficial owners of 65,204 shares.

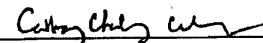
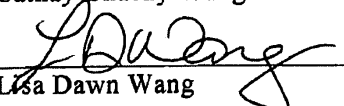
Name: Cathay Chachy Wang & Lisa Dawn Wang

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 65,204

Please direct all future correspondence and notices to our attorney at the address set forth above.

Sincerely,


Cathay Chachy Wang

Lisa Dawn Wang

16178156_v1

PA00217

February 11, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), we hereby give written notice of our intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. We are the beneficial owners of 35,001 shares.

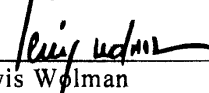
Name: Lewis & Eletise Wolman

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

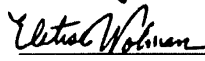
Shares Owned: 35,001

Please direct all future correspondence and notices to our attorney at the address set forth above.

Sincerely,



Lewis Wolman



Eletise Wolman

February 11, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), we hereby give written notice of our intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

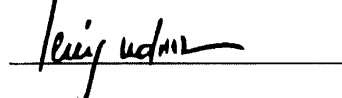
Name: Lewis & Eletise Wolman, JT
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 45,000

Please direct all future correspondence and notices to our attorney at the address set forth above.

Sincerely,

Lewis Wolman



Eletise Wolman



February 11, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), The Natalie Wolman Living Trust, dated December 8, 2010 hereby gives written notice of its intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. The Trust is the beneficial owners of 17,500 shares.

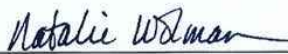
Name: The Natalie Wolman Living Trust, dated December 8, 2010

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 17,500

Please direct all future correspondence and notices to the Trust's attorney at the address set forth above.

Sincerely,



Natalie Wolman, Trustee



David W. Fulker, Trustee

February 16, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), The Natalie Wolman Living Trust, dated December 8, 2010 hereby gives written notice of its intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. The Trust is the beneficial owners of 8,300 shares.

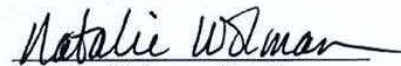
Name: The Natalie Wolman Living Trust, dated December 8, 2010


Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 8,300

Please direct all future correspondence and notices to the Trust's attorney at the address set forth above.

Sincerely,


Natalie Wolman, Trustee


David W. Fulker, Trustee

16199078_v1

PA00221

February 13, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 14,000 shares.

Name: Alan Budd Zuckerman
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 14,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Alan Budd Zuckerman

February 11, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 25,000 shares.

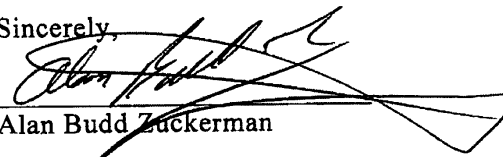
Name: Alan Budd Zuckerman

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 25,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Alan Budd Zuckerman

16178181_v1

PA00223

EXHIBIT B

EXHIBIT B



J. Robert Smith
Phone (775) 327-3000
jrsmith@hollandhart.com

February 19, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

As you are aware, AeroGrow International, Inc. has given notice of a special meeting of shareholders on February 23, 2021, 10:00 a.m. (Mountain Time) to vote on a proposed Merger Agreement.

Pursuant to NRS 92A.420(1)(a), the following stockholders hereby give their written Notice of Intent to Demand Payment for Shares if the proposed Merger Agreement is approved:

1. Fred M. Adamczyk
2. William Duncan
3. Kevin Johnson

Executed written Notices of Intent to Demand Payment for Shares are enclosed for each of the above-identified stockholders.

Please note that starting March 1, 2021 I will be joining another law firm. Please send the Dissenter's Notices and direct all future correspondence and communications regarding the above stockholders to me at the following:

J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Holland & Hart LLP Attorneys at Law

Phone (775) 327-3000 Fax (775) 786-6179 www.hollandhart.com

5441 Kietzke Lane Second Floor Reno, Nevada 89511

Aspen Billings Boise Boulder Carson City Cheyenne Colorado Springs Denver Denver Tech Center Jackson Hole Las Vegas Reno Salt Lake City Santa Fe Washington, D.C.

PA00225

February 19, 2021
Page 2



If you have any questions, please let me know.

Sincerely,

A handwritten signature in blue ink, appearing to read "J. Robert Smith".

J. Robert Smith
Of Holland & Hart LLP

Encls.
JRS/cr

16216952_v1

PA00226

February 19, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

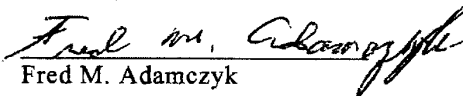
Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name: Fred M. Adamczyk
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 9,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Fred M. Adamczyk

16216177_v1

PA00227

February 18, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Name: William Duncan
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 9,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


William Duncan

February 19, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 15,447 shares.

Name: Kevin Johnson
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 15,447

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,

Kevin Johnson

Kevin Johnson

16216119_v1

PA00229

February 19, 2021

Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 3,000 shares.

Name: Kevin Johnson
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjneveda.com
(775) 785-0088

Shares Owned: 3,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,

Kevin Johnson

Kevin Johnson

16216123_v1

PA00230

EXHIBIT C

EXHIBIT C



J. Robert Smith
Phone (775) 327-3000
jrsmith@hollandhart.com

February 22, 2021

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

As you are aware, AeroGrow International, Inc. has given notice of a special meeting of shareholders on February 23, 2021, 10:00 a.m. (Mountain Time) to vote on a proposed Merger Agreement.

Pursuant to NRS 92A.420(1)(a), the following stockholders hereby give their written Notice of Intent to Demand Payment for Shares if the proposed Merger Agreement is approved:

1. Albanese, Thomas Coleton
2. The Deutsch Family Trust TRUA
3. Carole L. McLaughlin IRA Rollover FBO Carole L. McLaughlin
4. Really Cool Group
5. The Carole W. Smith Revocable Trust TRUA
6. Weissenborn, Darcy
7. The Margaret S. Weissenborn Revocable Trust TRUA
8. Stanton F. Weissenborn IRA FBO Stanton F. Weissenborn
9. The Stanton F. Weissenborn Revocable Trust dated October 2, 2010
10. The Stanton F. Weissenborn Irrevocable Trust

Executed written Notices of Intent to Demand Payment for Shares are enclosed for each of the above-identified stockholders.

