

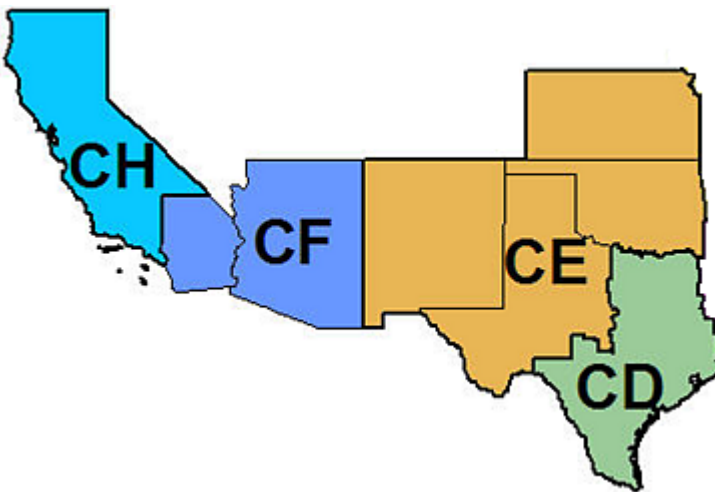


Bayer CropScience



- National
- Coastal
- Northern
- Cotton
- Corn
- Cereals
- Sugarbeets
- Peanuts
- Potatoes
- Horticulture
- Rice
- Tree, Nut & Vine
- Other

2009 Programs



Shared Risk Program: Cotton Seed Replant and Crop Loss; West Region (West & Southwest Geographies)

2009 Shared Risk Programs for FiberMax[®], Stoneville[®] and AFD[™] cotton seeds, Temik[®] insecticide/nematicide, Gaucho[®] Grande insecticide, Aeris[®] insecticide/nematicide seed treatment, Trilex[®] Advanced Seed Applied System, Stance[®] plant regulator and Ignite[®] herbicide

PROGRAM OBJECTIVE

To encourage use of Best Management Practices and to share in grower risk of replanting Bayer CropScience cotton seed brands or losing their final cotton planting, due to certain weather events, as described in the program elements section below, by offering options to compensate for: 1) replanting with FiberMax, Stoneville and/or AFD seed or 2) re-treating cotton seed varieties originally treated with Temik, AERIS, Gaucho Grande or Trilex Advanced or 3) if applicable, addressing crop loss for LibertyLink® technology and for using Ignite on LibertyLink cotton and Stance on FiberMax, Stoneville and AFD cotton.

QUALIFYING PRODUCTS	ACTIVITY	SHARED RISK COVERAGE
Replant		
<ul style="list-style-type: none"> FiberMax, Stoneville & AFD Cotton seed 	First Replant Only	100% Suggested Grower Price
<ul style="list-style-type: none"> Bayer Seed Treatment (Gaucho Grande, AERIS, or Trilex Advanced) and/or Temik used with FiberMax, Stoneville and/or AFD Cottonseed 	First Replant Only	100% Grower Invoice Price
Crop Loss		
<ul style="list-style-type: none"> FiberMax with LibertyLink technology 	Crop Loss	Reimburse grower for technology portion of seed (See table A on pg 4)
<ul style="list-style-type: none"> Ignite 	Crop Loss	100% Grower Invoice Price up to 58 ounces per applied acre
<ul style="list-style-type: none"> Stance 	Crop Loss	100% Grower Invoice Price



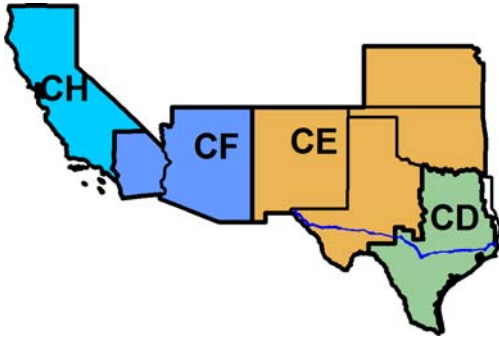
REPLANT & CROP LOSS

Replant Program Products Dates and Geography:

Products Included:

FiberMax, Stoneville and AFD cotton seed, LibertyLink technology, Temik, Gaucho Grande, Aeris, and/or Trilex Advanced

- South Texas (South of I-10): Through May 15, 2009
- California and Arizona and Remaining Southwest Geography: Through July 1, 2009



Crop Loss Program Dates:

FiberMax with LibertyLink Technology and Ignite:

- California and Arizona: through August 10, 2009
- South Texas (Geography South of I-10): Through July 31, 2009
- Remaining Southwest Geography: Through August 31, 2009

Stance applied to FiberMax, Stoneville and AFD cotton:
Through November 15, 2009 (all geographies)

QUALIFYING DEALERS and GROWERS

Cotton growers who use Qualifying Products purchased from a Bayer CropScience (BCS) authorized distributor, retailer or agent.

PROGRAM ELEMENTS

Growing Practices:

Growers must use sound farm management practices, making every attempt to establish a stand and produce a crop.

Replant Program Requirements:

The program applies to all acres planted with FiberMax, Stoneville and/or AFD cotton seed.

An eligible cotton crop which is destroyed by an act of God; limited to wind, hail and/or flooding events only.

Loss of early season cotton stands due to soil crusting, cold temperatures, disease and insects are covered when demonstration of Best Management Practices (as established by University Extension Services for local growing region) are followed:

- Seeding Rate
- Weed Control
- Other Acceptable Farming Practices

Reimbursement (if eligible) will be made on products that are purchased and consumed in 2009.

Cotton Seed Replant:

- If a grower who originally planted FiberMax, Stoneville and/or AFD and elects not to replant with FiberMax, Stoneville and/or AFD, then grower is not eligible for program.
- If the original planted variety with the same technology is not available then another FiberMax, Stoneville and/or AFD variety with the same technology must be substituted in order to be eligible for this program.
- This program is only offered for the first replanting of the season and does not cover multiple replant situations.
- Bayer CropScience shall be the final arbiter as to the cause of loss

At Plant Products:

- Qualifying Products must be applied according to recommended label rates. Claim reimbursement value will not exceed recommended label rates and will be paid based on Grower Invoice Price.

- **Temik Requirements**

- Purchase minimum 700lbs of Temik and apply at a rate equal to or greater than 3.5 pounds per acre.

Note: Growers who use less than 3.5 pounds per acre are not eligible for reimbursement of Temik.

- **GaUCHO Grande, Aeris and/or TrileX Advanced Requirements**

- Treat at least 40 units of FiberMax, Stoneville and/or AFD with GaUCHO Grande, Aeris and/or TrileX Advanced at labeled rate.
- The program applies to all acres planted with Bayer CropScience Cotton Seed and treated with GaUCHO Grande, Aeris and/or TrileX Advanced followed by replanting with Bayer CropScience Cotton Seed and retreated with GaUCHO Grande, Aeris and/or TrileX Advanced.
- If a grower uses Temik on first planting and GaUCHO Grande, Aeris and/or TrileX Advanced on replant, the grower will be reimbursed up to the actual cost of the seed treatment used at replant, not to exceed the grower invoice cost of the Temik used on first planting.
- If a grower plants cotton treated with GaUCHO Grande, Aeris and/or TrileX Advanced and uses Temik on the replanting, the grower will be reimbursed up to the actual cost of the Temik, not to exceed the grower invoice cost of the Bayer Seed Treatment used on first planting.
- If a grower plants cotton treated with GaUCHO Grande, Aeris and/or TrileX Advanced in combination with Temik, the grower will be reimbursed up to the actual cost of both.

Crop Loss

Program Requirements

If grower's cotton crop is lost and is destroyed and cannot be replanted, the Bayer CropScience Shared Risk Crop Loss program protects grower's investment on LibertyLink Technology, Ignite and/or Stance.

- Crop Loss as a result of drought is covered.
- Failed acres must also qualify for coverage under the Multiple Peril Crop Insurance Program.

