

January 7, 2003

U.S. Environmental Protection Agency  
Remedial Enforcement Support Section  
77 West Jackson Blvd.  
Chicago, IL 60604  
Attn: Deena Sheppard-Johnson, SR-6J

Subject: Chemical Recovery Systems - Elyria, OH  
CERCLA Section 104(e) Information Request

Dear Ms. Sheppard-Johnson:

Enclosed please find the response of Bayer Corporation to the CERCLA Section 104(e) information request dated November 4, 2002 for the Chemical Recovery Systems Site in Elyria, OH. Bayer Corporation, the successor to Mobay Chemical Corporation, obtained an extension to file this response until January 7, 2003 from Mr. Thomas Nash of USEPA.

Please be advised that on November 1, 2002 and January 1, 2003, Bayer Corporation conducted a corporate reorganization, transferring the operating divisions of Bayer Corporation into separate legal entities. These entities are as follows:

- Bayer Chemical Corporation
- Bayer CropScience LP
- Bayer HealthCare LLC
- Bayer Polymers LLC
- Bayer Corporate and Business Services LLC

For the sake of brevity, the enclosed response to the CERCLA 104(e) information request consolidates responses applicable to these entities into a single response. The contact point for any future questions concerning this site is:

Joel E. Robinson  
Manager, Solid Waste and Remediation Programs  
Bayer Polymers LLC  
100 Bayer Road  
Pittsburgh, PA 15205-9741

If you have any questions concerning the enclosed response, please contact me at 412-777-4871

Sincerely,



Joel E. Robinson

Enclosure  
JER03001

US EPA RECORDS CENTER REGION 5




464414

Certification

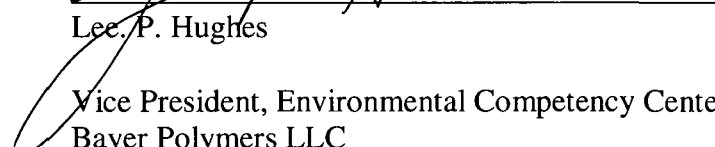
I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gathered and evaluated the information submitted.

Based upon my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.

Signed:

  
\_\_\_\_\_  
Lee P. Hughes

Title:

  
\_\_\_\_\_  
Vice President, Environmental Competency Center  
Bayer Polymers LLC

Date:

\_\_\_\_\_  
11/7/03

Notary:

  
\_\_\_\_\_

Notarial Seal  
Georgette M. Katona, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires June 16, 2003  
Member, Pennsylvania Association of Notaries



**Chemical Recovery Systems 104(e) Response**  
**Bayer Corporation**

**Attachment 2**  
**QUESTIONS**

1. Identify all persons consulted in the preparation of the answers to these questions.

Response:

The following Bayer personnel were consulted in the preparation of the answers to these questions:

<u>Site</u>	<u>Personnel</u>
Addyston, OH	Ken Perica Mark Townsend Jim Lane Bill Kloosterman Marilyn Slaughter Eric Townsend
Birmingham, NJ	John McPeak
Burr Ridge, IL	Mike Kazaitis
Chardon, OH	Jeff Stawicki
Elkhart, IN	Tom Lenz Dale Stickel Mike Metcalf Dave Drzewiecki Deane Voss Larry Smith Gene Botka
Elkhart, IN (Middlebury St) and Mishawaka, IN	James Kuhlenschmidt Rich Fox Ray Bieganski Jerry Rotramel James Heim Bill Gustafson Chris Cramer Lowell Schlemmer
Hebron, OH	Tim Troutman Buck Steorts Greg Moyers

Mike Hinger  
Rose Gibson  
Melanie Moran

Institute, WV           Mike Wey

Myerstown, PA       Llew Williams

New Martinsville, WV  
and South Charleston

Mary Ann Henderson  
Buck Steorts  
Forrest Gilmore  
Chris Hazen  
Jim Miller  
Ron Morris  
Ken Baxter  
Mark Kuhlman  
Marty Healy  
Paul McGee

Oberlin, OH           Kevin Johnson  
Terry Ketchum

Pittsburgh, PA       Joel Robinson  
Anne Lewis  
Lee Hughes  
Gary Hunt  
Pauline Smith  
Paul Wright  
Bruce Davis  
James Johnson  
Robert Blake

2. Identify all documents consulted, examined, or referred to in the preparation of the answers to these questions and provide copies of all such documents.

Response:

Numerous documents and computer-based systems were reviewed in the preparation of answers to these questions. Among these were: accounts payable records, waste management records, shipping/receiving documentation, and purchasing records. Due to the volume of records reviewed, where such records existed, and the lack of any substantive information concerning the CRS site in the records, Bayer has not included them in our filing.

3. If you have reason to believe that there may be persons able to provide a more detailed or complete response to any question or who may be able to provide additional responsive documents, identify such persons.

Response:

Bayer has no reason to believe that there are any such persons available.

4. List the EPA Identification Numbers of the Respondent.

Response:

Following are the EPA identification numbers for the Bayer sites surveyed in preparation of the response to this inquiry:

Addyston, OH	OHD 004233003
Birmingham, NJ	NJD 002339406
Burr Ridge, IL	ILD 982639031
Chardon, OH	OHD 021151329
	OHD 987044500
Elkhart, IN	IND 005068705
Elkhart, IN (Middlebury St.)	IND 000807016
Hebron, OH	OHD 097538573
Institute, WV	WVD 005005509
Myerstown, PA	PAD 072827066
New Martinsville, WV	WVD 056866312
Oberlin, OH	OHD004225579 (Facility shut down)
Pittsburgh, PA (Main)	PAD 043176551
Lawrence	PAD 097121396
Imperial	PAD 981108558

5. Identify the acts or omissions of any person, other than your employees, contractors, or agents, that may have caused the release or threat of release of hazardous substances, pollutants, or contaminants and damages resulting therefrom at the CRS Site.

Response:

Bayer Corporation has no knowledge of any acts or omissions of any person, other than its employees, contractors or agents that may have caused the release or threat of release of hazardous substances, pollutants, contaminants or damages resulting therefrom at the CRS Site.

