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**ICL SUBMITS OFFER TO ACQUIRE
GLOBAL PROFESSIONAL BUSINESS OF
THE SCOTTS MIRACLE-GRO COMPANY**

*-- Scotts' Large Global Sales Force & Branded Products to Strengthen ICL's Position
in Fast-Growth Agro Sector and Provide International Platform for Expansion --*

Tel – Aviv, Israel, December 7, 2010 – ICL (TASE: ICL), a multinational fertilizer and specialty chemicals company, today announced that it has signed a letter of offer to acquire the Global Professional business (“Scotts’ Global Professional”) of The Scotts Miracle-Gro Company (NYSE: SMG) (“Scotts”), the world's largest marketer of branded consumer lawn and garden products. The offering price is \$270 million for the business, assets and shares of Scotts’ Global Professional business, subject to certain adjustments at closing. The proposed transaction includes the brands, products, employees, R&D resources associated with Scotts’ Global Professional business as well as Scotts’ Global Professional facilities, including three factories and three peat mines. ICL intends to finance the purchase from its own resources. Scotts’ Global Professional’s revenues for its fiscal year ended September 30, 2010 were approximately \$242 million, and its pro forma EBIDTA was \$31.4 million.

Scotts’ Global Professional business sells specialty fertilizers, growing media and plant protection products to commercial nurseries, greenhouses and specialty crop growers in the Americas, EMEA and the Far East. Scotts’ Global Professional’s products include a broad line of proprietary high-quality controlled-release fertilizers (CRF), slow release fertilizers, water-soluble fertilizers (WSF), plant protection products, wetting agents, growing media and grass seeds sold under well-known brand names, including Osmocote, Sierrablen, Peters Professional and others.

One of Scotts’ Global Professional’s key assets is its global technical sales and marketing force, which accounts for over 200 of its 340 employees, and its strong research and development capability. The business’s production plants are located in Holland, the UK and the US, and its peat mines are located in the UK.

ICL is increasing its investment in the specialty fertilizers area and its proposed

acquisition of Scotts' Global Professional business will significantly expand its portfolio of specialty fertilizers and horticultural/turf inputs products, giving it brands with the best recognition in the marketplace. In addition, Scotts' Global Professional's extensive sales and marketing capabilities will serve as an international platform for growth in the specialty fertilizers and horticultural/turf inputs markets, especially in geographic regions where Scotts' Global Professional is active, including EMEA, the Americas and Asia Pacific. Beyond positioning ICL as a leader in fast-growing downstream fertilizers markets, the acquisition would diversify its product offerings, enhance its production and R&D capabilities and improve its geographic marketing reach. In addition, ICL intends to realize operating synergies from the acquisition, especially in the areas of sales, raw materials and logistics, administration and other services.

"ICL's interest in Scotts' Global Professional business, a well known brand in specialty fertilizers, derives from our intention to increase our focus on environmentally-important fields whose growth is being accelerated by global trends," commented Mr. Yossi Shahar, ICL's Executive VP, Corporate Development. "This acquisition will establish ICL as the leading player in certain specialty fertilizers and specialty inputs markets in which we have been active for many years. Scotts' Global Professional business is an excellent complement to our existing specialty fertilizers capabilities that will give us a broader portfolio of branded, environmentally-friendly products, an international platform for growth, stronger R&D capabilities and significant additional marketing expertise."

Mr. Yossi Zidon, Senior VP, ICL Specialty Fertilizers, added, "We believe that the significant advantages the acquisition of Scotts' Global Professional will provide us, together with the synergies that we expect to achieve and our existing global platform, will enable us to accelerate the growth and profitability of our Specialty Fertilizers business unit, and to establish the combined company as a ~\$500 million specialty fertilizers and horticultural/turf inputs powerhouse."

The parties intend to enter into a Share and Business Sale Agreement following the completion of certain pre-sale conditions by Scotts.

Citi is acting as financial advisor to ICL on this transaction.

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About ICL

ICL is one of the world's leading fertilizer and specialty chemicals companies. For a world challenged by population growth and scarce resources, ICL makes products that increase global food and water supplies and improve industrial materials and processes. ICL is the world's number one producer of elemental bromine and organophosphorus flame retardants, and is the 6th largest potash producer in the world. ICL is also the number one producer of PK fertilizers (compound potash &

phosphate), a leading supplier of fertilizers in Europe and a major player in specialty fertilizer market segments. One of the world's most integrated manufacturers and suppliers of phosphate products, ICL is also the world's leading provider of pure phosphoric acid and specialty phosphates.

ICL's major production activities are located in Israel, Europe, the US, South America and China, and are supported by major global marketing and logistics networks.

ICL's shares are traded on the Tel Aviv Stock Exchange (TASE: ICL).

About ICL Fertilizers

ICL Fertilizers, one of ICL's three operating segments, produces commodity and specialty fertilizers and markets them throughout the world. The world's sixth largest producer of potash, ICL Fertilizers' potash mining operations are at Israel's Dead Sea, and in Spain and England. ICL Fertilizers' Rotem Amfert Negev Division mines phosphate rock from Israel's Negev desert and uses it to manufacture phosphate fertilizers and phosphoric acid. In addition, ICL Fertilizers produces complex fertilizers as well as inputs for value-added downstream products. ICL Fertilizers sells its products to customers throughout the world, with an emphasis on Europe, Brazil, India, China and Israel.

About ICL Specialty Fertilizers

ICL Specialty Fertilizers (ICL-SF), a business unit of ICL Fertilizers, produces high-quality products for sophisticated drip irrigation and greenhouse applications. Some of the unit's fully-soluble P&K fertilizers are balanced with supplementary macro and micro nutrients, making them ideal for hydroponics, fertigation and foliar nutrition, as well as for horticulture, aquaculture, food applications and other uses. ICL-SF is one of the world's leading producers of fully water-soluble monopotassium phosphate fertilizers (MKP) distributed under the brand name PeaK®. ICL-SF's other brands include Ferti-K fully-soluble white KCl for fertigation and the NutriVant line of fully-soluble, long-lasting formulations for foliar nutrition.