Please note that starting March 1, 2021 I will be joining another law firm. Please send the Dissenter's Notices and direct all future correspondence and communications regarding the above stockholders to me at the following:

Holland & Hart LLP Attorneys at Law

Phone (775) 327-3000 Fax (775) 786-6179 www.hollandhart.com

5441 Kietzke Lane Second Floor Reno, Nevada 89511

Aspen Billings Boise Boulder Carson City Cheyenne Colorado Springs Denver Denver Tech Center Jackson Hole Las Vegas Reno Salt Lake City Santa Fe Washington, D.C.

PA00232



J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

If you have any questions, please let me know.

Sincerely,



J. Robert Smith
Of Holland & Hart LLP

Encls.
JRS/cr

16225100_v1

February 19, 2021

Hand Delivery
~~Via UPS Overnight Delivery~~

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:


Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 1,000 shares.

Stockholder: Thomas Coleton Albanese
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 1,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,



Thomas Coleton Albanese

February 19, 2021

Hand Delivery

Via ~~UPS Overnight Delivery~~

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), The Deutsch Family Trust TRUA hereby gives written notice of its intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. The Trust is the beneficial owner of 1,000 shares.

Stockholder: The Deutsch Family Trust TRUA

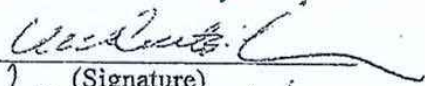
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjneveda.com
(775) 785-0088

Shares Owned: 1,000

Please direct all future correspondence and notices to the Trust's attorney at the address set forth above.

Sincerely,

The Deutsch Family Trust TRUA


(Signature)
Walter H. Deutsch, Trustee
(Print Name)

February 19, 2021

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Stockholder: Carole L. McLaughlin MD
7537 York Drive
Saint Louis, Missouri 63105

Shares Owned: 7,880

Please direct all future correspondence and notices to me at the address set forth above.

Sincerely,

Carole L. McLaughlin MD
(Signature)

Carole L McLaughlin
(Print Name)

IRA Rollover FBO Carole L. McLaughlin

16216876_v1

PA00236

February 19, 2021

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

Stockholder:

Joseph E. Peter

Shares Owned:

1000

Please direct all future correspondence and notices to me at the address set forth above.

Sincerely,

(Signature)

Joseph E. Peter
(Print Name)

16216876_v1

2221 Harcourt Drive
Cleveland Heights
Ohio 44106
216 702 5318

PA00237

February 22nd, 2021

HAND DELIVERY

Via Hand Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

QND Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders.

exercise of rights

Stockholder's Name: REALLY COOL GROUP

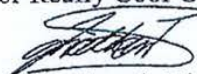
c/o J. Robert Smith

*Simons Hall & Johnston
6490 S. McCarran Blvd., Ste F-46
Reno, NV 89509
(775) 785-0088*

Number of Shares Owned: 530

Sincerely,

For Really Cool Group


Jonathan Segal -Director

February 19, 2021

Hand Delivery
~~Via UPS Overnight Delivery~~

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), The Carol W. Smith Revocable Trust TRUA hereby gives written notice of its intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. The Trust is the beneficial owner of 2,500 shares.

Stockholder: The Carol W. Smith Revocable Trust TRUA

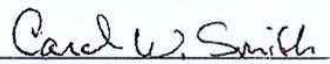
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 2,500

Please direct all future correspondence and notices to the Trust's attorney at the address set forth above.

Sincerely,

The Carol W. Smith Revocable Trust TRUA


Carol W. Smith, Trustee

16216477_v1

PA00239

February 19, 2021

Hand Delivery
~~Via UPS Overnight Delivery~~

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:


Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 1,000 shares.

Stockholder: Darcy J. Weissenborn
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 1,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Darcy J. Weissenborn

16216696_v1

PA00240

February 19, 2021

Hand Delivery
~~Via UPS Overnight Delivery~~

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 2,000 shares.

Stockholder: Darcy J. Weissenborn

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 2,000

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,


Darcy J. Weissenborn

February 19, 2021

~~Hand Delivery~~
~~Via UPS Overnight Delivery~~

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), The Margaret S. Weissenborn Revocable Trust TRUA hereby gives written notice of its intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. The Trust is the beneficial owner of 2,500 shares.

Stockholder: The Margaret S. Weissenborn Revocable Trust TRUA

Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 2,500

Please direct all future correspondence and notices to the Trust's attorney at the address set forth above.

Sincerely,

The Margaret S. Weissenborn Revocable Trust
TRUA

(Signature)

Simon F. Weissenborn
(Print Name)

16216488_v1

PA00242

February 19, 2021

Hand Delivery
Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), Stanton F. Weissenborn IRA FBO Stanton F. Weissenborn hereby gives written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 2,500 shares.

Stockholder: Stanton F. Weissenborn IRA FBO Stanton F. Weissenborn

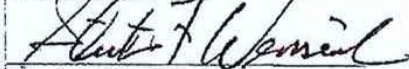
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 2,500

Please direct all future correspondence and notices to my attorney at the address set forth above.

Sincerely,

Stanton F. Weissenborn IRA FBO Stanton F. Weissenborn



Stanton F. Weissenborn

16216555_v1

PA00243

February 19, 2021

Hand Delivery
Via UPS Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), The Stanton F. Weissenborn Revocable Trust dated October 2, 2010 hereby gives written notice of its intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. The Trust is the beneficial owner of 10,000 shares.

Stockholder: The Stanton F. Weissenborn Revocable Trust dated October 2, 2010

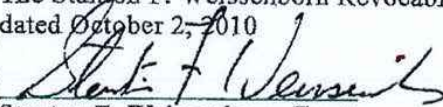
Address: c/o J. Robert Smith
Simons Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 10,000

Please direct all future correspondence and notices to the Trust's attorney at the address set forth above.

