

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 8/30/2005)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Bayer Aktiengesellschaft

- Individual(s)
- General Partnership
- Corporation-State
- Other German company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 31, 2002

2. Name and address of receiving party(ies)

Name: S. C. Johnson & Son, Inc.

Internal Address: _____

Street Address: 1525 Howe Street

City: Racine State: WI Zip: 53403

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Wisconsin
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1155251

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Adam V. Petravicus

Internal Address: Kirkland & Ellis

Street Address: 200 E. Randolph Drive

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account and for any additional fees and/or credit


8. Deposit account number:

22-0440

DO NOT USE THIS SPACE

9. Signature.

Adam V. Petravicus
Name of Person Signing


Signature

1/22/03
Date

Total number of pages including cover sheet, attachments, and document: 16

15625-250

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231



UNITED STATES

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of December 31, 2002 ("Effective Date") by and between Bayer Aktiengesellschaft, a German company, with its principal office at Leverkusen D-51368, Germany ("Assignor"), and S.C. Johnson & Son, Inc., a Wisconsin, U.S.A. corporation, with its principal office at 1525 Howe Street, Racine, Wisconsin 53403-2236 U.S.A. ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Master Agreement dated December 31, 2002 (the "Agreement");

WHEREAS, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the United States trademark registrations and the applications for trademark registration set forth on the Schedule attached hereto, together with the goodwill of the business associated therewith (collectively, the "Marks"); and

WHEREAS, Assignee is a successor to that part of Assignor's business to which the Marks pertain, and that business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee the entire right, title and interest in and to the Marks, for the United States, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Marks.

* * * * *

UNITED STATES

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

BAYER AKTIENGESELLSCHAFT

HP *HP*

Name: Helmut Pastor

Title: Chief Trademark Counsel

=

S.C. JOHNSON & SON, INC.

Sally L. Davis

Name: Sally L. Davis

Title: Corporate Counsel

SCHEDULE

Trademark	Country	Registered Owner	Application No	Application Date	Registration No	Registration Date
BAYGON	United States of America	Bayer AG	232130	20-Sep-1979	1155251	26-May-1981

Untervollmacht**Delegated Power of Attorney**

Die

The

S.C. Johnson & Son, Inc.

eine Gesellschaft errichtet nach dem Recht a company under the laws of Wisconsin
des Staates Wisconsin; USA und mit Sitz in and with business address at

1525 Howe Street, Racine, WI 53403 - 5011, USA

hat

granted

Herrn/Mr. Ivo Posluschny,
Rechtsanwalt
geschäftsansässig/with business address
Tower 42, 25 Old Broad Street,
London EC2N 1HQ, United Kingdom

einzelnen und unter Befreiung von § 181
BGB Vollmacht zur Durchführung eines
Unternehmenskaufvertrages zum Erwerb
des „Flora Business“ von der Bayer AG
erteilt, die in Kopie als Anlage beigefügt
ist. Die Vollmacht enthält auch die Befug-
nis Untervollmacht zu erteilen

individually and released from the restric-
tions of § 181 of the German Civil Code a
power of attorney in order to contemplate
a Sale and Purchase Agreement to ac-
quire the “Flora Business” from Bayer
AG, a copy of which is attached hereto.
Such power of attorney also entitles the
attorneys to delegate the power of attor-
ney to a third party.

Hiermit werden

The undersigned Mr. Ivo Posluschny
hereby delegates his Power of attorney to

Gary A. Akavickas,
 Attorney-at-law
Sally L. Davis
 Attorney-at-law
Marc L. English
 Businessman
Sherry C. Hampel
 Attorney-at-law
David Hecker
 Attorney-at-law
Jeffrey D. Pellegroni
 Businessman
Floyd W. Smith
 Attorney-at-law

alle geschäftsansässig/ common business address
 1525 Howe Street, Racine, WI 53403 - 2236, USA

Untervollmacht im selben Umfang der als Anlage beigefügten Hauptvollmacht erteilt.

to the same extent such power of attorney, attached as a copy hereto, has been granted.

