

ASSIGNMENT

(TRANSFER)

We, **ASSIGNOR:** Dow AgroSciences LLC
of: 9330 Zionsville Road
Indianapolis, Indiana 46268
United States of America

a Delaware limited liability company organized under the laws of the State of Delaware, United States of America, do hereby claim and declare that we are owners of the following Patent Application(s) or Letters Patent(s) and other rights and powers obtainable or exercisable in respect thereof: **United States Provisional Patent Application No. 60/045,641 filed on May 5, 1997, entitled "INSECTICIDAL PROTEIN TOXINS FROM XENORHABDUS", United States Patent Application No. 09/072,264 filed August May 4, 1998, entitled "INSECTICIDAL PROTEIN TOXINS FROM XENORHABDUS", and International Patent Application No. PCT/US98/08993 filed May 4, 1998, entitled "INSECTICIDAL PROTEIN TOXINS FROM XENORHABDUS".**

We do hereby, for good and valuable consideration received, sell, assign and transfer unto:

ASSIGNEE: Wisconsin Alumni Research Foundation
of: 614 Walnut Street
Madison, Wisconsin 53705
United States of America

a non-stock, non-profit corporation organized under the laws of the State of Wisconsin, United States of America, our entire right, title and interest in and to the said Patent Application(s) or Letters Patent(s), including all rights to claim priority under all international conventions and treaties in the name of the Assignee and all rights in and to any corresponding Patent Application(s) or Letters Patent(s) for the invention in any and all countries throughout the world, and consent to the recordal of this Assignment.

ASSIGNOR

ASSIGNEE

Subscribed and Sworn by us:

Accepted by us:

At Indianapolis, Indiana 46268 USA

At Madison Wisconsin 53705 USA

this 16 day of February 1999
Effective as of May 4, 1997

this 19 day of Feb 1999
Effective as of May 4, 1997

Dow AgroSciences LLC

Wisconsin Alumni Research Foundation

By Kenneth L. Loertscher
Kenneth L. Loertscher
General Patent Counsel and
Assistant Secretary

By Carl E. Gulbrandsen
Carl E. Gulbrandsen
Director of Patents & Licensing

NOTARIAL CERTIFICATE
(Delaware limited liability company)

UNITED STATES OF AMERICA)
STATE OF INDIANA) SS
County of Marion)

On this 16th day of February, 1999, personally appeared before me,

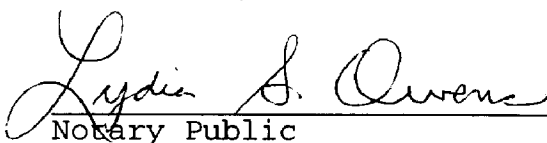
Kenneth L. Loertscher,
General Patent Counsel and Assistant Secretary of
Dow AgroSciences LLC, a Delaware limited liability company

known or identified to me to be the individual(s) described in and who executed the foregoing
document

Transfer Assignment

and acknowledged the same as a free act and deed for uses and purposes therein expressed by
authority of the said limited liability company under the laws of the State of Delaware, United
States of America. I further certify that said authority, dated, October 23, 1991, is based on
a Resolution of the Board of Directors of the said limited liability
company

which I have seen, appointing said individual Attorney-in-Fact with full power to sign the foregoing
document on behalf of the said limited liability company and that the purposes for which said
document is granted are within the scope of the objects or activities of said limited liability
company.



Notary Public
Lydia S. Owens
residing in Hendricks County
My commission expires March 5, 2000

NOTARIAL SEAL

NOTARIAL CERTIFICATE

UNITED STATES OF AMERICA)
STATE OF WISCONSIN) SS
County of Dane)

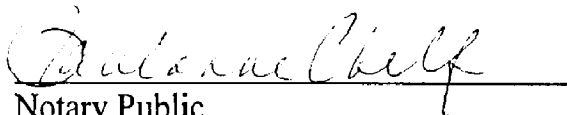
On this 19th day of February, 1999, personally appeared before me,

Carl E. Gulbrandsen
Director of Patents and Licensing
Wisconsin Alumni Research Foundation

Known or identified to me to be the individual(s) described in and who executed the foregoing document

Transfer Assignment

and acknowledged the same as a free act and deed for uses and purposes therein expressed by authority of the said non stock, non-profit corporation under the laws of the State of Wisconsin, United States of America. I further certify that said authority, dated October 3 and 4, 1997, is based on a Resolution of the Board of Trustees of the said non stock, non-profit corporation which I have seen, appointing said individual Attorney-in-Fact with full power to sign the foregoing document on behalf of the said non stock, non-profit corporation and that the purposes for which said document is granted are within the scope of the objects or activities of said non stock, non-profit corporation.



Notary Public

Paulanne Chelf

residing in Dane County

My commission expires January 5, 2003

NOTARIAL SEAL