Sincerely,

The Stanton F. Weissenborn Revocable Trust
dated October 2, 2010


Stanton F. Weissenborn, Trustee

16216448_v1

PA00244

February 19, 2021

Hand Delivery
~~Via UPS Overnight Delivery~~

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Via Hand Delivery

AeroGrow International, Inc.
c/o United Registered Agents, Inc.
701 S. Carson Street, Suite 200
Carson City, NV 89701

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), The Stanton F. Weissenborn Irrevocable Trust hereby gives written notice of its intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. The Trust is the beneficial owner of 1,000 shares.

Stockholder: The Stanton F. Weissenborn Irrevocable Trust


Address: c/o J. Robert Smith
Simoris Hall & Johnston
6490 S. McCarran Blvd., Suite F-46
Reno, Nevada 89509
rsmith@shjnevada.com
(775) 785-0088

Shares Owned: 1,000

Please direct all future correspondence and notices to the Trust's attorney at the address set forth above.

Sincerely,

The Stanton F. Weissenborn Irrevocable Trust



(Signature)

Stanton F. Weissenborn

(Print Name)

EXHIBIT D

EXHIBIT D

February 17, 2021

Via USPS Certified Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I exercise these rights on behalf of the **Patricia D Rickman Irrevocable Trust**, beneficial owner of 10,000 shares of AeroGrow International, Inc. held by Fidelity Brokerage Services.

Name: Patricia D Rickman Irrevocable Trust

Address: James D Rickman Jr, Trustee
5209 Medallion DR E
Westerville OH 43082

614 205-2730 Mobile
jamesrickmanjr@gmail.com

Shares Owned: 10,000

Please direct all future correspondence and notices to me at the address set forth above.

Sincerely,



James D Rickman Jr
Trustee of the Patricia D Rickman Irrevocable Trust

PA00247

February 17, 2021

Via USPS Certified Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

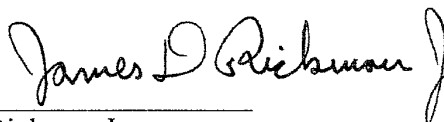
Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I am the beneficial owner of 35,000 shares of AeroGrow International, Inc. held for me by Fidelity Brokerage Services.

Name: James D Rickman JR
Address: 5209 Medallion DR E
Westerville OH 43082
614 205-2730 Mobile
jamesrickmanjr@gmail.com

Shares Owned: 35,000

Please direct all future correspondence and notices to me at the address set forth above.

Sincerely,



James D Rickman Jr

PA00248

February 17, 2021

Via USPS Certified Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I exercise these rights on behalf of the **Marlon Dean Alessandra Trust**, beneficial owner of 5,000 shares of AeroGrow International, Inc. held by Fidelity Brokerage Services.

Name: Marlon Dean Alessandra Trust

Address: James D Rickman Jr, Trustee
5209 Medallion DR E
Westerville OH 43082

614 205-2730 Mobile
jamesrickmanjr@gmail.com

Shares Owned: 5,000

Please direct all future correspondence and notices to me at the address set forth above.

Sincerely,



James D Rickman Jr
Trustee of the Marlon Dean Alessandra Trust

PA00249

February 17, 2021

Via USPS Certified Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I exercise these rights on behalf of the **Scott Joseph Rickman Irrevocable Trust**, beneficial owner of 5,000 shares of AeroGrow International, Inc. held by Fidelity Brokerage Services.

Name: **Scott Joseph Rickman Irrevocable Trust**

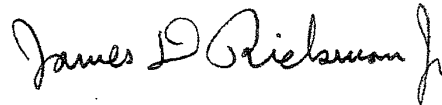
Address: James D Rickman Jr, Trustee
5209 Medallion DR E
Westerville OH 43082

614 205-2730 Mobile
jamesrickmanjr@gmail.com

Shares Owned: 5,000

Please direct all future correspondence and notices to me at the address set forth above.

Sincerely,



James D Rickman Jr
Trustee of the Scott Joseph Rickman Irrevocable Trust

PA00250

February 17, 2021

Via USPS Certified Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I exercise these rights on behalf of the **James Dean Rickman JR Irrevocable Trust**, beneficial owner of 35,000 shares of AeroGrow International, Inc. held by Fidelity Brokerage Services.

Name: **James Dean Rickman JR Irrevocable Trust**

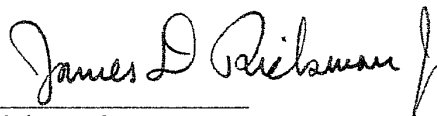
Address: James D Rickman Jr, Trustee
5209 Medallion DR E
Westerville OH 43082

614 205-2730 Mobile
Jamesrickmanjr@gmail.com

Shares Owned: 35,000

Please direct all future correspondence and notices to me at the address set forth above.

Sincerely,



James D Rickman Jr
Trustee of the James Dean Rickman JR Irrevocable Trust

PA00251

February 17, 2021

Via USPS Certified Overnight Delivery

AeroGrow International, Inc.
5405 Spine Road
Boulder, CO 80301

Re: Notice of Intent to Demand Payment for Shares
Special Meeting Date: February 23, 2021 @ 10:00 a.m.

Dear Board of Directors:

Pursuant to NRS 92A.420(1)(a), I hereby give written notice of my intent to exercise dissenter's rights and to demand payment for shares if the proposed merger transaction is approved at the above-referenced Special Meeting of the Shareholders. I exercise these rights on behalf of the **Andrew Reese Rickman Trust**, beneficial owner of 5,000 shares of AeroGrow International, Inc. held by Fidelity Brokerage Services.

Name: **Andrew Reese Rickman Trust**

Address: James D Rickman Jr, Trustee
5209 Medallion DR E
Westerville OH 43082

614 205-2730 Mobile
Jamesrickmanjr@gmail.com

Shares Owned: 5,000

Please direct all future correspondence and notices to me at the address set forth above.

