

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Merck KGaA		02/07/2011	CORPORATION: GERMANY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	EMD Crop BioScience Inc.		
<b>Street Address:</b>	13100 West Lisbon Avenue		
<b>Internal Address:</b>	Suite 600		
<b>City:</b>	Brookfield		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53005		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3511124	TORQUE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)239-3333		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	202-239-3358		
<b>Email:</b>	edward.prince@alston.com		
<b>Correspondent Name:</b>	Edward M. Prince		
<b>Address Line 1:</b>	950 F Street, NW		
<b>Address Line 2:</b>	The Atlantic Building		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20004		
<b>NAME OF SUBMITTER:</b>	Edward M. Prince		
<b>Signature:</b>	/Edward M. Prince/		
<b>Date:</b>	05/04/2011		

OP \$40.00 3511124

**Total Attachments: 9**

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## ASSIGNMENT OF TRADEMARK RIGHTS

This Assignment of Trademark Rights (this "Assignment"), is dated as of February 7, 2011 and effective immediately prior to the Closing (as defined in that certain Purchase Agreement, dated as of December 19, 2010, by and among the Assignors (as defined below) and the other parties named therein) (the "Effective Date"), by and among EMD Chemicals Inc., a New York corporation, having a principal place of business at 480 S. Democrat Road, Gibbstown, NJ 08027, USA ("EMD Chemicals"), Merck KGaA, a corporation with general partners (*Kommanditgesellschaft auf Aktien*) organized under the laws of the Federal Republic of Germany and registered with the commercial register (*Handelsregister*) of the municipal court (*Amtsgericht*) of Darmstadt, Federal Republic of Germany, under HRB 6164, having a principal place of business at Frankfurter Str. 250, 64293 Darmstadt, Germany ("Merck KGaA"), EMD Crop BioScience Canada Inc., a corporation organized under the laws of the province of Ontario, with its registered agent's office at c/o EMD Crop BioScience Inc., 13100 West Lisbon Avenue, Suite 600, Brookfield, WI 53005, USA ("EMD Canada" and, collectively with EMD Chemicals and Merck KGaA, the "Assignors"), and EMD Crop BioScience Inc., a Delaware corporation, having a principal place of business at 13100 West Lisbon Avenue, Suite 600, Brookfield, WI 53005, USA (the "Assignee").

WHEREAS, pursuant to that certain Purchase Agreement, dated as of December 19, 2010, by and among the Assignors, the Assignee and the other parties named therein, the Assignors have agreed to transfer, sell, convey, assign and deliver to the Assignee, and the Assignee has agreed to purchase, acquire and accept from the Assignors, all right, title and interest of the Assignors in, to and under certain trademark registrations and applications that are used solely in the Business (as defined therein), as set forth on Schedule A, and certain Internet domain names that are used solely in the Business, as set forth on Schedule B (Schedule A and Schedule B collectively, "Assigned Marks").

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

1. The Assignors hereby transfer, sell, convey, assign and deliver to the Assignee, and the Assignee hereby purchases, acquires, accepts and assumes, the Assignors' entire right, title and interest in, to and under the Assigned Marks, together with the goodwill symbolized by any of the Assigned Marks, and all rights that the Assignors may have anywhere in the world to sue for any past infringement or misappropriation of any of the Assigned Marks, or injury to the goodwill symbolized by any of the Assigned Marks.

2. From time to time, and when requested by the Assignee, the Assignors shall execute and deliver, or cause to be executed and delivered, all such documents and instruments and shall take, or cause to be taken, all such further or other actions as the Assignee may reasonably deem necessary or desirable to consummate and record this Assignment in any and all jurisdictions throughout the world, including promptly executing and delivering to the Assignee such assignments and other instruments as the Assignee or its counsel may reasonably request as necessary or desirable for such purpose, at the Assignee's sole expense.

