

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Aventis Environmental Science Inc.		10/01/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bayer Corporation
Street Address:	100 Bayer Road
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15205
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1322829	VENGEANCE

CORRESPONDENCE DATA

Fax Number: (412)778-4432
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 412-777-4860
 Email: BayerTrademarkUS@bayer.com
 Correspondent Name: Jeffrey M. Gitchel
 Address Line 1: 100 Bayer Road
 Address Line 4: Pittsburgh, PENNSYLVANIA 15205

NAME OF SUBMITTER:	Jeffrey M. Gitchel
Signature:	/Jeffrey M. Gitchel/
Date:	08/23/2005

CH \$40.00 1322829

Total Attachments: 7

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Delaware

PAGE 1

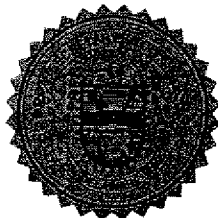
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AVENTIS ENVIRONMENTAL SCIENCE INC.", A DELAWARE CORPORATION,

WITH AND INTO "BAYER CORPORATION" UNDER THE NAME OF "BAYER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF INDIANA, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2002, AT 5 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3575542 8100M

AUTHENTICATION: 2016389

020612573

DATE: 10-03-02

TRADEMARK
REEL: 003144 FRAME: 0977

RECEIVED
CORPORATIONS DIV.
02 OCT -1 PM 5:06
SHE ANNE GILROY

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of the 1st day of October 2002, is by and between Bayer Corporation, an Indiana corporation (the "Surviving Corporation"), and Aventis Environmental Science Inc., a Delaware corporation (the "Terminating Corporation").

RECITALS:

WHEREAS, the Surviving Corporation lawfully owns 100% of the outstanding stock of the Terminating Corporation; and the Boards of Directors of each of the Surviving Corporation and the Terminating Corporation desires that the Terminating Corporation be merged with and into the Surviving Corporation (the "Merger") pursuant to the Indiana Business Corporation Law (the "IBCL"), the Delaware General Corporation Law (the "DGCL") and in accordance with this Agreement.

NOW THEREFORE, the corporations party to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

FIRST: The Terminating Corporation shall merge with and into the Surviving Corporation.

SECOND: The Surviving Corporation shall file the Articles of Merger with the Indiana Secretary of State and the Delaware Secretary of State on or before October 1, 2002.

THIRD: The Merger shall become effective on October 1, 2002 (the "Effective Date").

FOURTH: The Articles of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the Merger.

FIFTH: Upon the effectiveness of the Merger, each share of capital stock of the Terminating Corporation which shall be outstanding on the Effective Date shall be canceled without consideration. There are no minority stockholders in the Terminating Corporation.

SIXTH: Upon the effectiveness of the Merger, the authorized number and par value of shares of all classes of capital stock of the Surviving Corporation immediately prior to the effectiveness of the Merger shall be the authorized number and par value of shares of the classes of capital stock of the corporation surviving the Merger from and after the Effective Date.

SEVENTH: The remaining terms and conditions of the Merger are as follows:

(a) The By-laws of the Surviving Corporation as they shall exist on the Effective Date of the Merger shall be and remain the By-laws of the corporation surviving the Merger until the same shall be altered, amended or repealed as therein provided.

(b) Upon effectiveness of the Merger, the directors of the Surviving Corporation shall continue as directors of the corporation surviving the Merger until their successors shall have been duly elected and qualified as provided in the Articles of Incorporation and By-laws of the Surviving Corporation.

(c) The officers of the Surviving Corporation shall continue in office until their successors shall have been duly elected and qualified as provided in the Articles of Incorporation and By-laws of the Surviving Corporation.

(d) Upon the Merger becoming effective, all the property, rights, privileges, obligations, franchises, patents, trademarks, licenses, contracts, registration and other assets and obligations of every kind and description of the Terminating Corporation shall be transferred to, vested in, assumed by and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Terminating Corporation shall be as effectively the property of the Surviving Corporation as they were of the Terminating Corporation and the Surviving Corporation respectively. The Terminating Corporation agrees from time to time, as and when requested by the Surviving Corporation or its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further actions as the Surviving Corporation may deem desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Terminating Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the Terminating Corporation and the proper officers and directors of the Surviving Corporation are fully authorized to take any and all such action.