6. Identify all persons including respondent's employees, who have knowledge or information about the generation, use, treatment, storage, disposal, or other handling of material at or transportation of materials to the Site (operating as Obitts Chemical Company or Chemical Recovery Systems, Inc., at 142 Locust Street, Elyria, Ohio).

Response:

Bayer Corporation has no knowledge of any persons who have knowledge or information about the generation, use, treatment, storage, disposal, or other handling of material at or transportation of materials to the CRS Site.

7. Describe all arrangements that Respondent may have or may have had with each of the following companies and persons:

- a) Obitts Chemical Company
- b) Russell Obitts
- c) Chemical Recovery Systems, Inc.
- d) Peter Shagena
- e) James Freeman
- f) James "Jim" Jackson
- g) Donald Matthews
- h) Bob Spears
- i) Bill Bromley
- j) Carol Oliver
- k) Nolwood Chemical Company, Inc.
- l) Art McWood
- m) Chuck Nolton
- n) Michigan Recovery System, Inc.
- o) Chemical Recovery Systems of Michigan

Response:

Bayer Corporation has no records concerning any relationship with the identified individuals. Furthermore, Bayer Corporation has no records concerning any relationship with the following companies: Obitts Chemical Company, Chemical Recovery Systems, Inc., Nolwood Chemical Company, Inc., and Chemical Recovery Systems of Michigan. Bayer Corporation does have an existing waste disposal relationship with the Environmental Quality Company, the parent of EQ Resource Recovery Inc., which was formerly known as Michigan Recovery Systems, Inc.

As we understand it, the Environmental Quality Company acquired Michigan Recovery Systems in 1986. Bayer's relationship with the Environmental Quality Company involves solely landfill disposal of solid waste in their Michigan landfills.

8. Set forth the dates during which the Respondent engaged in any of the following activities:

- a) generation of hazardous materials which were sent to the CRS Site;
- b) transportation of any material to the CRS Site.

Response:

Bayer Corporation has no records of either the generation of hazardous materials sent to the CRS site or of the transportation of any materials to the CRS site.

9. Identify all persons, including yourself, who may have arranged for disposal or treatment, or arranged for transportation for disposal or treatment, of materials, including, but not limited to, hazardous substances, at the CRS Site. In addition, identify the following:

- a) The persons with whom you or such other persons made such arrangements;
- b) Every date on which such arrangements took place;
- c) For each transaction, the nature of the material or hazardous substance, including the chemical content, characteristics, physical state (e.g., solid, liquid), and the process for which the substance was used or the process which generated the substance;

- d) The owner of the materials or hazardous substances so accepted or transported;
- e) The quantity of the materials or hazardous substances involved (weight or volume) in each transaction and the total quantity for all transactions;
- f) All tests, analyses, and analytical results concerning the materials;
- g) The person(s) who selected the CRS Site as the place to which the materials or hazardous substances were to be transported;
- h) The amount paid in connection with each transaction, the method of payment, and the identity of the person from whom payment was received;
- i) Where the person identified in g., above, intended to have such hazardous substances or materials transported and all evidence of this intent;
- j) Whether the materials or hazardous substances involved in each transaction were transshipped through, or were stored or held at, any intermediate site prior to final treatment or disposal;
- k) What was actually done to the materials or hazardous substances once they were brought to the CRS Site;
- l) The final disposition of each of the materials in hazardous substances involved in such transactions;
- m) The measures taken by you to determine the actual methods, means, and site of treatment or disposal of the material and hazardous substance involved in each transaction;
- n) The type and number of containers in which the materials or hazardous substances were contained when they were accepted for transport, and subsequently until they were deposited at the CRS Site, and all markings on such containers;
- o) The price paid for (i) transport, (ii) disposal, or (iii) both of each material and hazardous substance;
- p) All documents containing information responsive to a-o above, or in lieu of identification of all relevant documents, provide copies of all such documents;
- q) All persons with knowledge, information, documents responsive to a-p above.

Response:

Bayer Corporation has no records concerning any use of the CRS facility for waste or hazardous substance disposal or treatment.

10. Identify all liability insurance policies held by Respondent from 1960 to the present. In identifying such policies, state the name and address of each insurer and of the insured, the amount of coverage under each policy, the commencement and expiration dates for each policy, whether or not the policy contains a "pollution exclusion" clause, and whether the policy covers or excludes sudden, nonsudden, or both types of accidents. In lieu of providing this information, you may submit complete copies of all relevant insurance policies.

Response:

Based on an agreement between Anne H. Lewis, senior counsel for Bayer Corporation and Thomas Nash, counsel for EPA, Bayer is not providing copies of the insurance policies at this time.

11. Provide copies of all income tax returns, including all supporting schedules, sent to the Federal Internal Revenue Service in the last five years.

Response:

Based on an agreement between Anne H. Lewis, senior counsel for Bayer Corporation and Thomas Nash, counsel for EPA, Bayer is not providing copies of the income tax returns at this time.

12. If Respondent is a Corporation, respond to the following requests:

a) Provide a copy of the Articles of Incorporation and By-Laws of the Respondent. (See attached Exhibits A and B)

b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission.

c) Identify all of Respondent's current assets and liabilities and the person(s) who currently own(s) or is (are) responsible for such assets and liabilities.

d) Identify the Parent Corporation and all Subsidiaries of the Respondent.

Response:

Enclosed are copies of the Articles of Incorporation and By-Laws of Bayer Corporation. Based on an agreement between Anne H. Lewis, senior counsel for Bayer Corporation and Thomas Nash, counsel for EPA, Bayer is not providing copies of the financial statements, a list of assets, or a list of liabilities at this time.

Bayer Corporation is a wholly-owned subsidiary of Bayer AG, headquartered in Leverkusen Germany. Bayer Corporation produces a broad range of health care, crop protection, polymer and chemical products that help diagnose and treat diseases, purify water, preserve local landmarks, protect crops, advance automobile safety and durability and improve people's lives. Bayer Corporation is the largest subsidiary of Bayer AG, with net sales of approximately \$10.1 billion in 2001. The major operations of the Company are categorized into four "pillar" business areas: Chemicals, Polymers, HealthCare and CropSciences.

