

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment by operation of law by virtue of acquisition of 100% of partnership		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AgrEvo USA Company		01/01/2000	PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Rhone-Poulenc AG Company Inc.		
Street Address:	2 T.W. Alexander Drive		
City:	Research Triangle Park		
State/Country:	NORTH CAROLINA		
Postal Code:	27709		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1330499	BANOL	
CORRESPONDENCE DATA			
Fax Number:	(412)778-4432		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	4127774860		
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:	12/14/2005		

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Total Attachments: 8
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CONTINENTAL

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CERTIFICATE OF MERGER
OF
AGRI-VET INC.
INTO
RHONE-POULENC AG COMPANY INC.

Under Section 904 of the Business
Corporation Law of the State of New York

Dec 30 5 12 PM '99

FILED

Dec 30 12 17 PM '99

JW

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 30 1999
TAX \$ 0
BY: JW

NEW YORK

Skadden, Arps, Slate, Meagher & Flom LLP
One Rodney Square
Wilmington, DE 19899-0636

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CONTINENTALCERTIFICATE OF MERGER
OF
AGRI-VET INC.
INTO
RHONE-POULENC AG COMPANY INC

Under Section 9C4 of the Business
Corporation Law of the State of New York

Rhone-Poulenc Ag Company Inc., a New York corporation, and Agri-Vet Inc., a Delaware corporation, hereby certify as follows:

1. The names of the corporations to be merged are Rhone-Poulenc Ag Company Inc., a New York corporation, and Agri-Vet Inc., a Delaware corporation.
2. The surviving corporation in the merger shall be Rhone-Poulenc Ag Company Inc.
3. Rhone-Poulenc Ag Company Inc. was originally incorporated in the State of New York on March 26, 1948 under the name Rhodia Inc.
4. Agri-Vet Inc. was originally incorporated in the State of Delaware on December 22, 1989. It has not filed an application for authority to do business in the State of New York.
5. The authorized capital stock of Rhone-Poulenc Ag Company Inc. consists of 570,000 shares of common stock, par value \$100 per share, of which 392,550 shares are issued and outstanding, and 30,000 shares of preferred stock, par value \$100 per share, of which 27,000 shares are outstanding. All of the outstanding shares of stock of Rhone-Poulenc Ag Company Inc. are entitled to vote as a single class.

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TRADEMARK

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6. The authorized capital stock of Agri-Vet Inc. consists of 3000 shares of common stock, par value \$1.00 per share, of which 1000 shares are issued and outstanding. All of the outstanding shares of stock of Agri-Vet Inc. are entitled to vote as a single class.
7. No amendments or changes to the certificate of incorporation of Rhone-Poulenc Ag Company Inc. shall be effected by the merger.
8. The merger was authorized by unanimous written consent of the boards of directors of Agri-Vet Inc. and Rhone-Poulenc Ag Company Inc., and by written consent of the sole shareholder of each of Agri-Vet Inc. and Rhone-Poulenc Ag Company Inc., in each case as of December 30, 1999.
9. Agri-Vet Inc. has complied with the applicable provisions of the laws of the State of Delaware in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by the unanimous written consent of its board of directors, given in accordance with Section 141(f) of the Delaware General Corporation Law ("DGCL"), and the unanimous written consent of the holders of all of its issued and outstanding common stock, given in accordance with Section 228 of the DGCL.
10. The merger shall be effective on January 1, 2000.

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IN WITNESS WHEREOF, Rhone-Poulenc Ag Company Inc and
Agri-Vet Inc. have caused this Certificate of Merger to be executed in their corporate
names this 30th day of December, 1999

Rhone-Poulenc Ag Company Inc.

By _____
Name: Randall A. Jones
Title: Secretary

Agri-Vet Inc.

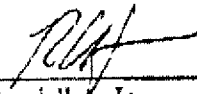
By Karen J. Weiner
Name: Karen J. Weiner
Title: Vice President and Secretary

263964.03-D.C. 51A

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IN WITNESS WHEREOF, Rhone-Poulenc Ag Company Inc and Agri-Vet Inc. have caused this Certificate of Merger to be executed in their corporate names this 30th day of December, 1999

Rhone-Poulenc Ag Company Inc

By 
Name: Randall A. Jones
Title: Secretary

Agri-Vet Inc.

By _____
Name: Karen J. Weiner
Title: Vice President and Secretary

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State of Delaware
Office of the Secretary of State PAGE 1

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 HOLDING INC.", A DELAWARE CORPORATION,
WITH AND INTO "RHONE-POULENC AG COMPANY INC." UNDER THE NAME OF "RHONE-POULENC AG COMPANY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2000.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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991569657

AUTHENTICATION: 0173062
DATE: 12-30-99

CERTIFICATE OF OWNERSHIP AND MERGER
OF
RHONE-POULENC HOLDING INC.
WITH AND INTO
RHONE-POULENC AG COMPANY INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Rhone-Poulenc Holding Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation owns all of the outstanding shares of stock of Rhone-Poulenc Ag Company Inc., a New York corporation ("RP Ag Co").
2. On December 30, 1999 the Board of Directors of the Corporation adopted the following resolutions to merge the Corporation with and into RP Ag Co:

RESOLVED, that the merger of the Corporation with and into its wholly-owned subsidiary, Rhone-Poulenc Ag Company Inc., is hereby approved; and further

RESOLVED, that following the merger the stock of Rhone-Poulenc Ag Company Inc., as the surviving corporation, shall be distributed to the sole stockholder of the Corporation.

3. The name of the surviving corporation is Rhone-Poulenc Ag Company Inc.
4. RP Ag Co, the surviving corporation, agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of the Corporation, as well as for enforcement of any obligation of the surviving

corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware. RP Ag Co hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which the Secretary of State of Delaware shall mail any service of process received for the Surviving Corporation is P.O. Box 12014, 2 T.W. Alexander Drive, Research Triangle Park, North Carolina 27709.

5. The merger has been approved by the written consent of the holder of all of the outstanding stock of the Corporation.
6. Following the merger, each share of stock of Rhone-Poulenc Ag Company Inc. issued and outstanding immediately prior to the effective time of the merger shall, without any action on the part of the holder thereof, remain issued and outstanding as an identical share of stock of the surviving corporation and shall be distributed on a pro rata basis to AgrEvo Participations SA, the sole stockholder of the Corporation.
7. The merger shall become effective on January 1, 2000 at 3:15 a.m., New York City time.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 30th day of December, 1999.

Rhone-Poulenc Holding Inc.

By 
Name: Randal A. Jones
Title: Secretary