3. This Assignment may be executed in two or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Assignment to produce or account for more than one set of counterparts signed by all of the parties. This Assignment shall become effective on the Effective Date.

4. This Assignment shall be governed by, and construed and enforced in accordance with the internal laws of New York without regard to its choice-of-law principles (other than Section 5-1401 and 5-1402 of the New York General Obligations Law).

\* \* \* \* \*



IN WITNESS WHEREOF, the undersigned have executed this Assignment of  
Trademark Rights.

EMD CHEMICALS INC.  
As the Assignor

BY: \_\_\_\_\_

NAME: Stephen J. Kunst

TITLE: Secretary

MERCK KGAA  
As the Assignor

BY: Friederike Rotsch

NAME: Dr. Friederike Rotsch

TITLE: Authorized Officer

BY: Ulrich Fogel

NAME: Ulrich Fogel

TITLE: Authorized Officer

EMD CROP BIOSCIENCE CANADA INC.  
As the Assignor

BY: \_\_\_\_\_

NAME: Stephen J. Kunst

TITLE: Secretary

[SIGNATURE PAGE TO ASSIGNMENT OF TRADEMARK RIGHTS]

EMD CROP BIOSCIENCE INC.  
As the Assignee

BY: Paul Schmidt

NAME: PAUL SCHMIDT

TITLE: President

[SIGNATURE PAGE TO ASSIGNMENT OF TRADEMARK RIGHTS]

TRADEMARK  
REEL: 004533 FRAME: 0794

**Schedule A to the Assignment of Trademark Rights**

**Assigned Marks – Trademarks**

Merck KGaA Trademark Registrations and Applications

Jurisdiction	MARK	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
United States	TORQUE	3,511,124	10/07/2008	Merck KGaA	Registered
Canada	TORQUE	723888	9/17/2008	Merck KGaA	Registered
Canada	TORQUE	715276	5/27/2008	Merck KGaA	Registered
Canada	CELL-TECH SCI	711935	4/15/2008	Merck KGaA	Registered
Canada	NITRASTIK	711934	4/15/2008	Merck KGaA	Registered
United States	NITRASTIK	3,526,363	11/4/2008	Merck KGaA	Registered
United States	PEANUT SPECIAL	3,510,719	10/7/2008	Merck KGaA	Registered
Canada	SOIL IMPLANT	725195	10/2/2008	Merck KGaA	Registered
Canada	CUE	(1441192)	(11/6/2009)	Merck KGaA	Published
United States	CUE	(77908111)	(7/26/2009)	Merck KGaA	Published
Italy	JEWEL	1285884	5/25/2010	Merck KGaA	Registered
Canada	JEWEL	715277	5/27/2008	Merck KGaA	Registered
Canada	ANEW	723822	9/17/2008	Merck KGaA	Registered
Germany	ANEW	307 69 830	12/6/2007	Merck KGaA	Registered
Canada	RATCHET	(1402145)	(7/4/2008)	Merck KGaA	Pending
United States	RATCHET	(77512542)	(7/1/2008)	Merck KGaA	Pending
Germany	REVEAL	307 69 824	12/6/2007	Merck KGaA	Registered
Canada	REVEAL	723889	9/17/2008	Merck KGaA	Registered

EMD Crop BioScience Canada Inc. Trademark Registrations and Applications

Jurisdiction	Mark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
United States	BOLT <sup>1</sup>	(77190203)	(5/25/2007)	EMD Crop BioScience Canada Inc.	Pending
India	BOLT	(1624484)	(11/26/2007)	EMD Crop BioScience Canada Inc.	Pending
Germany	BOLT	307 34 268	7/27/2005	EMD Crop BioScience Canada Inc.	Registered
European Community	WAVE	006489124	10/30/2008	EMD Crop BioScience Canada Inc.	Registered

<sup>1</sup> For "BOLT" Trademark, there exists a worldwide co-existence agreement with Bayer AG concerning their younger United States trademark "BELT" (serial no. 774,318,06).