Effective as of January 1, 2003, Bayer Corporation substantially completed an internal restructuring of its business (the "Restructuring"). Pursuant to the Restructuring, the four "pillar" operating businesses (other than the CropSciences business) of the Company were divided and transferred into new, wholly-owned operating subsidiaries of the Company. The CropSciences business was transferred to a Delaware limited partnership on November 1, 2002. The Company, through a wholly-owned subsidiary, has a majority ownership interested as a limited partner in the CropSciences limited partnership. An indirect wholly-owned U.S. subsidiary of Bayer AG has a minority ownership interested as a limited partner in the CropSciences partnership and another indirect wholly-owned U.S. subsidiary of Bayer AG will manage the business of the CropSciences limited partnership as its general partner.

The remaining three new operating subsidiaries were organized as separate legal entities under the laws of the State of Delaware. They are: Bayer Chemical Corporation, Bayer HealthCare LLC, and Bayer Polymers LLC. As part of the Restructuring, the Company may also create other new subsidiaries to further its overall business objectives. For example, the Company intends to operate its pharmaceuticals business through a separate



legal entity that will be a wholly-owned subsidiary of its new HealthCare operating subsidiary. It is expected that this new legal entity also will be organized under the laws of the State of Delaware.

It is intended that the Company's principal assets after the completion of the Restructuring will be its equity interests in its subsidiaries and that the Company will become a holding company.

13. If Respondent is a Partnership, respond to the following requests:
- a) Provide copies of the Partnership Agreement;
  - b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission;
  - c) Identify all of Respondent's current assets and liabilities and the person(s) who currently own(s) or is (are) responsible for such assets and liabilities.
  - d) Identify all subsidiaries of the Respondent.

Response:

Not Applicable.

14. If Respondent is a Trust, respond to the following requests:
- a) Provide all relevant agreements and documents to support this claim.
  - b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission.
  - c) Identify all of Respondent's current assets and liabilities and the person(s) who currently own(s) or is (are) responsible for such assets and liabilities.

Response:

Not Applicable.

*Incorporation*

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

I, Sue Anne Gilroy, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that the records of this office disclose that Articles of Merger were filed on March 28, 1995, with an effective date of April 1, 1995; merging

BAYER USA INC., a West Virginia corporation;

BAYER CORPORATION, an Indiana corporation;

MILES FINANCIAL SERVICES INC., a Massachusettes corporation;

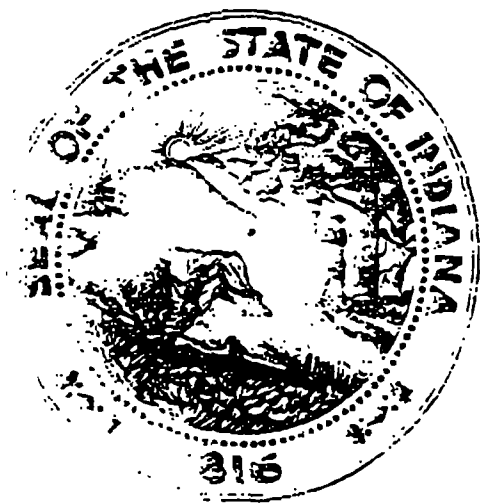
into

MILES INC., an Indiana corporation;

changing the name of the survivor to

BAYER CORPORATION

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Tenth day of April, 1995.



*Sue Anne Gilroy*  
SUE ANNE GILROY, Secretary of State

*JK*  
Deputy

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

I, Sue Anne Gilroy, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that the records of this office disclose that Articles of Merger were filed on December 31, 1991; merging;

AGFA CORPORATION, a Delaware Corporation;

and

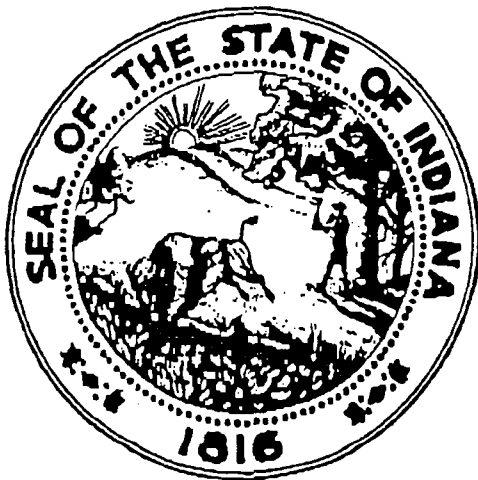
BAYER USA INC., a Delaware Corporation

and

MOBAY CORPORATION, A New Jersey Corporation

into

MILES INC., an Indiana Corporation and survivor.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 29th Day of November, 1995.

*Sue Anne Gilroy*  
SUE ANNE GILROY, Secretary of State

*AZ*  
Deputy

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

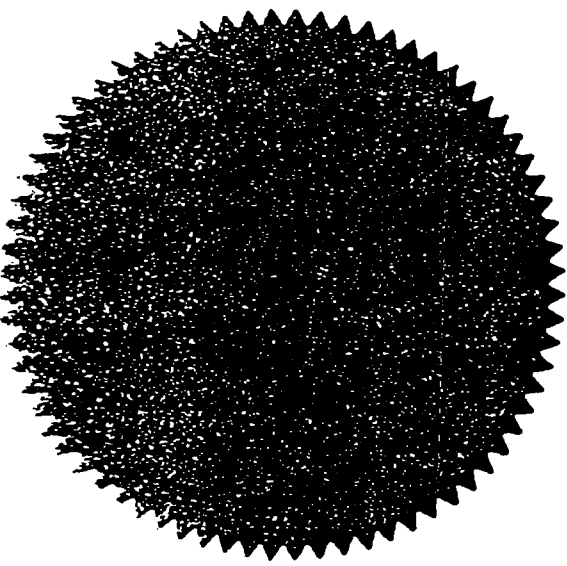
CERTIFICATE OF INCORPORATION

OF

MILES INC.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s), and acknowledged and verified by the same, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator(s) or his(their) representatives; all as prescribed by the provisions of the ~~INDIANA GENERAL CORPORATION ACT~~.