Sincerely,



James D Rickman Jr
Trustee of the Andrew Reese Rickman Trust

PA00252



March 17, 2021

Dear James Rickman:

The following is in response to your request for proof of delivery on your item with the tracking number:
EJ62 7403 150U S.

Item Details

Status:	Delivered
Status Date / Time:	February 19, 2021, 11:18 am
Location:	BOULDER, CO 80301
Postal Product:	Priority Mail Express 1-Day®
Extra Services:	Insured PO to Addressee Up to \$100 insurance included
Actual Recipient Name:	WAIVED

Note: Actual Recipient Name may vary if the intended recipient is not available at the time of delivery.

Shipment Details

Weight:	4.0oz
----------------	-------

Recipient Signature

The recipient's signature is not available because the waiver of signature that you authorized was exercised at the time of delivery.

Thank you for selecting the United States Postal Service® for your mailing needs. If you require additional assistance, please contact your local Post Office™ or a Postal representative at 1-800-222-1811.

Sincerely,
United States Postal Service®
475 L'Enfant Plaza SW
Washington, D.C. 20260-0004

PA00253



WESTERVILLE
617 MCCORKLE BLVD
WESTERVILLE, OH 43082-9640
(800)275-8777

February 17, 2021

02/17/2021 06:01 PM

Product	Qty	Unit Price	Price
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PM Express 1-Day	1		\$26.35
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Flat Rate Env
Boulder, CO 80301
Flat Rate
Signature Requested
Scheduled Delivery Date
Thu 02/18/2021 12:00 PM
Money Back Guarantee
Tracking #:
EJ627403150US
Insurance
Up to \$100.00 Included

ght Delivery

c.

at to Demand Payment
ig Date: February 23, 2

7020 0090 0002 2942 2498

CERTIFIED MAIL



7020 0090 0002 2942 2498

7020 0090 0002 2942 2498

Total	\$26.35
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Grand Total:	\$26.35
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Credit Card Remitted	\$26.35
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Card Name: VISA
Account #: XXXXXXXXXX3149
Approval #: 06560G
Transaction #: 758
AID: A0000000031010
AL: VISA CREDIT
PIN: Not Required

Chip

USPS is experiencing unprecedented volume
increases and limited employee
availability due to the impacts of
COVID-19. We appreciate your patience.

In a hurry? Self-service kiosks offer
quick and easy check-out. Any Retail
Associate can show you how.

Save this receipt as evidence of
insurance. For information on filing an
insurance claim go to
<https://www.usps.com/help/claims.htm>

Text your tracking number to 28777 (2USPS)
to get the latest status. Standard Message
and Data rates may apply. You may also
visit www.usps.com USPS Tracking or call
1-800-222-1811.

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Track your Packages
Sign up for FREE @
www.informedelivery.com

All sales final on stamps and postage.
Refunds for guaranteed services only.
Thank you for your business.

Tell us about your experience.
Go to <https://postalexperience.com/Pos>
or scan this code with your mobile device.



.420(1)(a), I hereby give
id to demand payment for
e above-referenced Speci
lf of the Andrew Reese I
v International, Inc. held t

Andrew Reese Rick

James D Rickman Jr
5209 Medallion DR
Westerville OH 4308

614 205-2730 Mobil

1: 5,000

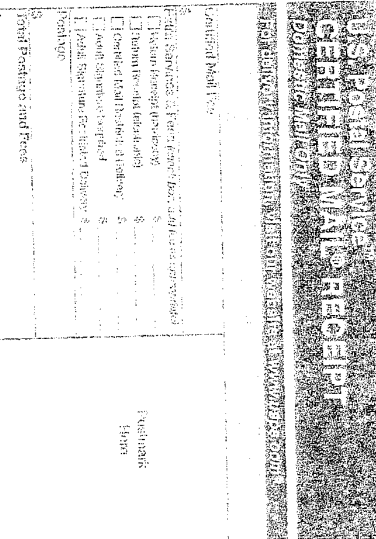
e correspondence and notices to me at the address set forth

Sincerely,

James D Rickman Jr

Trustee of the Andrew Reese Rickman Trust

Aerobrow International, Inc.
5405 Spine Road
Boulder CO 80301



Newcastle, Maine 04553-0295
February 18, 2021

Mr. Grey Gibbs
Senior Vice President of Finance and Administration
AeroGrow International, Inc.
5405 Spine Road
Boulder, Colorado 80301

Dear Mr. Gibbs:

I have unsuccessfully attempted to contact you by telephone and followed up with e-mail requests on February 11 and 17 to be considered a dissident to the merger proposal described in materials for the virtual special meeting of AeroGrow International stockholders to be held on February 23, 2021. Since It is unclear from that exhaustive document that e-mail transmission qualifies as "written expression," I forward this letter to overcome any such technicality. Please provide appropriate forms for submission to the court of jurisdiction. I understand that they are to be forwarded within 10 days after action to be taken at the referenced stockholders meeting. My e-mail address is betke@tidewater.net.

I am a Chartered Financial Analyst, a former professional securities researcher, and an institutional and corporate portfolio manager who personally owns 10,000 shares acquired prior to January 8, 2021 and held in my account with Janney Montgomery Scott. That purchase was prompted by a television advertisement of your intriguing household product and subsequent investment investigation back in December 2019. I nonetheless was compelled to vote against the contemplated action (electronically through Janney) and am sympathetic with the position advanced by other dissidents as described on page 8 of the meeting documentation.

It is particularly disturbing that anyone acquiring shares subsequent to the January 8 record date and before receipt of detailed materials mailed on January 22 is disadvantaged by lack of information, including exclusion of pertinent unaudited December-quarter data generally known to management by the time of issuance. Moreover, everyone purchasing shares since January 8 appears to have been deliberately and unfairly excluded from participation with the "dissenter" class.

Yours truly,

George C. Betke, Jr.

PA00255

EXHIBIT E

EXHIBIT E

Robert Smith

From: David Conner <David.Conner@lplfinancial.com>
Sent: Thursday, March 18, 2021 1:33 PM
To: Robert Smith
Cc: Kim Sicz; Christine Stawinsky
Subject: RE: AeroGrow Dissenters Rights Cusip 00768M202

Hello Wayne/Robert,

DTC will not sign or confirm anything that involves the words dissenters rights or Wayne Sicz.

