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§ 8.05 Entire Acreement; Amendments; Headings. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and may not be changed or modified orally but only by an instrument in writing signed by the parties, which states that it is an amendment to this Agreement. Article and section headings shall have no effect in the interpretation of this Agreement.

§ 8.06 Countemparts. This Agreement may be executed in one or more counterparts, all of which shall constitute one and the same instrument.

§ 8.07 Governing Law. This Agreement shall be construed in accordance with and governed by the law of the State of Delaware.

In Witness Whereof, the parties hereto have caused this Agreement to be executed as of the date first above written.

CYANAMID DEVELOPMENT COMPANY

By J. I. Wyer President

[CORPORATE SEAL]

Attest:

By P. T. SMOCK
Assistant Secretary

THE ERVIN COMPANY

By CALVIN J. HARRIS
President

[CORPORATE SEAL]

Attest:

By WM. S. MICHAEL Secretary

AMERICAN CYANAMID COMPANY

By C. D. Siverd President

[CORPORATE SEAL]

Attest:

By D. C. DROSTE Assistant Secretary

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(CONTINUED ON MEXT PAGE) .