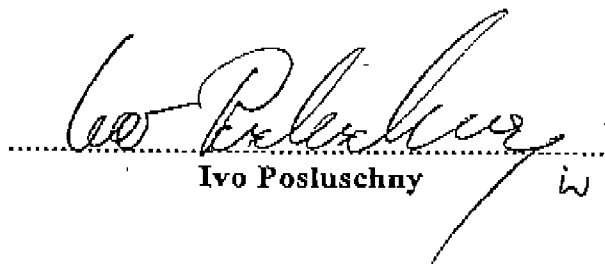
Im Zweifelsfall soll die Untervollmacht umfassend ausgelegt werden, um den Zweck ihrer Erteilung zu verwirklichen. Die Untervollmacht ist zeitlich bis zum 30. Juni 2003 befristet.

In case of doubt, this delegated power of attorney shall be interpreted extensively in order to realise the purpose of its granting. The delegated power of attorney is restricted timewise until June 30, 2003.

Der für die Untervollmacht maßgebliche Text ist derjenige, der in deutscher Sprache abgefaßt ist. Bei einer unterschiedlichen Auslegung des deutschsprachigen und des englischsprachigen Textes hat der deutsche Wortlaut Vorrang.

The text decisive for this delegated power-of-attorney is the one written in German language. Therefore, in case of a different interpretation of the German and the English text, the German wording shall prevail.

Düsseldorf, den/the 17. December 2002


 Ivo Posluschny

Vollmacht

Power of Attorney

Die

The

S. C. Johnson & Son, Inc.

eine Gesellschaft errichtet nach dem Recht a company under the laws of Wisconsin
des Staates Wisconsin, USA und mit Sitz in and with business address at

1525 Howe Street, Racine, WI 53403 - 2236, USA

ordnungsgemäß vertreten durch duly represented by

William D. Perez
President and Chief Executive Officer

nachfolgend: „Gesellschaft“

hereinafter: “Company”

bevollmächtigt hiermit

hereby authorizes

Dr. Thomas Verhoeven,

Rechtsanwalt,

Matthew H. Hurlock,

Attorney-at-law

Ivo Posluschny,

Rechtsanwalt

Abrielle Rosenthal

Attorney-at-law

Andreas Böhme,

Rechtsanwalt

Babette Ehmann

Rechtsanwältin

alle geschäftsansässig/ common business address

Tower 42, 25 Old Broad Street,

London EC2N 1HQ, United Kingdom

und zwar jeden für sich einzeln, sie bei
allen notwendigen und nützlichen
Rechtsgeschäften, Handlungen und
Erklärungen im Zusammenhang mit dem
Abschluss und der Durchführung
("Closing") eines

and each of them to represent it solely
with regard to all legal transactions, acts
and declarations in connection with the
conclusion and execution ("Closing") of a
business purchase agreement including
Exhibits (the "Agreement"), whereby the

Unternehmenskaufvertrages mit Anlagen („Kaufvertrag“) zu vertreten, mit dem die Gesellschaft von der Bayer Aktiengesellschaft, Leverkusen deren Unternehmenssparte „Insektizide“ - von den Parteien als das sog. „Flora Business“ bezeichnet - erwirbt. Die Vollmacht umfasst hierbei ausdrücklich auch die Befugnis für die Gesellschaft Grundstücke im In- und Ausland zu erwerben sowie für die Gesellschaft Vereinbarungen - von den Parteien als sog. „Local Asset Agreements“ bezeichnet - oder andere hierauf gerichtete Vereinbarungen zu schließen, aufgrund derer in- und ausländische Vermögenswerte an die Gesellschaft veräußert werden, wobei diese Vereinbarungen ausländischem Recht unterliegen können.

Diese Vollmacht umfasst neben dem Abschluss des Kaufvertrages auch alle notwendigen und nützlichen Mitwirkungshandlungen zu seiner Vorbereitung und Durchführung einschließlich der Abgabe und der Entgegennahme von Erklärungen Dritter - einschließlich Genehmigungsbehörden - im In- und Ausland zur Neuanmeldung und/oder Übertragung von öffentlichen Erlaubnissen und Genehmigungen, die für die Forschung, Herstellung und Vertrieb von Insektizidprodukten erforderlich und/oder nützlich sind.