I just submitted a form to have DTC confirm 1,000 and 7,500 shares and then we will go from there.

Thank you for your partnership,

David Conner
LPL Financial
Associate Analyst | Service, Trading & Operations
Corporate Actions

Toll-free: 800-877-7210 | ext 186564
Direct: 858-450-9606 | ext 186564
Email: David.Conner@LPLFinancial.com
One team on one mission

We take care of our advisors so they can take care of their clients.

From: David Conner
Sent: Tuesday, March 16, 2021 1:23 PM
To: 'rsmith@shjnevada.com' <rsmith@shjnevada.com>
Cc: 'Kim Sicz' <kim.sicz@gmail.com>; Christine Stawinsky <Christine.Stawinsky@lplfinancial.com>
Subject: FW: AeroGrow Dissenters Rights Cusip 00768M202

Hello – please see what DTC said. Rose at DTC has been extremely helpful in responding to email today. A lot of the fixes are super easy however the line in blue???

Not surprised by the cannot state Consent to Dissent and removing Wayne's name seems counterproductive overall for your benefit. Please advise how you would like me to go forward.

Also if you have any success stories of client receiving what's needed AFTER 2/23/21 that would also help us.

Thank you for your partnership,

David Conner
LPL Financial
Associate Analyst | Service, Trading & Operations
Corporate Actions

Toll-free: 800-877-7210 | ext 186564
Direct: 858-450-9606 | ext 186564
Email: David.Conner@LPLFinancial.com

RE: Aeroflow Disenters Rights Cuiip 00768M202

To David Conner Demand and Disent/DTC

As per the documentation we have for this merger all disents were to be received prior to the meeting which took place on 2/23/21. As DTC was the registered holder dissent would have needed to be processed through us. At this time with all shares having been paid out there is nothing left to be dissented on and therefore no action to be take on our part.

Alfred M. Vaughn Jr.
Operations Generalist
Mandatory Reorg Announcements
DTC/Tampa

Robert Smith

From: Alan Rudy <tillydad@gmail.com>
Sent: Monday, March 15, 2021 7:38 PM
To: COGDELLBRADSHAW.TEAM
Subject: Re: AeroGrow

I never accepted the offer, nor did I authorize you to accept on my behalf.

Sent from my iPad

> On Mar 15, 2021, at 1:58 PM, COGDELLBRADSHAW.TEAM <CogdellBradshaw.team@fmr.com> wrote:
>
> Mr. Rudy,
>
> I wanted to reach out in follow up regarding your email.
>
> I have been in contact with our reorganization team and was informed that unfortunately we cannot provide the letter on your behalf for the following reasons:
>
> 1. While Fidelity holds (held) the shares in your account, ultimately you or the trust was the owner of the shares. Fidelity was holding your shares in street name for benefit of you (the trust)
> 2. Dissenters Rights need to be exercised prior to the merger taking place
>
> Unfortunately we will not be able to sign the letter you prepared.
>
> Warmest Regards,
>
> Erica L Soares
> Sr. Relationship Manager
> Private Client Group
> Personal Investing
>
> Fidelity Investments
> 12532 Memorial Drive
> Houston, TX 77024
> 713-467-1222 x 53736
> Fax 713-468-3224
> Notice: All email sent to or from Fidelity Investments is subject to retention, monitoring, and/or review by Fidelity personnel.
> Please note that Fidelity is unable to accept orders left over voicemail or email regarding any account.
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> Brokerage services are provided through Fidelity Brokerage Services LLC, and investment advisory services are provided through Fidelity Personal and Workplace Advisors LLC., both Fidelity Investment companies.
> Fidelity Brokerage Services LLC, Member NYSE and SIPC 900 Salem Street, Smithfield, RI 02917.

Robert Smith

From: John Fischer <fischjc@gmail.com>
Sent: Monday, March 22, 2021 7:18 AM
To: Robert Smith; Jack Walker
Subject: Re: AeroGrow - Status Update

Dear Robert Smith,

Today I made my 5th call (all on recorded lines) to Vanguard requesting a consent letter from the record holder to pursue dissenter's rights.

My prior requests were denied by the Mutual Fund Trade Department, Investment Department, and Corporate Actions Department. Last Friday, according to a broker Ciccozzi, the Corporate Action Department stated that the consent letter could not be requested because the "merger is complete",

I also sent an email to Vanguard for the same request on 3/15 and no one has responded.

Today I spoke to Asa McLaurin and Earl Dixon requesting an email from Vanguard stating their reason in writing for not requesting the consent letter. Dixon reached out to Corporate Actions with my request to put the reason for denial in writing. Their response was "not able to accommodate my request."

Sincerely,
John Fischer

Robert Smith

From: Diana B <dianalbboyd@gmail.com>
Sent: Thursday, March 18, 2021 10:35 AM
To: Robert Smith; Diana Boyd
Subject: reply from Vanguard about consent letter for AERO

Response from Vanguard:

Dear Ms. Boyd:

Thank you for taking the time to contact us.

If you wanted to dissent from the merger, you would have had to do so PRIOR to the merger being approved.

At this point you are no longer able to dissent, and we are no longer able to provide a Letter on Consent.

Ultimately, you were mailed notification of a special meeting on January 28, 2021. The special meeting date was February 23, 2021, which is when the vote on the merger proposal was to occur. That notification also informed you of your right to dissent. You received the notification via email and actually voted against the merger. However, the proxy statement shows on page 6 of 219 that clients wishing to exercise their dissent must do so BEFORE the vote on the merger agreement proposal which is to take place at the Special Meeting. Thus, there is no option for you as your right to dissent must have been exercised before the Special Meeting on February 23, 2021.

