SEPARATION AGREEMENT
BY AND BETWEEN
PHARMACIA CORPORATION
AND
MONSANTO COMPANY

DATED AS OF SEPTEMBER 1, 2000

SCHEDULE 2.04
INTERCOMPANY ACCOUNTS -EXCEPTIONS

Any Intercompany Item that would otherwise be transferred from one Group to the other pursuant to Section 2.04, but that cannot practicably be so transferred, and that is not intended by the parties to be a Delayed Transfer Asset or a Delayed Transfer Liability, or a Sale or Non-Sale Asset or related Liability; including without limitation: intercompany payables relating to products of the Pharmacia Business, that will be retained by members of the Monsanto Group in Poland, Malaysia and Canada.

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of the Secretary