Die Bevollmächtigten sind jeweils zu allen im Zusammenhang mit dem Vorstehenden erforderlichen oder zweckmäßigen Handlungen berechtigt. Sie sind jeweils von den Beschränkungen des § 181 BGB befreit und berechtigt, Dritten Untervollmacht in demselben Umfang zu erteilen. Sie sind auch bevollmächtigt, im Umfang dieser Vollmacht Genehmigungserklärungen abzugeben.

Company shall acquire from Bayer Aktiengesellschaft, Leverkusen, its business operation “Insecticides” - named by the parties as “Flora Business”. This power of attorney explicitly also includes the power to acquire domestic and foreign real estate and to enter on behalf of the Company into agreements - named by the parties as so-called “Local Asset Agreements” - or other related agreements by which domestic and foreign assets are sold and transferred to the Company and which may be governed by foreign law.

This power of attorney includes not only the execution of the Agreement but also all acts necessary and useful for the preparation and closing of the Agreement. This includes the delivery and acceptance of statements and declarations to and of domestic and foreign third parties - including permission authorities - regarding new registrations and/or the transfer of existing permissions, which are required or useful for the research, production and distribution of insecticide products.

The attorneys-in-fact are each authorised to do any and all acts necessary or appropriate in connection with the aforementioned. The attorneys-in-fact shall each be exempt from the restrictions of Sec. 181 BGB (German Civil Code) and may, appoint sub-representatives with the same scope of authority. They are also authorised to state declarations of approval to the extent of this power of attorney.

Im Zweifelsfall soll die Vollmacht umfassend ausgelegt werden, um den Zweck ihrer Erteilung zu verwirklichen. Die Vollmacht ist zeitlich bis zum 30. Juni 2003 befristet.

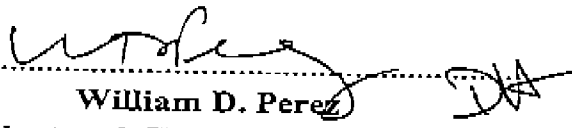
In case of doubt, this power of attorney shall be interpreted extensively in order to realise the purpose of its granting. The power of attorney is restricted timewise until June 30, 2003.

Der für die Vollmacht maßgebliche Text ist derjenige, der in deutscher Sprache abgefaßt ist. Bei einer unterschiedlichen Auslegung des deutschsprachigen und des englischsprachigen Textes hat der deutsche Wortlaut Vorrang.

The text decisive for this power-of-attorney is the one written in German language. Therefore, in case of a different interpretation of the German and the English text, the German wording shall prevail.

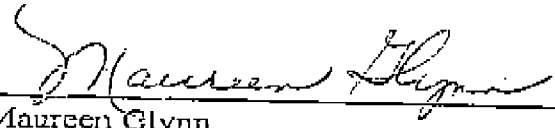
Racine, Wisconsin USA, den/the 10th day of December 2002

S. C. Johnson & Son, Inc.


William D. Perez
President and Chief Executive Officer

STATE OF WISCONSIN
COUNTY OF RACINE

Subscribed and sworn to before me
this 10th day of December, 2002.


Maureen Glynn
Notary Public, Racine County
My commission expires August 15, 2004.

THE STATE OF WISCONSIN

Office of the
Secretary of State

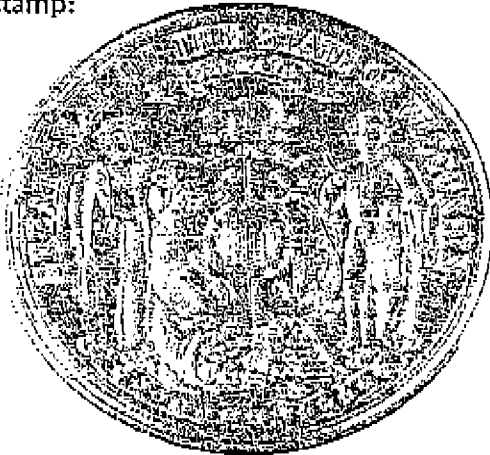
APOSTILLE

(Convention de La Haye du 5 octobre 1961)