To answer your questions:

1. The name of the entity that holds held your shares. – we custody shares at the Depository Trust Company Corporation (DTCC)
2. Whether the broker received any information from DTC about the merger I would be surprised if they did not – we received notification of a special meeting from the company, Aerogrow International, which was forwarded along to clients on 01/28/2021. This was sent to you via email informing you of a special meeting and the opportunity to vote on the merger.
3. Whether your broker has requested the consent letter; and – Page 6 that Special Meeting notification explained clients have the right to dissent on the merger but that dissent had to be done prior to the special meeting.

If you have additional questions, we can be reached at:

<https://support.vanguard.com/>

Sincerely,

Brian Cristall
Registered Representative
Vanguard Retail Investor Group

Robert Smith

From: Tanya Truscott <TTruscott@Cambiar.com>
Sent: Wednesday, March 17, 2021 2:17 PM
To: McNiese, Marques P; Robert Smith
Cc: Mike Barish
Subject: RE: AeroGrow Dissenters
Attachments: 9000 dissent letter.docx; 9002 dissent letter.docx

Thanks Marques – it sounds like there is a misunderstanding of what we are asking for.

Rob – could you explain the AeroGrow situation to Marques? He is our relationship manager at US Bank – where the shares were held for Mr. Barish.

Thanks

Tanya Truscott - Vice President, Settlements
Cambiar Investors, LLC www.cambiar.com

200 Columbine Street Suite 800, Denver, CO 80206
tel 303.302.9040 toll 888.673.9950 fax 303.302.9050

From: McNiese, Marques P <marques.mcniese@usbank.com>
Sent: Wednesday, March 17, 2021 2:55 PM
To: Tanya Truscott <TTruscott@Cambiar.com>
Cc: Mike Barish <MBarish@Cambiar.com>
Subject: RE: AeroGrow Dissenters

Tanya –

This has been interesting. **At this point, DTC is unwilling to assist**, however there may be a small glimmer of hope. Do you happen to have evidence that written notice was sent AeroGrow with intent to demand payment before the vote on the merger agreement proposal? At this point, that may be the only think that will work for us. If this isn't the case and her still require a CEDE letter your legal counsel and DTC will have to work through the details.

The below is a response we received from DTC:

DTC cannot "facilitate dissenters action after the fact" as mentioned in the below chain.

*Within the cash merger event announced on the CA Web, the comments state "Any stockholder who does not vote in favor of the Merger Agreement Proposal will have the right to dissent from the Merger and, in lieu of receiving the consideration prescribed under the Merger Agreement, obtain payment of the fair value of the stockholder's shares, but only if **(1) the stockholder delivers to the Company, before the vote on the Merger Agreement***

Proposal is taken at the Special Meeting written notice of the stockholder's intent to demand payment for the stockholder's shares if the Merger is effectuated..."

Since dissent requests had to be delivered to the company prior to the meeting date of 2/23/21, any requests submitted to DTC at this time cannot be facilitated since it is past the deadline and we have no shares remaining in our inventory. If a shareholder wishes to make a different type of shareholder demand, templates are available on our external site.

Sincerely,

Marques McNiese

Assistant Vice President | Relationship Manager | Investment Advisor Services
p. 513.632.4147 | f. 866.977.1024 | marques.mcniese@usbank.com

U.S. Bank

U.S. Bank Tower

425 Walnut Street, Cincinnati, OH 45202|CN-OH-W5IT|www.usbank.com

EXHIBIT F

EXHIBIT F

March 17, 2021

Maximilien D. Fetaz
Attorney at Law
702.464.7083 tel
702.383.8135 fax
mfetaz@bhfs.com

VIA E-MAIL

J. Robert Smith, Esq.
Simons Hall Johnston
6490 S. McCarran Boulevard, Suite F-46
Reno, NV 89509
rsmith@shjnevada.com

Re: AeroGrow International, Inc. / Dissenter's Rights

Dear Mr. Smith:

My firm represents AeroGrow International, Inc. ("AeroGrow"). On March 11, 2021, AeroGrow received your letter dated March 4, 2021 (your "Letter"). We understand that you represent certain former stockholders of AeroGrow identified in your Letter and in connection with the Merger.¹

On March 5, 2021, in accordance with NRS 92A.430, AeroGrow mailed Dissenter's Notices to you, as counsel for certain former stockholders whom you represent. Certain other of the stockholders you represent did not receive a Dissenter's Notice because they did not comply with Nevada law in submitting their notices of intent to demand payment for their shares.

The following is a list of your clients, as numbered in your Letter, to whom AeroGrow sent Dissenter's Notices:

- 7. Boyd, Michal, Dr.
- 11. Duncan, William
- 18. Harding, Wayne
- 19. Harding, Wayne E. III
- 24. Kaye, Stephen
- 26. March Trade & Finance, Inc.
- 28. Nidax Limited Partnership
- 29. Orme, Tom

¹ All terms not defined herein have the meanings ascribed to them in AeroGrow's definitive proxy dated January 22, 2021.

22416486

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100 North City Parkway, Suite 1600
Las Vegas, NV 89106-4614
main 702.382.2101

Brownstein Hyatt Farber Schreck, LLP

30. Parmenter, Rebecca
31. The Peierls By-Pass Trust/ Jeff Peierls
32. U D E S Peierls for E F Peierls, et. al./ Northern Trust Company of Delaware, Trustee
33. U D E F Peierls for BE Peierls / Northern Trust Company of Delaware, Trustee
34. U D E F Peierls for E J Peierls / Northern Trust Company of Delaware, Trustee
35. UD Ethel F. Peierls Charitable Lead Trust/ Northern Trust Company of Delaware, Trustee
36. U D J N Peierls for B E Peierls / Northern Trust Company of Delaware, Trustee
37. U D J N Peierls for E J Peierls / Northern Trust Company of Delaware, Trustee
38. U W E S Peierls for BEP Art VI-Accum /Northern Trust Company of Delaware, Trustee
39. U W E S Peierls for EJP Art VI-Accum / Northern Trust Company of Delaware, Trustee
40. U W J N Peierls for B E Peierls / Northern Trust Company of Delaware, Trustee
41. U W J N Peierls for E J Peierls / Northern Trust Company of Delaware, Trustee
53. Richard Alan Rudy, Trustee FBO of R. Alan Rudy
56. Severance, H. Leigh
58. Severance, Leigh and Sharon JT
63. Thunderfunding, LLC
65. Walker, Jack J.
66. Walker, Marsha S.
75. Wolman, Lewis & Eletise
76. Wolman, Lewis & Eletise, JT
79. Zuckerman, Alan Budd

As you know, NRS 92A.400 imposes the following limitation on beneficial stockholders' right of dissent:

"2. A beneficial stockholder may assert dissenter's rights as to shares held on his or her behalf *only if* the beneficial stockholder:

- (a) Submits to the subject corporation the written consent of the stockholder of record to the dissent not later than the time the beneficial stockholder asserts dissenter's rights; and
- (b) Does so with respect to all shares of which he or she is the beneficial stockholder or over which he or she has power to direct the vote." (emphasis added).

