

MONSANTO CO /NEW/  
Form 10-Q/A  
November 14, 2011  
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MONSANTO COMPANY

FIRST QUARTER 2011 FORM 10-Q/A

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

(Amendment No. 1)

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the quarterly period ended Nov. 30, 2010

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-16167

**MONSANTO COMPANY**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

43-1878297  
(I.R.S. Employer Identification No.)

800 North Lindbergh Blvd.,  
St. Louis, MO  
(Address of principal executive offices)

63167  
(Zip Code)

(314) 694-1000

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(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 536,700,563 shares of Common Stock, \$0.01 par value, outstanding as of Jan. 3, 2011.

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**CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

In the interests of our investors, and in accordance with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, this section of our report explains some of the important reasons that actual results may be materially different from those that we anticipate. In this report, and from time to time throughout the year, we share our expectations for our company's future performance. These forward-looking statements include statements about our business plans; the potential development, regulatory approval, and public acceptance of our products; our expected financial performance, including sales performance, and the anticipated effect of our strategic actions; the anticipated benefits of recent acquisitions; the outcome of contingencies, such as litigation and the previously announced SEC investigation; the previously reported material weakness in our internal control over financial reporting; domestic or international economic, political and market conditions; and other factors that could affect our future results of operations or financial position, including, without limitation, statements under the captions Overview, Executive Summary, Outlook, Seeds and Genomics Segment, Agricultural Productivity Segment, Financial Condition, Liquidity, and Capital Resources, Outlook, Critical Accounting Policies and Estimates and Legal Proceedings. Any statements we make that are not matters of current reportage or historical fact should be considered forward-looking. Such statements often include words such as believe, expect, anticipate, intend, plan, estimate, will, and similar expressions. By their nature, these types of statements are uncertain and are not guaranteed to reflect our future performance.

Since these statements are based on factors that involve risks and uncertainties, our company's actual performance and results may differ materially from those described or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, among others: continued competition in seeds, traits and agricultural chemicals; the company's exposure to various contingencies, including those related to intellectual property protection, regulatory compliance and the speed with which approvals are received, and public acceptance of biotechnology products; the success of the company's research and development activities; the outcomes of major lawsuits; developments related to foreign currencies and economies; successful operation of recent acquisitions; fluctuations in commodity prices; compliance with regulations affecting our manufacturing; the accuracy of the company's estimates related to distribution inventory levels; the company's ability to fund its short-term financing needs and to obtain payment for the products that it sells; the effect of weather conditions, natural disasters and accidents on the agriculture business or the company's facilities; and other risks and factors described or referenced in Part II Item 1A Risk Factors below and Part I Item 1A of our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010.

Our forward-looking statements represent our estimates and expectations and are based on currently available information at the time that we make those statements. However, circumstances change constantly, often unpredictably, and many events beyond our control will determine whether the expectations encompassed in our forward-looking statements will be realized. As a result, investors should not place undue reliance on these forward-looking statements. We disclaim any current intention or obligation to revise or update any forward-looking statements, or the factors that may affect their realization, whether in light of new information, future events or otherwise, and investors should not rely on us to do so.

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**EXPLANATORY NOTE**

In the third quarter of fiscal year 2011, Monsanto announced an investigation being conducted by the SEC of our financial reporting associated with our customer incentive programs for glyphosate products for fiscal years 2010 and 2009. Following the SEC notification, Monsanto began our own review and the Audit and Finance Committee of the Board of Directors retained independent advisors to conduct an internal investigation. Through this review, we identified certain adjustments that needed to be made as to the timing of recording the costs of certain customer incentive programs.

Accordingly, we are filing this Amended Quarterly Report on Form 10-Q/A (the Amended Filing or Form 10-Q/A) to our Quarterly Report on Form 10-Q for the three month period ended Nov. 30, 2010, (the Original Filing) to restate our unaudited condensed consolidated financial statements and related disclosures for the three month period ended Nov. 30, 2010, and Nov. 30, 2009. The Original Filing was filed with the Securities and Exchange Commission ( SEC ) on Jan. 7, 2011.