(e) Any time prior to the Effective Date, the Agreement may be terminated by the Boards of Directors of either the Terminating Corporation or the Surviving Corporation as allowed under Section 23-1-40-3 of the IBCL, and Section 253 of the DGCL.

EIGHTH: This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement.

[signature page follows]

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be duly executed and delivered by its respective officers thereunto duly authorized, all as of the day and year first written above.

BAYER CORPORATION, an Indiana corporation

By: George J. Lykos

Name: George J. Lykos

Title: Senior Vice President,
General Counsel and Secretary

AVENTIS ENVIRONMENTAL SCIENCES INC., a Delaware corporation

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be duly executed and delivered by its respective officers thereunto duly authorized, all as of the day and year first written above.

BAYER CORPORATION, an Indiana corporation

By: _____

Name: _____

Title: _____

AVENTIS ENVIRONMENTAL SCIENCE INC., a Delaware corporation

By: 

Name: Mahalingam Ramesh

Title: President

**ARTICLES OF MERGER**

State Form 39036 (R5 / 2-97)

Approved by State Board of Accounts, 1995

SUE ANNE GILROY
 SECRETARY OF STATE
 CORPORATIONS DIVISION
 302 W. Washington Street, Rm. E018
 Indianapolis, IN 46204
 Telephone: (317) 232-5576

Indiana Code 23-1-40-1 et. seq.

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
 Present original and two (2) copies to address in upper right corner of this form.
 Please TYPE or PRINT.
 Upon completion of filing the Secretary of State will issue a receipt.

ARTICLES OF MERGER OF Aventis Environmental Science Inc. <i>(hereinafter "the nonsurviving corporations")</i>
INTO Bayer Corporation <i>(hereinafter "the surviving corporation")</i>

ARTICLE I - SURVIVING CORPORATION
The name of the corporation surviving the merger is: <u>Bayer Corporation</u> and such name <input type="checkbox"/> has <input checked="" type="checkbox"/> has not (<i>designate which</i>) been changed as a result of the merger.
a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on <u>March 6, 1986</u> .
b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and <input type="checkbox"/> qualified <input type="checkbox"/> not qualified (<i>designate which</i>) to do business in Indiana. If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____ (<i>If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".</i>)

ARTICLE II - NONSURVIVING CORPORATION (S)						
The name, state of incorporation, and date of incorporation or qualification (<i>if applicable</i>) respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:						
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; border-bottom: 1px solid black;">Name of Corporation</td> <td style="text-align: center; border-bottom: 1px solid black;">Aventis Environmental Science Inc.</td> </tr> <tr> <td style="width: 50%; border-bottom: 1px solid black;">State of Domicile</td> <td style="text-align: center; border-bottom: 1px solid black;">Delaware</td> </tr> <tr> <td style="width: 50%; border-bottom: 1px solid black;">Date of Incorporation or qualification in Indiana (<i>if applicable</i>)</td> <td style="text-align: center; border-bottom: 1px solid black;">incorporated in Delaware October 27, 1998</td> </tr> </table>	Name of Corporation	Aventis Environmental Science Inc.	State of Domicile	Delaware	Date of Incorporation or qualification in Indiana (<i>if applicable</i>)	incorporated in Delaware October 27, 1998
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Name of Corporation						
State of Domicile						
Date of Incorporation or qualification in Indiana (<i>if applicable</i>)						

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE
The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.
 The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)
 The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:
 A. Unanimous written consent executed on _____, 2002 and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				


ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.
 The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)
 The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:
 A. Unanimous written consent executed on _____, 2002 and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the Secretary of the surviving corporation executes these Articles of Merger and verifies, subject to penalties of perjury that the statements contained herein are true, this 1st day of October, 2002.

Signature:  Printed name: George J. Lykos