

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

Bayer-CropScience Inc.

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

Citizenship (see guidelines) New York

Execution Date(s) August 12, 2004

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

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

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Rhodia Inc.

Internal Address: ...

Street Address: 259 Prospect Plains Road

City: Cranbury

State: New Jersey

Country: U.S.A. Zip: 8512-7500

- Association
- General Partnership
- Limited Partnership
- Corporation
- 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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

804,945; 813,262

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

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

Name: Thomas A. Kain, Esq.

Internal Address: Suite 1600

Street Address: 101 East 52nd Street

City: New York

State: New York Zip: 10022

Phone Number: (212) 935-5700

Fax Number: (212) 935-5728

Email Address: ...

**6. Total number of applications and registrations involved:**

2

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers 6112  
Expiration Date 09/06

b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

9. Signature: Thomas A. Kain  
Signature

October 7, 2004  
Date

Thomas A. Kain  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 27

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5895, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK ASSIGNMENT**

WHEREAS RHONE-POULENC SPECIALTY CHEMICALS CO. merged into RHONE-POULENC INC. on December 31, 1994 as evidenced by the merger document attached as Exhibit A; and

WHEREAS RHONE-POULENC INC., as a result of said merger became the successor-in-interest of all right, title and interest in and to the trademarks listed in the schedule attached hereto; and

WHEREAS RHONE-POULENC INC. changed its name to RHONE-POULENC AG COMPANY INC. effective July 1, 1998 as evidenced by the attached Exhibit B; and

WHEREAS RHONE-POULENC AG COMPANY INC. thereafter changed its name on January 3, 2000 to AVENTIS CROPSCIENCE USA, INC. as evidenced by the attached Exhibit C; and

WHEREAS AVENTIS CROPSCIENCE USA, INC. thereafter changed its name on September 20, 2002 to BAYER CROPSCIENCE INC. as evidenced by the attached Exhibit D;

NOW, THEREFORE, BE IT KNOWN THAT BAYER CROPSCIENCE INC. , a New York corporation ("ASSIGNOR"), is the sole and exclusive beneficial owner, of the trademarks listed on the schedule attached hereto; and

WHEREAS, RHODIA INC., a Delaware corporation ("ASSIGNEE") is desirous of acquiring the right, title and interest in, to and under said trademarks; and

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over to the ASSIGNEE, the trademarks set out in the attached Trademark Schedule and the registrations therefor, together with the goodwill of the business symbolized by the said trademarks, the same to be held and enjoyed by ASSIGNEE for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives; and ASSIGNOR hereby further covenants and agrees that ASSIGNOR will at any time upon reasonable request, and without further cost to ASSIGNOR, execute such additional assignments and other lawful papers as

ASSIGNEE, may deem necessary or desirable, testify in any legal proceeding, make all rightful oaths, and generally do everything possible to aid ASSIGNEE, its successors, assigns, and legal representatives to obtain and enforce proper trademark protection.

IN WITNESS WHEREOF, ASSIGNOR and ASSIGNEE have caused this assignment to be executed by their duly authorized officers this 12th day of August, 2004.

BAYER CROPSCIENCE INC.

By: *George S. Goodridge*

Name George S. Goodridge, Asst. Secretary

Date August 12, 2004

RHODIA INC.

By: *[Signature]*

Name Karin McVeigh, Asst. Secretary

Date August 12, 2004

**TRADEMARK SCHEDULE**

**BP PYRO U.S. REGISTRATION NO. 804945**

**LEVAIR U.S. REGISTRATION NO. 813262**

# EXHIBIT A

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RHONE-POULENC SPECIALTY CHEMICALS CO.", A DELAWARE CORPORATION,

WITH AND INTO "RHONE-POULENC INC." UNDER THE NAME OF "RHONE-POULENC INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1994, AT 3 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2466459 8100M

944260144

AUTHENTICATION:

7358998

DATE:

12-30-94

TRADEMARK

REEL: 002953 FRAME: 0853

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING**

**RHONE-POULENC SPECIALTY CHEMICALS CO.  
(A Delaware subsidiary Corporation)**

**INTO**

**RHONE-POULENC INC.  
(A New York Parent Corporation)**

**TO: Secretary of State,  
State of Delaware**

**RHONE-POULENC INC., a corporation organized and existing under  
the laws of the State of New York,**

**DOES HEREBY CERTIFY:**

**FIRST: That this corporation was incorporated on the 26th day  
of March, 1948, pursuant to the Business Corporation Law of the  
State of New York, the provisions of which permit the merger of a  
subsidiary corporation of another state into a parent corporation  
organized and existing under the laws of said state.**