....., as amended.  
NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed  
the seal of the State of Indiana, at the City of Indianapolis,  
this ..... 6th ..... day of  
..... MARCH ..... 1986..

.....  
EDWIN J. SIMCOX, Secretary of State  
By.....  
Deputy

ARTICLES OF INCORPORATION

Edwin J. Simcox, Secretary of State of Indiana

Use White Paper - Size 8 1/2 x 11 - For Inserts

Filing Requirements - Present 2 originally signed and fully executed copies to Secretary of State, Room 155, State House, Indianapolis 46204

Recording Requirements - Recording of Articles of Incorporation in the Office of the County Recorder is no longer required by the Indiana General Corporation Act.

Fee for shares over 1,000 but less than 2,500  
 @ \$1.00 per share ..... \$

Fee for shares over 2,500 but less than 5,000  
 1,000 1.00  
 @ \$1.00 per share ..... \$

Fee for shares over 5,000 but less than 10,000  
 1,000 1.00  
 @ \$1.00 per share ..... \$

Total Fee Due \$ 36.00

APPROVED  
 AND  
 FILED  
 MAR 06 1986  
 SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF

Miles, Inc.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of:  
(Indicate appropriate act)

Indiana General Corporation Act

Indiana Professional Corporation Act of 1983

as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I  
Name

The name of the Corporation is Miles, Inc.

(The name must contain the word "Corporation" or "Incorporated", or an abbreviation of one of these words.)

ARTICLE II  
Purposes

The purposes for which the Corporation is formed are:

To have and to exercise any and all of the powers and privileges now or hereafter conferred by the laws of the State of Indiana, upon corporations formed under the "Indiana General Corporation Act" or under any act amendatory thereof, supplemental thereto, or substituted therefor.

### ARTICLE III Period of Existence

The period during which the Corporation shall continue is... perpetual.....  
(perpetual or a stated period of time)

### ARTICLE IV Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is... CT Corporation System..... One North Capital.....  
(Name) (Number and Street or Building)  
..... Indianapolis..... Indiana..... 46204.....  
(City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is.....  
..... 1127 Myrtle Street..... Elkhart..... Indiana..... 46515.....  
(Number and Street or Building) (City) (State) (Zip Code)

(The resident agent and principal office address must be located in Indiana.)

### ARTICLE V Authorized Shares

Section 1. Number of Shares:

The total number of shares which the Corporation is to have authority to issue is 1000.....

A. The number of authorized shares which the corporation designates as having par value is 1000.....  
with a par value of \$ 1.00.....

B. The number of authorized shares which the corporation designates as without par value is none.....

Section 2. Terms of Shares (if any):

All common shares shall have the right to vote of one vote per share.

## ARTICLE VI Requirements Prior To Doing Business

The Corporation will not commence business until consideration of the value of at least \$1,000 (one thousand dollars) has been received for the issuance of shares.

## ARTICLE VII Director(s)

Section 1. Number of Directors: The initial Board of Directors is composed of three (3) member(s). The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number. In the absence of a By-Law fixing the number of directors, the number shall be three (3).

Section 2. Names and Post Office Addresses of the Director(s): The name(s) and post office address(es) of the initial Board of Director(s) of the Corporation is (are):

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Adrien L. Ringuette	17445 C.R. 10	Bristol	IN	46507
Franklin E. Breckenridge	54653 Briarwood Dr.	Elkhart	IN	46514
Melvyn A. Silver	50778 Lincroft Lane	Granger	IN	46530

Section 3. Qualifications of Directors (if any):

Shall be as provided in the Bylaws of the Corporation to be adopted by the Board of Directors.

## ARTICLE VIII Incorporator(s)

The name(s) and post office address(es) of the incorporator(s) of the Corporation is (are):

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Franklin E. Breckenridge	54653 Briarwood Dr.	Elkhart	IN	46514

## ARTICLE IX Provisions for Regulation of Business and Conduct of Affairs of Corporation

("Powers" of the Corporation, its directors or shareholders)  
(Attach additional pages, if necessary)

The powers of the Corporation, its directors and shareholders, shall be all of those powers contained in the Indiana General Corporation Act, and shall be further defined in bylaws adopted by the directors.

THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.

I (We) hereby verify subject to penalties of perjury that the facts contained herein are true. (Notarization not necessary)

<i>Franklin E. Breckenridge</i>	Franklin E. Breckenridge
(Written Signature)	(Printed Signature)
(Written Signature)	(Printed Signature)
(Written Signature)	(Printed Signature)

This instrument was prepared by Franklin E. Breckenridge Attorney at  
(Name)

<u>54653 Briarwood Dr.</u>	<u>Elkhart</u>	<u>IN</u>	<u>46514</u>
(Number and Street or Building)	(City)	(State)	(Zipcode)



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**BAYER CORPORATION**  
(the "Corporation")

Incorporated under the laws  
of the State of Indiana

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**BY-LAWS**

**Amendment No. 1**

**Effective July 1, 2002**

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(Revisions to Sections 14(a) and 14(c) of Article III only)

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NOW, THEREFORE, BE IT RESOLVED that Sections 14(a) and 14(c) of Article III of the Corporation's By-laws are amended, effective July 1, 2002, and restated as follows:

SECTION 14. Country Council and Committees of the Board.

(a) Country Council. The Board may, by resolution passed by a majority of the whole Board, designate a Country Council consisting of such number of members, who may or may not be directors of the Corporation, as the Board shall from time to time determine. The Country Council, subject to any limitations prescribed by the Board, by these By-laws or by applicable law, shall possess and may exercise, during the intervals between meetings of the Board, all the powers and authority of the Board in the management of the business and affairs of the Corporation.

Notwithstanding the preceding paragraph, the Country Council shall not have such power or authority in reference to (1) authorizing dividends or other distributions with respect to shares of the Corporation, except that the Country Council may authorize or approve a reacquisition of shares or other distribution if done according to a formula or method, or within a range, prescribed by the Board; (2) approving or proposing to the shareholders of the Corporation any action required under applicable law to be approved by the shareholders; (3) filling vacancies on the Board or any of its committees; (4) except to the extent permitted by clause (7) below, amending the Articles of Incorporation of the Corporation pursuant to any provision of applicable law permitting the amendment of the Articles of Incorporation without the approval of the shareholders; (5) adopting, amending or repealing these By-laws; (6) approving a plan of merger not requiring shareholder approval; or (7) authorizing or approving the issuance or sale or a contract for sale of shares, or determining the designations and relative rights, preferences, and limitations of a class or series of shares, except that the Board may authorize the Country Council to take the action described in this clause (7) within limits prescribed by the Board.