The following beneficial stockholders, as numbered in your Letter, did not submit the statutorily required "written consent of the stockholder of record" with their purported notices of intent to demand payment for their shares:

1. Adamczyk, Fred M.
2. Albanese, Thomas C.
3. Almond, William A. III
4. Barish, Michael S. (174,000)
5. Barish, Michael S. (2,000)
6. Boyd, Diana
8. Decker, Anne Carrol
9. Decker, Thomas H.
10. The Deutsch Family Trust
12. Fischer, John C.
13. Gomez, Alfredo
14. Gomez, Alfredo FMT CO CUST IRA Rollover, FBO Alfredo Gomez
15. Greenberg, Lawrence
16. Greenberg, L. Wayne & Patricia, JT
17. Harding, Karen
20. Hoffstein, Daniel G.
21. Johnson, Kevin (15,447)
22. Johnson, Kevin (3,000)
23. Kaye, Candice
25. Koby, Laura J.
27. McLaughlin, Carole L., M.D.
42. Peierls, Brian E.
43. Peter, Joseph E.
44. Perelberg, Alexander (95,466)
45. Perelberg, Alexander (2,500)
46. Perelberg, Amy
47. Perelberg, Dana
48. Perelberg, Gary (17,417)
49. Perelberg, Gary (60,436)
50. Perelberg, Linda
51. The Really Cool Group
52. The Richard Alan Rudy Revocable Living Trust
54. Robson, Bryan
55. H.L. Severance, Inc. Profit Sharing Plan & Trust
57. H.L. Severance, Inc. Pension Plan & Trust
59. Sicz, Wayne IRA FBO Wayne Sicz
60. Sicz, Wayne ROTH IRA FBO Wayne Sicz
61. The Carol W. Smith Revocable Trust, TRUA
62. Smith, Thomas K.
64. Vasanth, Suraj
67. Wang, Cathay C.

68. Wang, Chathay Chachy and Wang, Lisa Dawn
69. Weissenborn, Darcy J. (1,000)
70. Weissenborn, Darcy J. (2,000)
71. The Margaret S. Weissenborn Revocable Trust TRUA
72. The Stanton F. Weissenborn IRA FBO Stanton F. Weissenborn
73. The Stanton F. Weissenborn Revocable Trust dated October 2, 2010
74. The Stanton F. Weissenborn Irrevocable Trust
77. The Natalie Wolman Living Trust, Dated 12/8/2010 / Natalie Wolman and David W. Fulker, Trustee
78. The Natalie Wolman Living Trust, Dated 12/8/2010 / Natalie Wolman and David W. Fulker, Trustee
80. Zuckerman, Alan Budd² (paid for shares held as beneficial owner only).

These above-listed beneficial stockholders (“Non-Compliant Stockholders”) failed to obtain and submit the “written consent of the stockholder of record to the dissent” before the vote on the Merger, and therefore failed to comply with NRS 92A.400 and 92A.420. As you know, NRS 92A.420 (a statutory provision cited in your correspondence accompanying the purported notices of intent to dissent) provides that “[a] stockholder who does not satisfy the requirements of subsection 1 or 2 and NRS 92A.400 *is not entitled to payment for his or her shares under this chapter* [NRS Chapter 92A].” See NRS 92A.420(3) (emphasis added). Accordingly, AeroGrow had (and has) no obligation to provide them (or you on their behalf) with a Dissenter’s Notice under NRS 92A.430.

These Non-Compliant Stockholders failed to comply with the clear, statutory prerequisites for demanding payment of fair value under NRS Chapter 92A and therefore AeroGrow properly paid them the Merger Consideration of \$3.00 per share. Your Letter erroneously asserts that the Non-Compliant Stockholders were “paid the \$3.00 per share that AeroGrow estimates to be the fair value of their shares.” But AeroGrow’s payment of the Merger Consideration to the Non-Compliant Stockholders was *not* a payment of “fair value” (as defined in NRS 92A.320) pursuant to NRS 92A.460 or otherwise. As you know, the Merger Consideration is distinct from the statutory “fair value” as defined in NRS 92A.320.

Simply put, those of your clients who complied with the requirements of Nevada law received a Dissenter’s Notice, and those of your clients who failed to do so received the Merger Consideration to which they were entitled.

² “Zuckerman, Alan Budd” is listed in your Letter twice (numbered as stockholder client 79 and 80). AeroGrow paid the Merger Consideration to Mr. Zuckerman for the shares he held beneficially for the reasons articulated herein. AeroGrow did not pay the Merger Consideration to Mr. Zuckerman for the 14,000 shares he held in his own name—*i.e.*, as stockholder of record—and as to those shares, AeroGrow sent him a Dissenter’s Notice.

J. Robert Smith, Esq.
March 17, 2021
Page 5

AeroGrow has complied with all applicable provisions of NRS Chapter 92A and will continue to do so. AeroGrow reserves all of its rights, defenses, and remedies under applicable law, including, without limitation, NRS 92A.500.

If necessary, I am happy to set up a time to discuss the above matters.

Sincerely,

Maximilien D. Fetaz, Esq.

CC via e-mail:

Marjorie P. Duffy, Esq.
Ashley F. Heintz, Esq.
Kirk B. Lenhard, Esq.
Travis F. Chance, Esq.