Kazakhstan	WAVE	29024	5/15/2009	EMD Crop BioScience Canada Inc.	Registered
Turkey	WAVE	2007/62844	11/26/2007	EMD Crop BioScience Canada Inc.	Registered
Ukraine	WAVE	106721	5/12/2009	EMD Crop BioScience Canada Inc.	Registered
Canada	WAVE	716721	6/17/2008	EMD Crop BioScience Canada Inc.	Registered
Germany	WAVE	307 34 269	7/27/2007	EMD Crop BioScience Canada Inc.	Registered
Brazil	WAVE	(829482504)	(11/16/2007)	EMD Crop BioScience Canada Inc.	Pending

## Schedule B to the Assignment of Trademark Rights

### Assigned Marks – Domain Names

#### Merck KGaA Domain Names

Domain Name	Record Owner
nitragin.com.ar	Onifur S.A., but Merck has initiated the process of transferring to Merck KGaA <sup>2</sup>
nitraginargentina.com.ar	Gustavo La Rosa (from Merck IT department), but Merck has initiated the process of transferring to Merck KGaA <sup>2</sup>
nitragin.com	Merck KGaA

#### EMD Chemicals Inc. Domain Names

Domain Name	Record Owner
cell-tech-sci.com	EMD Chemicals Inc.
cell-tech-sci.de	EMD Chemicals Inc.
cell-tech-sci.eu	EMD Chemicals Inc.
cell-tech-sci.info	EMD Chemicals Inc.
nitragin-bonus.com	EMD Chemicals Inc.
nitragin-bonus.de	EMD Chemicals Inc.
nitragin-bonus.eu	EMD Chemicals Inc.
nitragin-bonus.info	EMD Chemicals Inc.
nitraginbonus.com	EMD Chemicals Inc.
nitraginbonus.de	EMD Chemicals Inc.
nitraginbonus.eu	EMD Chemicals Inc.
nitraginbonus.info	EMD Chemicals Inc.
nitrastik.com	EMD Chemicals Inc.
nitrastik.de	EMD Chemicals Inc.
nitrastik.eu	EMD Chemicals Inc.
nitrastik.info	EMD Chemicals Inc.
peanut-special.com	EMD Chemicals Inc.
peanut-special.de	EMD Chemicals Inc.
peanut-special.eu	EMD Chemicals Inc.
peanut-special.info	EMD Chemicals Inc.

<sup>2</sup> As of Closing, these domain names have not yet been transferred to Assignee. Merck KGaA will complete assignment to Assignee of its right, title and interest to each of these domain names as soon as practicable, and will promptly provide notice to Assignee of the completion of such assignment, after Closing. Upon receipt by Merck KGaA of the transfer of record ownership by Onifur S.A. or Gustavo La Rosa, as applicable, the domain names shall be deemed transferred to Assignee in accordance with this Assignment.

Domain Name	Record Owner
revv.eu	EMD Chemicals Inc.
revv.info	EMD Chemicals Inc.
azogreen.com	EMD Chemicals Inc.
azogreen.de	EMD Chemicals Inc.
azogreen.eu	EMD Chemicals Inc.
azogreen.info	EMD Chemicals Inc.
biodoz.com	EMD Chemicals Inc.
biodoz.de	EMD Chemicals Inc.
biodoz.eu	EMD Chemicals Inc.
biodoz.info	EMD Chemicals Inc.
biolidoz.com	EMD Chemicals Inc.
biolidoz.de	EMD Chemicals Inc.
biolidoz.eu	EMD Chemicals Inc.
biolidoz.info	EMD Chemicals Inc.
biolidozeur.com	EMD Chemicals Inc.
biolidozeur.de	EMD Chemicals Inc.
biolidozeur.eu	EMD Chemicals Inc.
biolidozeur.info	EMD Chemicals Inc.