A majority of all the members of the Country Council may determine its rules or procedure, determine its actions and fix the time and place, whether within or without the state of incorporation of the Corporation, of its meetings and specify what notice thereof, if any, shall be given, unless the Board shall otherwise provide. The Board shall have the power to change the members of the Country Council at any time, to designate one or more persons, who may or may not be directors of the Corporation, as alternate members of the Country Council to fill vacancies therein and, at any time, to discharge the Country Council or remove any member therefrom, either with or without cause. At each meeting of the Board, the Country Council shall make a report of all action taken by it since its last report to the Board.

\* \* \* \* \*

(c) Country Council, Quorum and Manner of Acting. The Country Council shall meet annually as soon as practicable after the annual meeting of the Board if necessary to appoint officers not theretofore elected by the Board or appointed by the President pursuant to the provisions of Section 1 of Article IV of these By-laws and shall meet at such other times and as often as may be deemed necessary and expedient by the Country Council. A majority of the Country Council shall constitute a quorum, and the vote of a majority of those members of the Country Council present at any meeting thereof at which a quorum is present shall be necessary for the passage of any resolution or act of the Country Council. The Board may designate a chairman for the Country Council, who shall preside at meetings thereof, and a vice chairman, who shall preside at such meetings in the absence of the chairman. A majority of the Country Council may determine its rules of procedure and fix the time and place, whether within or without the state of incorporation of the Corporation, of its meetings and specify what notice thereof, if any, shall be given.

\* \* \* \* \*

RESOLVED, FURTHER, that the following individuals are hereby appointed as the initial members of the Council, to serve at the pleasure of the Board until removal or resignation:

Attila Molnar (Chairman)  
Joseph Akers  
Rolf Classon  
Heinz Heumueller  
Emil Lansu  
Ian Paterson

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**BAYER CORPORATION**  
(the "Corporation")

Incorporated under the laws  
of the State of Indiana

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**BY-LAWS**

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(Effective as of April 1, 1995)

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## ARTICLE I

### Offices

SECTION 1. Registered Office. The registered office of the Corporation in its state of incorporation shall be as determined from time to time by the Board of Directors of the Corporation (hereinafter called the "Board").

SECTION 2. Other Offices. The Corporation may have such other offices in such places, either within or without its state of incorporation, as the Board may from time to time determine or the business of the Corporation may require.

## ARTICLE II

### Meetings of Shareholders; Shareholders' Consent in Lieu of Meeting

SECTION 1. Annual Meetings. The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such place (within or without the state of incorporation of the Corporation), date and hour as shall be designated by the Board or as shall be designated in the notice or waiver of notice thereof.

SECTION 2. Special Meetings. Special meetings of the shareholders may be called at any time by the Board or the President of the Corporation or a shareholder or shareholders holding of record shares representing at least twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, such meeting to be held at such place (within or without the state of incorporation of the Corporation), date and hour as shall be designated in the notice or waiver of notice thereof.

SECTION 3. Notice of Meetings. Subject to Article XI of these By-laws, each shareholder of record shall be given written notice of each meeting of shareholders, which notice shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called; provided, however, that if a shareholders' meeting is

adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment and the record date for the new meeting is the same as the record date for the adjourned meeting. Subject to Article XI of these By-laws and except as otherwise expressly required by law, notice of each meeting of shareholders shall be given not less than 10 nor more than 60 days before the date of such meeting to each shareholder entitled to vote at such meeting.

SECTION 4. Quorum; Voting. At each meeting of the shareholders, except as otherwise provided in the Articles of Incorporation of the Corporation (the "Articles of Incorporation") or required by applicable law, shareholders holding a majority of the shares of the Corporation issued and outstanding, and entitled to be voted at the meeting, shall be present in person or by proxy to constitute a quorum for the transaction of business. In the absence of a quorum at any such meeting or any adjournment or adjournments thereof, a majority in voting interest of those present in person or by proxy and entitled to vote thereat, or, in the absence therefrom of all the shareholders, any officer entitled to preside at, or to act as secretary of, such meeting may adjourn such meeting from time to time until shareholders holding the amount of shares requisite for a quorum shall be present in person or by proxy. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

At all meetings of the shareholders, if a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation or applicable law require a greater number of affirmative votes. Unless otherwise provided in the Articles of Incorporation or required by applicable law, directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Except as otherwise required by law, the vote at any meeting of the shareholders on any question need not be by ballot, unless so directed by the chairman of the meeting. On a vote by ballot, each ballot shall be signed by the shareholder voting, or by such shareholder's proxy, if there be such proxy, and shall state the number of shares voted.

SECTION 5. Shareholders' Consent in Lieu of Meeting. Any action required by applicable law to be taken at any annual or special meeting of the shareholders of the Corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the shareholders entitled to vote on the action. Such writing or writings shall be filed with the minutes of shareholders' meetings.

SECTION 6. Participation by Telephone or Similar Means of Communication. Any or all shareholders may participate in an annual or special shareholders' meeting by, or through the use of, any means of communication by which all shareholders participating may simultaneously hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.

### ARTICLE III

#### Board of Directors

SECTION 1. General Powers. The property, business and affairs of the Corporation shall be managed by or under the direction of the Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation directed or required to be exercised or done by the shareholders.

SECTION 2. Number and Term of Office. The number of directors which shall constitute the whole Board shall be such number not less than three nor more than twenty-one as the Board shall from time to time determine. Directors need not be shareholders or citizens or residents of the United States of America. Each of the directors of the Corporation shall hold office until the next annual shareholders' meeting following their election or until the earlier death or resignation or removal of such director in the manner hereinafter provided.

