

09-21-2005

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office



RECORD
TRAL 103085926

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

9-8-05

1. Name of conveying party(ies):

Bayer Corporation

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) November 1, 2002

- Assignment
- Security Agreement
- Other nunc pro tunc
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bayer CropScience LP

Internal

Address: _____

Street Address: 2 T.W. Alexander Drive

City: Research Triangle Park

State: NC

Country: USA Zip: 27709

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
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)

1,485,002

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: Donald L. Dennison

Internal Address: Dennison, Schultz, Dougherty & Macdonald

Suite 105

Street Address: 1727 King Street

City: Alexandria

State: VA Zip: 22314

Phone Number: (703)837-9600 Ext. 15

Fax Number: (703)837-0980

Email Address: ddennison@dennisonlaw.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40

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

8. Payment Information:

a. Credit Card Last 4 Numbers 2017
Expiration Date 06/07

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

September 8, 2005

Signature

Date

Donald L. Dennison

Name of Person Signing

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

3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

09/20/2005 ECOOPER 00000217 1485002

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TRADEMARK
REEL: 003224 FRAME: 0764

**TRADEMARK ASSIGNMENT AND
AMENDMENT TO CONTRIBUTION AND ASSUMPTION AGREEMENT AND
MASTER ASSIGNMENT OF TRADEMARKS**

This Trademark Assignment Amendment to Contribution and Assumption Agreement and Master Assignment of Trademarks is made between Bayer Corporation, an Indiana corporation with a place of business at 100 Bayer Road, Pittsburgh, Pennsylvania, United States of America, and Bayer CropScience LP, a Delaware limited partnership with a place of business at 2 T.W. Alexander Drive, Research Triangle Park, North Carolina, United States of America (collectively, the "Parties") and is made to the Contribution and Assumption Agreement by and between Bayer Corporation and Bayer CropScience LP dated November 1, 2002 (the "CropScience Agreement") and the Master Assignment of Trademarks from Bayer Corporation to Bayer Crop Science LP dated November 1, 2002 (the "CropScience Assignment").

WHEREAS, the Parties entered into the CropScience Agreement, in which Bayer Corporation agreed to contribute all trademarks associated with its crop science business to Bayer CropScience LP, and the CropScience Assignment, which embodied that contribution;

WHEREAS, Bayer Corporation adopted and used the trademark PERIMETER (the "PERIMETER Mark") and is the owner of record of United States Trademark Registration No. 1,485,002 for PERIMETER (the "PERMIETER Registration");

WHEREAS, the PERMIETER Mark was a trademark associated with Bayer Corporation's crop science business, but was inadvertently omitted from the schedules for the CropScience Agreement and the CropScience Assignment;

WHEREAS, the PERIMETER Mark and PERIMETER Registration should have been included in those schedules; and

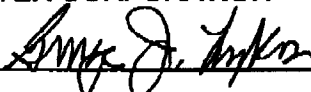
WHEREAS, the Parties wish to amend the relevant schedules to the CropScience Agreement and the CropScience Assignment.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. The relevant schedules to the CropScience Agreement and the CropScience Assignment are hereby amended to include the PERIMETER Mark and PERIMETER Registration.

2. Bayer Corporation accordingly transfers, assigns, conveys and delivers to Bayer CropScience LP all of Bayer Corporation's right, title, and interest in and to the PERIMETER Mark, together with the goodwill symbolized by the PERIMETER Mark, and the PERMIETER Registration, nunc pro tunc, effective as of November 1, 2002.

BAYER CORPORATION

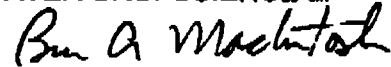


By: George J. Lykos

Title: Senior Vice President, Chief
Legal Officer and Secretary

Dated: January 11, 2005

BAYER CROPSCIENCE LP



By: Bruce A. Mackintosh

Title: Vice President, General
Counsel and Secretary

Dated: January 6, 2005