Stance Plant Regulator Requirements:

- Stance reimbursement covers growers who treat at least 100 acres of FiberMax, Stoneville and/or AFD cotton seed with a minimum of two (2) applications of at least two (2) ounce of Stance per acre
- Stance crop loss coverage is extended through November 15, 2009.

LibertyLink Technology and Ignite Requirements:

- If a grower's eligible cotton crop is damaged, as described under general program requirements above, to the extent that it qualifies for crop loss, then Bayer CropScience will reimburse the grower for the LibertyLink technology fee portion of the seed price at the levels found in Table A (see below).
- Only LibertyLink varieties are eligible.
- Affected acres cannot be replanted back to cotton and must be destroyed prior to harvest and before:
 - July 31, 2009 (South Texas)
 - August 10, 2009 (California and Arizona)
 - August 31, 2009. Remaining West Geography
- Ignite reimbursement up to use rate of 58 ounces of Ignite per acre - minimum purchase and application of 20 gallons of Ignite in 2009.

TABLE A - Value of the trait portion of a bag of FiberMax with LibertyLink technology

CD	CE	CF	CH
E. TX	W. TX	AZ	CA
\$60.00	\$30.00	\$40.00	\$40.00

PROGRAM PROCEDURES

- Growers notify the seed dealer, from whom the seed was purchased, of the shared risk claim.
- For crop loss, the seed dealer will contact the local Bayer CropScience Sales Representative within 10 days of the crop loss. Bayer CropScience shall be the final arbiter as to the cause of loss.
- For replant, the seed dealer will contact the local Bayer CropScience Sales Representative prior to replant.
- Bayer CropScience Sales Representatives must submit within 2 weeks subsequent to Replant and Crop Loss dates (see p. 3 of program for submittal dates by region).
- Bayer CropScience Representative will verify the need for replant and/or crop loss reimbursement.
- Bayer CropScience Sales Representative must inspect the field prior to tillage or replanting.
- All Qualifying Product purchase information must be supplied to the Bayer CropScience Sales Representative for : (1) First and, if applicable, the second planting of FiberMax, Stoneville and/or AFD purchases and (2) If used, receipts for first and second planting (applications) of Temik, Gaucho Grande Aeris, Trilex Advanced, Stance and/or Ignite.
- Claim reimbursement will be mailed to the Bayer CropScience Sales Representative, delivered to the seed dealer and made payable to the grower.
- Claims will be audited.
- Growers who plant FiberMax, Stoneville and/or AFD with Monsanto technology, e.g., Roundup Ready® and/or Bollgard® or Bollgard® II, Roundup Ready® Flex and/or Bollgard® or Bollgard® II traits, may qualify for additional rebates. Contact Monsanto for program details.
- This program applies to Bayer CropScience Products and technology fees only. Any technology fees associated with Monsanto technology traits are payable as outlined by Monsanto program(s) regardless of replanting or crop loss unless otherwise stated by Monsanto.

Conditions:

BAYER CROPSCIENCE (BCS) RESERVES THE RIGHT TO MODIFY OR WITHDRAW THIS PROGRAM OR ANY PORTION THEREOF WITHOUT PRIOR NOTICE.

Reimbursement will not be made on invoices that have been artificially inflated or fabricated. Bayer CropScience makes no warranty or guarantee regarding availability of Qualifying Products including specific varieties of product for replanting purposes. All federal, state or local taxes on payments received under this program are the sole responsibility of the payment recipient, individuals, or reseller, and not of Bayer CropScience, its parent company, or its agents. Fraudulent reporting of sales and product use are grounds for withholding or invalidating all program money. Bayer CropScience reserves the right to verify all claims for allowances under this program, and in matters of discrepancy, reserves the right of final decision. Bayer CropScience reserves the right to debit payments from future programs or collect amounts directly from growers if errors are discovered after payments have been issued.

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Always read and follow label directions. For additional product information, call toll-free 1-800-334-8577
or visit our web site at www.BayerCropScienceUS.com 309.012 03/19/09