SECTION 3. Organization and Order of Business. At each meeting of the Board, the Chairman of the Board or, in the case of the absence of such Chairman, the Vice Chairman of the Board, or, in the case of the absence of both the Chairman of the Board and the Vice Chairman of the

Board, the President, shall act as chairman of the meeting and preside thereat. In the case of the absence of the Chairman of the Board, the Vice Chairman of the Board and the President, any director chosen by a majority of the directors present thereat shall act as chairman of the meeting and preside thereat. The Secretary of the Corporation or, in the case of the absence of such Secretary, any person (who shall be an Assistant Secretary, if an Assistant Secretary shall be present thereat) whom the person acting as chairman of the meeting shall appoint, shall act as secretary of such meeting and keep the minutes thereof.

SECTION 4. Resignations. Any director may resign at any time by giving written notice of resignation to the Board, the Chairman of the Board, the President or the Secretary of the Corporation. Notice to the Board shall be given by delivery of the written notice of resignation to the Secretary of the Corporation. Any such resignation shall be effective when the notice of resignation is delivered as provided above unless the notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Removal of Directors. Any one or more directors may be removed, with or without cause, at any time by the shareholders at a meeting called for the purpose of removing such director or directors or by a majority of the directors then in office.

SECTION 6. Vacancies. Vacancies in the Board and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director or by the shareholders of the Corporation at the next annual meeting or any special meeting called for the purpose.

SECTION 7. Place of Meetings. The Board may hold its meetings at such place or places within or without the state of incorporation of the Corporation as the Board may from time to time determine or as shall be designated in the respective notices or waivers of notice thereof.

SECTION 8. Meetings. (a) Annual Meetings. As soon as practicable after each annual election of directors, the Board shall meet for the purpose of organization, the election of officers and the transaction of other business, unless it shall have transacted all such business by written consent pursuant to Section 11 of this Article.

(b) Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall from time to time determine.

(c) Special Meetings. Special meetings of the Board shall be held whenever called by the Chairman of the Board or the President or any two of the directors at the time in office. Any and all business may be transacted at a special meeting that may be transacted at a regular meeting of the Board.

SECTION 9. Notice of Meetings. Subject to Article XI of these By-laws, the Secretary of the Corporation shall give notice to each director of each meeting of the Board, including the time and place of such meeting, except that notice of any meeting shall not be required to be given to any director who shall attend such meeting. Notice of each such meeting shall be mailed to each director, addressed to such director at such director's residence or usual place of business, at least two days before the day on which such meeting is to be held, or shall be sent to such director by telegraph, cable, facsimile transmission or other form of recorded communication or be delivered personally or by telephone not later than the day before the day on which such meeting is to be held.

SECTION 10. Quorum and Manner of Acting. Except as provided by law, the Articles of Incorporation or these By-laws, a majority of the total number of directors then in office shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such meeting, and the vote of a majority of those directors present at any such meeting at which a quorum is present shall be necessary for the passage of any resolution or act of the Board, except as otherwise expressly required by law or these By-laws. In the absence of a quorum for any such meeting, a majority of the directors present thereat may adjourn such meeting from time to time until a quorum shall be present thereat. Notice of any adjourned meeting need not be given.

SECTION 11. Action by Consent. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing, and such writing or writings are filed with the minutes of the proceedings of the Board or such committee. Any action taken in accordance with this Section shall be effective



when the last member of the Board or of such committee, as the case may be, shall sign such consent, unless the consent specifies a different prior or subsequent effective date.

SECTION 12. Meetings by Telephone, etc. Any one or more members of the Board, or any one or more members of any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

SECTION 13. Compensation. Each director, in consideration of such director's serving as such, shall be entitled to receive from the Corporation such amount per annum or such fees for attendance at meetings of the Board or of any committee, or both, as the Board shall from time to time determine. The Board may likewise provide that the Corporation shall reimburse each director or member of a committee for any expenses incurred by such director on account of such director's attendance at any such meeting. Nothing contained in this Section shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 14. Executive Committee and Committees of the Board. (a) Executive Committee. The Board may, by resolution passed by a majority of the whole Board, designate an Executive Committee consisting of such number of members, who may or may not be directors of the Corporation, as the Board shall from time to time determine. The Executive Committee, subject to any limitations prescribed by the Board, by these By-laws or by applicable law, shall possess and may exercise, during the intervals between meetings of the Board, all the powers and authority of the Board in the management of the business and affairs of the Corporation.

Notwithstanding the next preceding paragraph, the Executive Committee shall not have such power or authority in reference to (1) authorizing dividends or other distributions with respect to shares of the Corporation, except that the Executive Committee may authorize or approve a reacquisition of shares or other distribution if done according to a formula or method, or within a range, prescribed by the Board; (2) approving or proposing to the shareholders of the Corporation any action required under applicable law to be approved by the shareholders; (3) filling vacancies on the Board or any of its committees;

(4) except to the extent permitted by clause (7) below, amending the Articles of Incorporation of the Corporation pursuant to any provision of applicable law permitting the amendment of the Articles of Incorporation without the approval of the shareholders; (5) adopting, amending or repealing these By-laws; (6) approving a plan of merger not requiring shareholder approval; or (7) authorizing or approving the issuance or sale or a contract for sale of shares, or determining the designations and relative rights, preferences, and limitations of a class or series of shares, except that the Board may authorize the Executive Committee to take the action described in this clause (7) within limits prescribed by the Board.

A majority of all the members of the Executive Committee may determine its rules of procedure, determine its actions and fix the time and place, whether within or without the state of incorporation of the Corporation, of its meetings and specify what notice thereof, if any, shall be given, unless the Board shall otherwise provide. The Board shall have the power to change the members of the Executive Committee at any time, to designate one or more persons, who may or may not be directors of the Corporation, as alternate members of the Executive Committee and to fill vacancies therein and, at any time, to discharge the Executive Committee or remove any member therefrom, either with or without cause. At each meeting of the Board, the Executive Committee shall make a report of all action taken by it since its last report to the Board.

(b) Committees of the Board. The Board may, by resolution passed by a majority of the whole Board, designate committees of the Board, each such committee to consist of such number of members, and to have such duties and functions as shall be provided in such resolution, subject to the limitations prescribed by applicable law and provided that no such committee shall have any power or authority in reference to any matter specified in the second paragraph of Section 14(a) above.