**SECOND: That this corporation owns all of the outstanding  
shares of the stock of RHONE-POULENC SPECIALTY CHEMICALS CO., a  
corporation incorporated on the 18th day of November, 1992,  
pursuant to the General Corporation Law of the State of Delaware.**

**THIRD: That this corporation, by the following resolutions of  
its Board of Directors, duly adopted by the unanimous written  
consent of its members dated December 21, 1994, filed with the  
minutes of the Board, determined to and does merge into itself said  
RHONE-POULENC SPECIALTY CHEMICALS CO.:**

**RESOLVED, that Rhone-Poulenc Specialty Chemicals Co. be  
merged into this Corporation, and that all of the estate,  
property, rights, privileges, powers, and franchises of Rhone-  
Poulenc Specialty Chemicals Co. be vested in and held and  
enjoyed by this Corporation as fully and entirely and without  
change or diminution as the same were before held and enjoyed  
by Rhone-Poulenc Specialty Chemicals Co. in its name; and be  
it further**

**RESOLVED, that the officers of the Corporation are hereby each  
authorized and directed, on behalf of the Corporation, to take  
all such steps and to do and authorize to be done all such  
acts and things as may be necessary or advisable or convenient  
and proper for the purpose of carrying out the foregoing  
resolution and the intent thereof, and for the purpose of  
fully effectuating and carrying out the merger referred to in  
the foregoing resolution; and be it further**

RESOLVED, that this Corporation assume all of the obligations of Rhône-Poulenc Specialty Chemicals Co.; and be it further

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Rhône-Poulenc Specialty Chemicals Co. and of this Corporation and in any other appropriate jurisdiction; and be it further

RESOLVED, that the merger shall become effective on December 31, 1994.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of RHONE-POULENC SPECIALTY CHEMICALS CO., as well as for the enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Rhône-Poulenc Inc., Attn: Legal Department, CN 5266, Princeton, NJ, 08543-5266 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to RHONE-POULENC INC. at the above address.

IN WITNESS WHEREOF, said RHONE-POULENC INC. has caused this Certificate to be signed by its Vice President and attested to by its Assistant Secretary, this 31<sup>st</sup> day of December, 1994.

RHONE-POULENC INC.

By   
Thomas F. Kirk,  
Vice President

ATTEST:

By   
John M. Iatanes,  
Asst. Secretary

[ SEAL ]

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**CERTIFICATE**

**OF MERGER**

**OF**

**RHONE-POULENC SPECIALTY CHEMICALS CO.**  
**(A Delaware Corporation)**

**INTO**

**RHONE-POULENC INC.**  
**(A New York Corporation)**

**UNDER SECTION 905 AS AUTHORIZED BY SECTION 907 OF THE NEW YORK BUSINESS CORPORATION LAW**

To the Secretary of State,  
State of New York

**RHONE-POULENC INC., pursuant to the provisions of Section 905 as authorized by Section 907 of the New York Business Corporation Law hereby certifies as follows:**

1. **RHONE-POULENC INC., a corporation organized under the laws of the State of New York, which was incorporated under the name "Rhodia Inc." (the "Surviving Corporation"), owns all of the outstanding shares of RHONE-POULENC SPECIALTY CHEMICALS CO., a corporation organized under the laws of the State of Delaware (the "Subsidiary Corporation").**

2. **As to the Subsidiary Corporation, the designation and number of outstanding shares of each class and the number of such shares owned by the Surviving Corporation are as follows:**

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Rhone-Poulenc Specialty Chemicals Co.	100 - Common	100

3. (a) **The Certificate of Incorporation of the surviving Corporation was filed in the Department of State on the 26th day of March, 1948.**

(b) **The Subsidiary Corporation was incorporated under the laws of the State of Delaware on the 18th day of November, 1992.**

(c) The merger is permitted by the laws of the state of incorporation of the Subsidiary Corporation and is in compliance therewith.

4. The Surviving Corporation owns all of the outstanding shares of the Subsidiary Corporation to be merged.

5. The merger shall be effective on the 31st day of December, 1994.

6. The Plan of Merger was adopted by Unanimous Written Consent of the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been signed on the 31st day of December, 1994 and the statements contained herein are affirmed as true under penalties of perjury.

RHONE-POULENC INC.

By:   
Thomas P. Kirk,  
Vice-President

By:   
John M. Iatesta,  
Assistant Secretary

STATE OF NEW JERSEY )  
COUNTY OF MIDDLESEX ) SS.