EXHIBIT G

EXHIBIT G

March 17, 2021

Maximilien D. Fetaz
Attorney at Law
702.464.7083 tel
702.383.8135 fax
mfetaz@bhfs.com

VIA E-MAIL

Terry A. Coffing, Esq.
Marquis Aurbach Coffing
10001 Park Run Drive
Las Vegas, NV 89145
tcoffing@maclaw.com

Re: Overbrook Capital LLC v. AeroGrow International, Inc., et al., Lead Case No. A-21-827665-B (Radoff v. Hagedorn, et al., Case No. A-21-829854-B)

Dear Terry:

My firm represents AeroGrow International, Inc. ("AeroGrow"), AGI Acquisition Sub, Inc., SMG Growing Media, Inc., The Scotts Miracle-Gro Company, Chris Hagedorn, Cory Miller, Patricia M. Ziegler, James Hagedorn, and Peter Supron in connection with the above captioned actions. I am writing concerning the First Amended Complaint filed on March 15, 2021 in *Radoff* and in response to your email of March 16, 2021.

I. AeroGrow Has Complied with NRS Chapter 92A

On behalf of Mr. Radoff, you sent a letter dated February 19, 2021 to the AeroGrow Board of Directors with the subject line, "Notice of Intent to Demand Payment for Shares Pursuant to NRS 92A.420; Special Meeting Dated February 23, 2021 at 10:00 a.m." ("February 19 Letter"). Your client did not provide any documentation to substantiate his stated ownership and, because your client does not appear on AeroGrow's record stockholder lists, it appears your client purported to assert dissenter's rights as a beneficial stockholder.

As you know, NRS 92A.400 imposes the following limitation on beneficial stockholders' right of dissent:

"2. A beneficial stockholder may assert dissenter's rights as to shares held on his or her behalf **only if** the beneficial stockholder:

(a) Submits to the subject corporation the written consent of the stockholder of record to the dissent not later than the time the beneficial stockholder asserts dissenter's rights; and

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main 702.382.2101

Brownstein Hyatt Farber Schreck, LLP

(b) Does so with respect to all shares of which he or she is the beneficial stockholder or over which he or she has power to direct the vote.” (emphasis added).

AeroGrow has not received the statutorily required “written consent of the stockholder of record” to accompany Mr. Radoff’s purported notice of intent to demand payment for his shares. To comply with Nevada law, AeroGrow should have received that consent prior to the vote on the Merger,¹ which occurred on February 23, 2021 at 10:00 a.m. MT, as your February 19 Letter noted.

Because Mr. Radoff, an apparent beneficial stockholder, failed to obtain and submit the “written consent of the stockholder of record to the dissent,” he failed to comply with NRS 92A.400 and 92A.420. As you know, NRS 92A.420 (a statutory provision cited in your correspondence accompanying the purported notice of intent to dissent) provides that “[a] stockholder who does not satisfy the requirements of subsection 1 or 2 and NRS 92A.400 *is not entitled to payment for his or her shares under this chapter* [NRS Chapter 92A].” See NRS 92A.420(3) (emphasis added). Accordingly, AeroGrow had (and has) no obligation to provide Mr. Radoff (or you on his behalf) with a Dissenter’s Notice under NRS 92A.430.

Mr. Radoff failed to comply with the clear, statutory prerequisites for demanding payment of fair value under NRS Chapter 92A, and therefore AeroGrow properly paid him the Merger Consideration of \$3.00 per share. Your First Amended Complaint erroneously asserts that Mr. Radoff was paid the Merger Consideration pursuant to NRS 92A.460. But AeroGrow’s payment of the Merger Consideration to Mr. Radoff was *not* a payment of “fair value” (as defined in NRS 92A.320) pursuant to NRS 92A.460 or otherwise. As you know, the Merger Consideration is distinct from the statutory “fair value” as defined in NRS 92A.320 and required by NRS 92A.460. For these reasons, the allegations in the First Amended Complaint that AeroGrow did not comply with NRS 92A.460 (*e.g.*, par. 172) are inaccurate and also premature insofar as the dissenters’ rights process is continuing.

Simply put, your client failed to comply with Nevada law, so he did not receive a Dissenter’s Notice. He received the Merger Consideration to which he was entitled.

AeroGrow has complied with all applicable provisions of NRS Chapter 92A and will continue to do so. AeroGrow reserves all of its rights, defenses, and remedies under applicable law, including, without limitation, NRS 92A.500.

For the above reasons, AeroGrow requests that your client voluntarily dismiss or otherwise withdraw the First Amended Complaint’s fourth claim for relief seeking declaratory relief immediately. I also note that Nevada courts have the power to assess fee and expenses where a

¹ All terms not defined herein have the meanings ascribed to them in AeroGrow’s definitive proxy dated January 22, 2021.

Terry A. Coffing, Esq.
March 17, 2021
Page 3

party acts “arbitrarily, vexatiously or not in good faith with respect to the rights provided by NRS 92A.300 to 92A.500, inclusive.” NRS 92A.500.

II. Appraisal Is the Exclusive Remedy to Challenge the Merger Consideration

Under Nevada law, appraisal is the exclusive remedy for stockholders who seek to challenge the purchase price of a transaction. NRS 92A.380(2). For that reason, Mr. Radoff’s first, second, and third claims for relief are precluded from proceeding. To avoid the unnecessary expenditure of the Court’s and the parties’ resources, my clients request that your client voluntarily dismiss the *Radoff* action immediately.

All rights, remedies, and defenses under Nevada law, including, without limitation, NRS 92A.500, and other applicable law are hereby reserved; nothing in this letter should be construed as a waiver of such rights, remedies, and defenses or admission of any kind.

As we discussed, please let me know if you would like to set up a time to meet and confer on the above matters.

Sincerely,

Maximilien D. Fetaz, Esq.

CC via e-mail:

Marjorie P. Duffy, Esq.
Ashley F. Heintz, Esq.
Kirk B. Lenhard, Esq.
Travis F. Chance, Esq.
Brian Kerr, Esq.