A majority of all the members of any such committee may determine its rules of procedure, determine its actions and fix the time and place, whether within or without the state of incorporation of the Corporation, of its meetings and specify what notice thereof, if any, shall be given, unless the Board shall otherwise provide. The Board shall have the power to change the members of any such committee at any time, to designate one or more directors as alternate members of any such committee and to fill vacancies therein and, at any time, to discharge any such

committee or remove any member therefrom, either with or without cause. At each meeting of the Board, any such committee shall make a report of all action taken by it since its last report to the Board.

(c) Executive Committee Meetings, Quorum and Manner of Acting. The Executive Committee shall meet annually as soon as practicable after the annual meeting of the Board if necessary to appoint officers not theretofore elected by the Board or appointed by the President pursuant to the provisions of Section 1 of Article IV of these By-laws and shall meet at such other times and as often as may be deemed necessary and expedient by the Executive Committee. A majority of the Executive Committee shall constitute a quorum, and the vote of a majority of those members of the Executive Committee present at any meeting thereof at which a quorum is present shall be necessary for the passage of any resolution or act of the Executive Committee. The Board may designate a chairman for the Executive Committee, who shall preside at meetings thereof, and a vice chairman, who shall preside at such meetings in the absence of the chairman. A majority of the Executive Committee may determine its rules of procedure and fix the time and place, whether within or without the state of incorporation of the Corporation, of its meetings and specify what notice thereof, if any, shall be given.

(d) Other Committees. The Board may, by resolution passed by a majority of the whole Board, designate other committees of the Board, each such committee to consist of two or more directors and to have such duties and functions as shall be provided in such resolution, subject to the limitations prescribed by applicable law and provided that no such committee shall have any power or authority with respect to any of the matters referred to in the proviso to the first sentence of Section 14(b) above. A majority of all the members of any such committee may determine its rules of procedure, determine its action and fix the time and place, whether within or without the state of incorporation of the Corporation, of its meetings and specify what notice thereof, if any, shall be given, unless the Board shall otherwise by resolution provide. The Board shall have power to change the members of any such committee at any time, to designate one or more directors as alternate members of any such committee and fill vacancies therein and to discharge any member of any such committee, either with or without cause, at any time.

## ARTICLE IV

### Officers

SECTION 1. Number and Term of Office. The principal officers of the Corporation shall be a Chairman of the Board (who shall be a director), a Vice Chairman of the Board (who shall be a director), a President (who shall be a director and shall also be the Chief Executive Officer), such number of Vice Presidents as the Board may determine from time to time, a Controller, a Treasurer and a Secretary. Each such officer shall be elected by the Board and shall hold office until the successor of such officer shall be elected and shall qualify or until the earlier death or resignation or removal of such officer in the manner hereinafter provided. The Board may, in its discretion, designate any such Vice President by a number or numbers or a word or words (including, without limitation, the words "Executive" and "Senior") added before or after such title.

The Board or the President may elect or appoint such other officers of the Corporation (including, without limitation, one or more Assistant Vice Presidents, one or more Assistant Controllers, one or more Assistant Treasurers and one or more Assistant Secretaries) as the Board or the President, as the case may be, deems necessary who shall have such authority and shall perform such duties as the Board or the President, as the case may be, may prescribe. If additional officers are elected or appointed during the year, each of them shall hold office until the successor of such officer is elected or appointed or until the earlier death or resignation or removal of such officer in the manner hereinafter provided.

A vacancy in any office may be filled for the unexpired portion of the term by the Board at any meeting thereof or, if the officer theretofore holding such office shall have been appointed by the President, by the President.

All officers and agents of the Corporation shall be subject to removal, with or without cause, at any time by the Board or by the shareholders of the Corporation and, in the case of officers appointed by the President, by the President. The Board may require any officer to give security for the faithful performance of such officer's duties.

Any officer may resign at any time by giving written notice of resignation to the Board, the Chairman of the Board, the President or the Secretary of the

Corporation. Notice to the Board shall be given by delivery of the written notice of resignation to the Secretary of the Corporation. Any such resignation shall be effective when the notice of resignation is delivered as provided above unless the notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective.

Any number of offices may be held by the same person, except that no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or these By-laws to be executed, acknowledged or verified by two or more officers.

SECTION 2. Chairman of the Board. The Chairman of the Board, who shall be a member thereof, shall preside at all meetings of the Board and of the shareholders at which such Chairman shall be present and shall perform such other duties and exercise such powers as may from time to time be prescribed by the Board and shall perform such other duties as may be prescribed by these By-laws.

SECTION 3. Vice Chairman of the Board. The Vice Chairman of the Board, who shall be a member thereof, shall have such powers and duties as may from time to time be prescribed by the Board and shall perform such other duties as may be prescribed by these By-laws.

SECTION 4. President. The President shall be a member of the Board, shall be the Chief Executive Officer of the Corporation and, subject to the direction of the Board, shall have such powers and perform such duties as pertain to the office of President and chief executive and as the Board may from time to time prescribe, shall have the direction of all subordinate officers, agents and employees and may assign such duties to such other officers as the President deems appropriate, and shall perform such other duties and exercise such other powers as may from time to time be prescribed by these By-laws or the Board.

SECTION 5. Vice Presidents. Each Vice President elected by the Board shall have such powers and perform such duties as the Board or the President may from time to time prescribe and shall perform such other duties as may be prescribed by these By-laws. At the request of the President, or in the case of the President's absence or inability to act, any of the Vice Presidents shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

SECTION 6. Controller. The Controller shall have control of all books of account of the Corporation, shall keep a true and accurate record of all property owned by it, of its debts and of its revenues and expenses, shall keep all accounting records of the Corporation and shall render to the Board or the Executive Committee, whenever required to do so, an account of the financial condition of the Corporation. The Controller shall have such powers and perform such duties as pertain to the office of Controller and shall perform such other duties as may from time to time be assigned to the Controller by the Board or the President.

SECTION 7. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-laws. The Treasurer shall have such powers and perform such duties as pertain to the office of Treasurer and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board or the President.