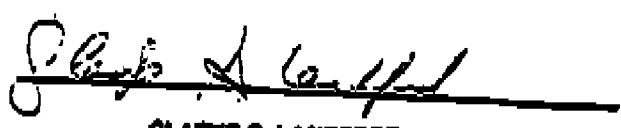
I, Gladys S. Lankford, a notary public of the State of New Jersey, do hereby certify that on the 21st day of December, 1994, personally appeared before me Thomas F. Kirk, who, being by me first duly sworn, declared that he is a Senior Vice President of Rhone-Poulenc Inc., that he signed the attached document as an officer of Rhone-Poulenc Inc, that the execution of said document was of his free act and deed and that the statements contained therein are true to the best of his knowledge.



**GLADYS S. LANKFORD**  
Notary Public, State of New Jersey  
County of Middlesex  
Commission Expires October 16, 1997

STATE OF NEW JERSEY )  
COUNTY OF MIDDLESEX ) SS.

I, Gladys S. Lankford, a notary public of the State of New Jersey, do hereby certify that on the 21<sup>st</sup> day of December, 1994, personally appeared before me John M. Iatesta, who, being by me first duly sworn, declared that he is the Assistant Secretary of Rhone-Poulenc Inc., that he signed the attached document as an officer of Rhone-Poulenc Inc, that the execution of said document was of his free act and deed and that the statements contained therein are true to the best of his knowledge.



**GLADYS S. LANKFORD**  
Notary Public, State of New Jersey  
County of Middlesex  
Commission Expires October 12, 1997

PLAN OF MERGER  
\* \* \* \*

EXHIBIT A

Pursuant to the provisions of the Delaware General Corporation Law and Section 905 as authorized by Section 907 of the New York Business Corporation Law the Surviving Corporation and the Subsidiary Corporation, both as defined below, set forth the following:

FIRST: RHONE-POULENC INC., a corporation organized under the laws of the State of New York, which was incorporated under the name "Rhodia Inc." (the "Surviving Corporation"), owns all of the outstanding shares of each class of stock of RHONE-POULENC SPECIALTY CHEMICALS CO., a corporation organized under the laws of the State of Delaware (the "Subsidiary Corporation").

SECOND: The Surviving Corporation and the Subsidiary Corporation shall, pursuant to the provisions of the Delaware General Corporation Law and Section 905 of the New York Business Corporation Law, be merged with and into a single corporation, to wit, the Surviving Corporation, which shall be the surviving corporation upon the effective date of the merger in the jurisdiction of its organization and which shall continue to exist under its present name pursuant to the provisions of the New York Business Corporation Law. The separate existence of the Subsidiary Corporation, shall cease upon the effective date of the merger in accordance with the provisions of the Delaware General Corporation Law.

THIRD: As to the Subsidiary Corporation, the designation and number of outstanding shares of each class and the number of such shares owned by the Surviving Corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Rhone-Poulenc Specialty Chemicals Co.	100 - Common	100 - Common

FOURTH: The terms and conditions of the proposed merger are as follows:

- (i) The Certificate of Incorporation of the Surviving Corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the New York Business Corporation Law.
- (ii) The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New York Business Corporation Law.

(iii) The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

(iv) Each issued share of the Subsidiary Corporation shall, upon the effective date of the merger, be canceled. The issued shares of the surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

(v) In the event that this Plan of Merger shall have been fully approved and adopted upon behalf of the Subsidiary Corporation in the manner prescribed by the provisions of the Delaware General Corporation Law, and, in the event that this Plan of Merger shall have been duly authorized and adopted upon behalf of the Surviving Corporation in accordance with the provisions of the New York Business Corporation Law and that the merger of the Subsidiary Corporation with and into the surviving Corporation shall have been fully authorized in accordance with the provisions of said New York Business Corporation Law, the Subsidiary Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the State of New York and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(vi) Any officer of the Subsidiary Corporation and any officer of the Surviving Corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Delaware General Corporation Law and the New York Business Corporation Law; and the Board of Directors and the proper officers of the Subsidiary Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

FIFTH: The foregoing Plan of Merger was duly adopted by the Board of Directors of the Surviving Corporation as of December 2/8, 1994.

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# **EXHIBIT B**

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CT-07

CT-07

CERTIFICATE OF AMENDMENT  
 OF  
 CERTIFICATE OF INCORPORATION  
 OF  
 RHONE-POULENC INC.  
 UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

2

Rhodia, Inc.  
 CN 7500  
 Cranbury, NJ 08512

STATE OF NEW YORK  
 DEPARTMENT OF STATE  
 FILED JUL 27 1998  
 TAX S  
 BY: 573  
 NY

BILLED

980727000392



980727000371

CT-07

CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF INCORPORATION  
OF  
RHONE-POULENC INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

WE, THE UNDERSIGNED, THIERRY AMAT and JOHN P. DONAHUE being respectively the VICE PRESIDENT and SECRETARY of Rhone-Poulenc Inc. hereby certify:

1. The name of the corporation is Rhone-Poulenc Inc.
2. The original certificate of incorporation of said corporation was filed by the Department of State on the 26<sup>th</sup> day of March, 1948 under the name Rhodia Inc. which name was changed on October 18, 1971.
3. The certificate of incorporation is amended to change the name of the corporation and the address of the principal place of business of the corporation:
  - (a) To effect the foregoing, Article I is amended to read as follows: The name of the corporation is Rhone-Poulenc Ag Company Inc.
4. The amendments were authorized in the following manner: by a quorum of the Board of Directors at a meeting of the Board of Directors held on May 29, 1998, by unanimous written consent of the Board of Directors and by consent of the sole shareholder of the corporation.

IN WITNESS WHEREOF, I have signed this certificate on the 1<sup>st</sup> day of July, 1998 and affirm that the statements contained therein are true under penalties of perjury.

Thierry Amat  
Name: THIERRY AMAT  
Title: VICE PRESIDENT

John P. Donahue  
Name: JOHN P. DONAHUE  
Title: SECRETARY

1998 and affirm that the statements contained therein are true under penalties of perjury.

# EXHIBIT C

*State of New York* }  
*Department of State* } ss:

*I hereby certify that the annexed copy has been compared with the original documents in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* **MAR 27 2000**



*Special Deputy Secretary of State*

DOG-1266 (5/96)

JAN 25 2000 15:57

CT CORPORATION

1 518 463 6513 P.87

CT-07

(1)

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RHONE-POULENC AG COMPANY INC.

Under Section 805 of the Business Corporation Law

I, the undersigned, being the Secretary of Rhone-Poulenc Ag Company Inc. do hereby certify:

1. The name of the corporation is Rhone-Poulenc Ag Company Inc.
2. The original certificate of incorporation of the corporation was filed by the Department of State on March 26, 1948 under the name Rhodia Inc.
3. The certificate of incorporation is hereby amended to change the corporation's name. Article I of the certificate of incorporation relating to the corporate name is amended to read as follows:

I. The name of the Corporation is Aventis CropScience USA Inc.

4. This amendment to the certificate of incorporation was authorized by the unanimous written consent of the Board of Directors of the corporation and by written consent of the sole shareholder of the corporation.

IN WITNESS WHEREOF, I have executed this Certificate of Amendment this 3rd day of January, 2000, and hereby affirm the truth of the statements contained herein under the penalty of perjury.

By /s/ Randall A. Jones  
Name: Randall A. Jones  
Title: Secretary

JAN 05 2000 16:27

CT CORPORATION

1 518 453 6500 P.02

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**CT-07**

**CERTIFICATE OF AMENDMENT  
OF  
RHONE-POULENC AG COMPANY INC.  
UNDER SECTION 805 OF THE  
BUSINESS CORPORATION LAW**

100  
STATE OF NEW YORK  
DEPARTMENT OF STATE

JAN 05 2000

FILED  
TAXS

BY: MUR  
ny

EX 5 471130

Skadden, Arps, Slate, Meagher & Flom LLP  
CORPORATIONS DEPARTMENT  
ONE RODNEY SQUARE  
WILMINGTON, DE 19801-0000

2

**DRAWDOWN**

000105000 888  
TOTAL P.02

TRADEMARK

# EXHIBIT D

F020920000690

CSC 45

CERTIFICATE OF AMENDMENT

OF

AVENTIS CROPSCIENCE USA INC.

Under Section 905 of the Business Corporation Law

Filer:

Aventis Cropscience USA LP  
2 Tw Alexander Drive  
Rtp, NC 27709  
747002/sal

2001 SEP 20 PM 2:26

FILED

1CC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 20 2002

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New York

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TRADEMARK

REEL: 002953 FRAME: 0870

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CSC 45

CERTIFICATE OF AMENDMENT.  
OF  
CERTIFICATE OF INCORPORATION  
OF  
AVENTIS CROPSCIENCE USA INC.

Under Section 205 of the Business Corporation Law

1. The name of the Corporation is:

AVENTIS CROPSCIENCE USA INC.

2. The Certificate of Incorporation was filed by  
the Department of State on the 26th day of March  
1948 under the original name of RHODIA INC.

3. The Certificate of Incorporation is hereby amended  
to change the corporation's name.

Paragraph One of the Certificate of Incorporation  
is amended to read as follows:

" 1. The name of the corporation is:

BAYER CROPSCIENCE INC. "



4. This amendment to the Certificate of Incorporation was authorized by a vote of the Board of Directors followed by a vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting duly held of the shareholders of the corporation.

  
 \_\_\_\_\_  
 Mahalingam Ramesh, President

2