- 1. Country: United States of America
- 2. This public document has been signed by MAUREEN GLYNN
- 3. acting in the capacity of Notary Public, State of Wisconsin
- 4. bears the seal/stamp of Notary Public, State of Wisconsin

CERTIFIED

- 5. at Madison, Wisconsin
- 6. December 11, 2002
- 7. by the Secretary of State of Wisconsin
- 8. No. 77865
- 9. Seal/stamp:
- 10. Signature:



Douglas La Follette

DOUGLAS LA FOLLETTE
Secretary of State

Certificate

Ich, der Unterzeichnete

I, the undersigned

David Hecker,
Secretary

der/of **S. C. Johnson & Son, Inc.**

eine Gesellschaft nach dem Recht des Staates a company existing under the laws of

Wisconsin

mit Geschäftssitz in

with principal place of business in

1525 Howe Street, Racine, WI 53403-2236, USA

bestätige hiermit als

herewith confirm as

Secretary

der vorgenannten Gesellschaft:

of the said company:

1. daß die Firma

1. that the company

S. C. Johnson & Son, Inc.eine auf Grund und nach dem Recht des
Staatesis a company duly organized and
existing under the laws of**Wisconsin**ordnungsgemäß gegründete und
bestehende Gesellschaft ist;2. daß die Gesellschafter beschlossen
haben,2. that the Members and Directors have
passed a resolution which authorizes**William D. Perez****President and Chief Executive Officer**zu ermächtigen, die beiliegende
Vollmacht auszustellen und dass die
der Vollmacht zugrunde liegenden
Rechtsgeschäfte im Namen der
Gesellschaft abgeschlossen und
Willenserklärungen im Namen der
Gesellschaft abgegeben und
entgegengenommen werden können;to execute the attached Power of
Attorney and that the legal transactions
covered by this power of attorney can
be entered into on behalf of the
company and that legal declarations
covered by this power of attorney can
be submitted and accepted on behalf of
the company;

3. daß nach dem Recht des Staates

3. that under the laws of

Wisconsinund nach den Statuten der Gesellschaft
und nach dem vorgenannten Beschluß
der Gesellschafterand in accordance with the Statutes of
the company and the aforementioned
resolution of the Members and
Directors**TRADEMARK****REEL: 002600 FRAME: 0258**

William D. Perez
President and Chief Executive Officer

als befugter Vertreter der Gesellschaft
autorisiert ist, die beigelegte Vollmacht
auszustellen;

is authorized to execute the attached
Power of Attorney;

4. daß

4. that

William D. Perez

ordnungsgemäß zum


Has been properly elected

President

der Gesellschaft gewählt worden ist,
und daß er dieses Amt bei Ausstellung
der Vollmacht innehatte.

of the company, and that he was
holding this office at the time of
execution of the Power of Attorney.

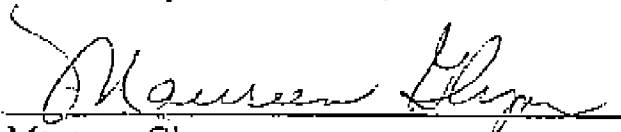
Racine, December 10, 2002



David Hecker
Secretary of S. C. Johnson & Son, Inc.

STATE OF WISCONSIN
COUNTY OF RACINE

Subscribed and sworn to before me
this 10th day of December, 2002.



Maureen Glynn
Notary Public, Racine County
My commission expires August 15, 2004.

THE STATE OF WISCONSIN

Office of the
Secretary of State

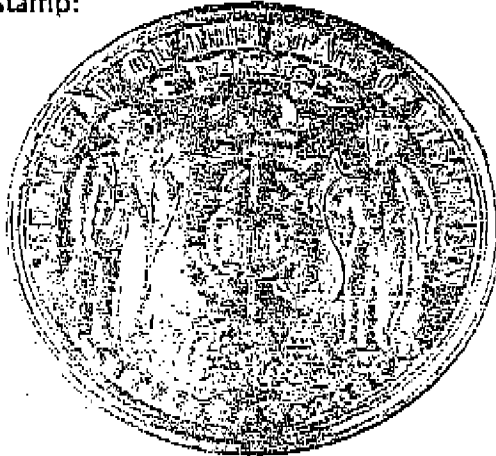
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CERTIFIED