SECTION 8. Secretary The Secretary shall keep and authenticate the records of the proceedings of all meetings of the shareholders and of the Board or any committee thereof. The Secretary shall affix the seal of the Corporation to all deeds, contracts, bonds or other instruments requiring the corporate seal when the same shall have been signed on behalf of the Corporation by a duly authorized person and shall be the custodian of all contracts, deeds, documents and all other indicia of title to properties owned by the Corporation and of its other corporate records (except accounting records).

## ARTICLE V

### Contracts, Checks, Drafts, Bank Accounts, etc.

SECTION 1. Execution of Documents. The Board shall designate the officers, employees and agents of the Corporation who shall have power to execute and deliver deeds, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) to other officers, employees or agents of the Corporation; and,

unless so designated or expressly authorized by these By-laws, no officer, employee or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

SECTION 2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board or the President or any other officer of the Corporation to whom power in that respect shall have been delegated by the Board shall select.

SECTION 3. Proxies in Respect of Shares or Other Securities of Other Corporations. The Board may designate the officers of the Corporation who shall have authority from time to time to appoint an agent or agents of the Corporation to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of shares or other securities or interests in any other corporation or business entity and to vote or consent in respect of such shares, securities or interest; such designated officers may instruct the person or persons so appointed as to the manner of exercising such powers and rights; and such designated officers may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, such written proxies, powers of attorney or other instruments as they may deem necessary or proper in order that the Corporation may exercise its said powers and rights.

## ARTICLE VI

### Books and Records

The books and records of the Corporation may be kept at such places within or without the state of incorporation of the Corporation as the Board may from time to time determine.

## ARTICLE VII

### Seal

The Board shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Corporation and the state and year of its incorporation.

**ARTICLE VIII****Fiscal Year**

The fiscal year of the Corporation shall end on the 31st day of December in each year, unless changed by resolution of the board.

**ARTICLE IX****Indemnification**

The Corporation shall indemnify any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person or the testator or intestate of such person is or was a director, officer or employee of the Corporation, any corporation which may be absorbed in a consolidation or merger with the Corporation and which, if its separate existence had continued, would have had power and authority to indemnify such person (a "Predecessor") or any corporation, partnership, joint venture, trust or other enterprise which such person served as a director, officer or employee at the request of the Corporation or a Predecessor (an "Affiliate") against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if (1) such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, Predecessor or Affiliate, as the case may be, and, with respect to any criminal action or proceeding, if such person had no reasonable cause to believe the conduct of such person was unlawful or if such person had reasonable cause to believe the conduct of such person was lawful or (2) such person or the testator or intestate of such person was wholly successful, on the merits or otherwise, in the defense of any such action, suit or proceeding.

The indemnification provided for above shall not be deemed exclusive of any other rights to which any director, officer or employee may be entitled or of any power of the Corporation apart from the provisions of this Article IX.



**ARTICLE X****Shares and Their Transfer**

SECTION 1. Certificates for Shares. Unless otherwise determined by the Board, every holder of shares of the Corporation shall be entitled to have a certificate certifying the number of shares owned by such holder and designating the class of such shares, which shall otherwise be in such form as the Board shall prescribe. Each such certificate shall be signed in the name of the Corporation by the President or a Vice President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the Corporation or by any two officers of the Corporation designated by the Board. In case any person who has signed any such certificate shall have ceased to occupy the office occupied by such person at the time such person signed such certificate before such certificate is issued, such certificate may be issued by the Corporation with the same effect as if such person occupied such office at the date of issue. Nothing contained herein shall restrict the ability of the Board to authorize the issuance of some or all of the shares of any or all of its classes or series without certificates, provided the Corporation complies with any requirements of applicable law relating to the delivery to its shareholders of the information that would otherwise be required by applicable law to be contained in share certificates.

SECTION 2. Record. A record shall be kept of the name of the person, firm or corporation owning the shares represented by each certificate for shares of the Corporation issued, the number of shares represented by each such certificate, and the date thereof, and, in the case of cancellation, the date of cancellation. Except as otherwise expressly required by law, the person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

SECTION 3. Transfer and Registration of Shares. The transfer of shares and certificates of shares that represent the shares of the Corporation shall be governed by the Uniform Commercial Code--Investment Securities, as amended from time to time. Registration of transfers of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof, or by such holder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on the surrender of the certificate or certificates for such shares properly endorsed or accompanied by a stock power properly executed.

SECTION 4. Lost, Destroyed or Mutilated Certificates. In case of the alleged loss or destruction or the mutilation of a certificate representing shares of the Corporation, a new certificate may be issued in place thereof, in the manner and upon such terms as the Board may prescribe.

#### ARTICLE XI

##### Waiver of Notice

Whenever notice is required to be given under any provision of applicable law or of the Articles of Incorporation or these By-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders, directors, or members of a committee of directors, need be specified in any written waiver of notice thereof.

#### ARTICLE XII

##### Amendments

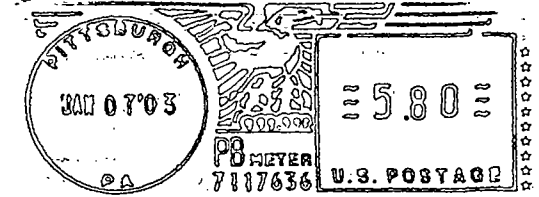
These By-laws, or any of them, may be altered, amended or repealed by the Board at any meeting thereof or by written consent of the Board in lieu of a meeting or, to the extent authorized in the Articles of Incorporation, by the shareholders entitled to vote thereon at any annual or special meeting thereof or in accordance with Section 5 of Article II of these By-laws.

**CERTIFIED MAIL**



7001 0320 0001 1230 3203

Bayer Corporation  
100 Bayer Road  
Pittsburgh, PA 15205-9741



J. E. ROBINSON

Bayer Corporation  
100 Bayer Road • Pittsburgh, PA 15205-9741



DEENA SHEPPARD-JOHNSON, SR-6J  
U.S. ENVIRONMENTAL PROTECTION AGENCY  
REMEDIAL ENFORCEMENT SUPPORT SECTION  
77 WEST JACKSON BLVD.  
CHICAGO, IL 60604