

**COPY**

Department of Workforce Development  
10 North Senate Avenue  
Indianapolis, In 46204  
By: DLM 11/16/11

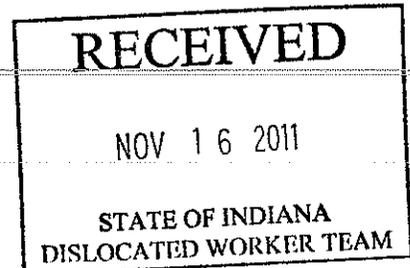


**Bayer**

November 16, 2011

***By Electronic Mail, Return Receipt Requested***

Indiana Department of Workforce Development  
Dislocated Worker Unit  
10 North Senate Avenue  
Indianapolis, IN 46204-2277  
Email: [warn-notice@dwd.in.gov](mailto:warn-notice@dwd.in.gov)



***Re: Conditional Worker Adjustment and Retraining  
Notification Act Notice***

Dear Sir or Madam:

Bayer HealthCare LLC ("Bayer") and Siemens HealthCare Diagnostics Inc. (Siemens) have entered into an Asset Sale and Transfer Agreement ("the Agreement") pursuant to which Siemens will purchase Bayer assets associated with the Mishawaka, IN Bayer facility and will assume responsibility for the manufacture of certain Siemens products previously manufactured by Bayer employees at the Mishawaka site. The Agreement contemplates Siemens' purchase of the Mishawaka Plant as a regulatory approved manufacturing facility with continuing operations and employees ready for the ongoing manufacture of the Siemens products. To facilitate this goal of uninterrupted operations, Bayer agreed to identify for Siemens salaried and bargaining unit employees engaged in either the manufacture of the Siemens products or supporting operational functions at the Mishawaka facility. Siemens will then have the opportunity to offer employment to such employees effective as of the closing date of the transaction. While it is believed that sufficient offers of employment will be made to current Bayer employees by Siemens to avoid triggering the requirements of the Worker Adjustment and Retraining Notification Act, 29 U.S.C. § 2101 et seq. ("WARN"), the need to complete negotiations with the representative of Bayer Mishawaka bargaining unit members and the need for Bayer and Siemens to close on the Agreement (which has tentatively been

scheduled for December 30, 2011) means that employment losses associated with the transaction cannot yet be ruled out.

In light of the possibility of employment losses depending upon the outcome of necessary union negotiations and the successful closing of the transaction, this notice is provided to you in accordance with the WARN Act. Section 7 of WARN states:

It is the sense of Congress that an employer who is not required to comply with the notice requirements of WARN should, to the extent possible, provide notice to its employees about a proposal to close a plant or permanently reduce its workforce.

The Department of Labor regulations that accompany this statute also "encourage [] employers to give notice in all circumstances," including conditional notices in cases in which the occurrence or nonoccurrence of an event (such as, by way of example, the conclusion of required union negotiations or the closing of the Bayer-Siemens transaction) may lead to a plant closing or mass layoff within the meaning of WARN. Consistent with that sense of Congress and the Department of Labor, this notice is being sent to you at this time.

***Please note that this notification does not mean that Bayer Mishawaka employees will definitively suffer an employment loss. As noted above, required negotiations and the transaction closing must be concluded before final determinations can be made. In the event that the negotiations conclude in such a manner as to eliminate the need for employment loss, this notification will be of no consequence.***

With that understanding, **and subject to the conditions noted above**, Bayer will be reducing its Mishawaka work force, located at 430 South Beiger Street, P.O. Box 2009, Mishawaka, IN 46546. The expected date that terminations resulting from this reduction in force will commence is between January 15, 2012 and January 28, 2012. The number of affected employees is 132. For further information, please contact Sharon Minnich, Senior Manager Human Resource Mishawaka Site, Bayer HealthCare LLC, 574-258-6892 (phone), 574-256-3497 (fax), [sharon.minnich@bayer.com](mailto:sharon.minnich@bayer.com) (email).

Sincerely,



Wayne Krampel  
Bayer HealthCare LLC  
Vice President Global Product Supply