- 5. at Madison, Wisconsin
- 6. December 11, 2002
- 7. by the Secretary of State of Wisconsin
- 8. No. 77866
- 9. Seal/stamp:
- 10. Signature:



Douglas La Follette

DOUGLAS LA FOLLETTE
Secretary of State

Urkundenrolle Nr. W 1393 /2002**Deed Roll No. W 1393 /2002**

Hiermit beglaubige ich die vorstehende, vor mir vollzogene Namensunterschrift von:

I hereby certify that the above is the true signature, signed in my presence, of

Herrn Ivo Posluschny, Rechtsanwalt, geboren am 13.11.1969, mit Geschäftsanschrift Tower 42, 25 Old Broad Street, London EC2N 1HQ, United Kingdom.

Mr. Ivo Posluschny, born on 13.11.1969, with business address Tower 42, 25 Old Broad Street, London EC2N 1HQ, United Kingdom.

Düsseldorf, 17. Dezember 2002

Düsseldorf, 17th December 2002

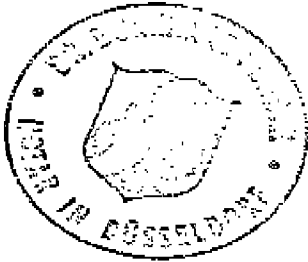
Notar Dr. Gerrit Wenz Notary Public

**TRADEMARK****REEL: 002600 FRAME: 0261**

Upon inspection of today of the Commercial Register of the Local Court of Leverkusen (HRB 1122), I testify that „Bayer Aktiengesellschaft“ is still registered there.

I further testify that Mr. Helmut Pastor is procurist of „Bayer Aktiengesellschaft“ and he is authorized to represent the company alone.

Düsseldorf, 19th. Dezember 2002



Dr. Burkhard Pünder, Notary

A handwritten signature in black ink, appearing to read "Pünder", written over the printed name.

Urkundenrolle Nr. P 2-29 /2002

Deed Roll No. P 2-29 /2002

Hiermit beglaubige ich die vorstehenden, vor mir vollzogenen Namensunterschriften von:

I hereby certify that the above are the true signatures, subscribed in my presence, of:

a) Herrn Helmut Pastor, geboren am 12.08.1948, geschäftsansässig 51368 Leverkusen,

a) Mr. Helmut Pastor, born on 12.08.1948, with business adress 51368 Leverkusen,

b) Frau Sally Lynn Davis, geboren am 30.06.1966, geschäftsansässig 1525 Howe Street, Racine, Wisconsin, 53403-2236, USA,

b) Ms. Sally Lynn Davis, born on 30.06.1966, with business adress 1525 Howe Street, Racine, Wisconsin, 53403-2236, USA,

Alle Personen wiesen sich aus durch Reisepass.

All person proved their identity by presenting their passports.

Aufgrund heutiger Einsicht in das Handelsregister des Amtsgerichts Leverkusen (HRB 1122) bescheinige ich, dass dort die Gesellschaft in Firma „Bayer Aktiengesellschaft“ eingetragen ist.

Upon inspection of today of the Commercial Register of the Local Court of Leverkusen (HRB 1122), I testify that „Bayer Aktiengesellschaft“ is still registered there.

Ferner bescheinige ich, dass Herr Pastor als Prokurist der „Bayer Aktiengesellschaft“ eingetragen ist und dass er berechtigt ist, die vorgenannte Gesellschaft zu vertreten.

I further testify that the aforementioned Mr. Pastor is procurist of „Bayer Aktiengesellschaft“ and he is authorized to represent the company.

Weiter beglaubige ich die wörtliche Übereinstimmung der in Kopie angelegelten Vollmachten / Untervollmachten (2 Stück) mit den mir vorliegenden Urschriften.

Further I certify that the annexed power of attorney and subpower of attorney are true copies of the originals presented to me.

Düsseldorf, 19. Dezember 2002

Düsseldorf, 19th dezember 2002

Notar Dr. Burkhard Pünder Notary Public