In addition to the filing of this Form 10-Q/A, we are filing amendments to our Annual Report on Form 10-K for fiscal year ended

Aug. 31, 2010, to restate our consolidated financial statements for the fiscal years ended Aug. 31, 2010, and Aug. 31, 2009, as well as our Quarterly Reports on Form 10-Q for the quarterly periods ended Feb. 28, 2011, and May 31, 2011, to restate our unaudited condensed consolidated financial statements.

We do not intend to file any other amended Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q for periods affected by the restatement.

The previously issued audited consolidated financial statements and the Reports of Independent Registered Public Accounting Firm thereon for fiscal years 2009 and 2010 in the original Form 10-K, and the unaudited condensed consolidated financial statements for the fiscal quarters ending Nov. 30, 2009, through May 31, 2011, filed on Forms 10-Q should no longer be relied upon.

While we are continuing in our efforts to respond to the SEC, Monsanto cannot predict the outcome of the investigation. The outcome of the SEC investigation and any related legal and administrative proceedings could include the institution of administrative, civil injunctive or criminal proceedings as well as the imposition of fines and other penalties, remedies and sanctions.

**Background of the Restatement**

We record accrued customer incentive program costs as a reduction of revenue based on an allocation of the incentive program cost to those revenue transactions that result in progress by the customer toward earning the program incentive. For annual incentive programs, this generally results in recording annual incentive program costs based on actual purchases made by customers during the year as a percentage of estimated annual sales volume targets agreed upon with customers. During Monsanto's internal investigation, we identified communications with customers and we identified other facts as described below that impacted our determination of which revenue transactions resulted in progress by the customer toward earning the program incentive.

Specifically, Monsanto implemented a program in the first quarter of fiscal year 2010 that was structured to provide payments to retailers who met sales volume targets and performed other marketing and sales activities in the fiscal year 2010 with the amount of the program incentive determined based on the amount of inventory maintained by the customer at Aug. 31, 2009. We originally accrued the costs of this incentive program based on the retailers' fiscal year 2010 purchases as a percentage of aggregated agreed upon fiscal year 2010 sales volume targets. As a result of our internal review, Monsanto determined that, although the program was implemented in first quarter of fiscal year 2010, Monsanto representatives communicated with retailers about the program in the fourth quarter of fiscal year 2009, including advising customers that purchasing product in the fourth quarter of 2009 was a qualification for participation in the program in fiscal year 2010. These communications were intended to induce customers to purchase branded glyphosate in the fourth quarter of fiscal year 2009. In light of these facts, Monsanto

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determined that purchases made by these retail customers in the fourth quarter of fiscal year 2009 represented progress toward earning the program incentive. As such, it is appropriate to record a portion of the related incentive cost as a reduction of revenue in that quarter as well as in fiscal year 2010. As a result of our determination, approximately \$24 million of customer incentive accruals associated with the program originally recorded as a reduction of revenue in fiscal year 2010 were recorded as a reduction of revenue in fiscal year 2009.

Additionally, Monsanto maintained an incentive program related to annual incentive agreements with distributors regarding their sales of branded glyphosate. At the end of fiscal year 2009, Monsanto determined not to make annual incentive payments under this program to seven of our distributors who had failed to meet their agreed upon sales targets for branded glyphosate and reversed incentive accruals previously recorded under this program for these customers. We then provided these distributors with an opportunity to earn back a substantial portion of these incentives in fiscal year 2010 by achieving volume targets for branded glyphosate and performing other marketing and sales activities in that fiscal year. Monsanto originally recorded the costs of this program over these distributors' fiscal year 2010 purchases as a percentage of aggregated agreed upon fiscal year 2010 sales volume targets. As a result of our internal review, we determined that, although this program was formally announced in the first quarter of fiscal year 2010, Monsanto representatives communicated with distributors about the program in the fourth quarter of fiscal year 2009, and that the incentive opportunity ultimately provided to each distributor under this program in fiscal year 2010 was derived from each distributor's total sales of branded glyphosate in fiscal year 2009. In light of these facts, Monsanto determined that purchases made by these customers in fiscal years 2009 and 2010 represented progress toward earning the program incentive. As such, we determined that the appropriate method of recording the cost associated with this program is based upon each distributor's purchase volume over the period of fiscal years 2009 and 2010, with a cumulative catch-up entry in the fourth quarter of fiscal year 2009. Accordingly, we recorded an additional \$20 million of customer incentive program costs as a reduction of revenue in fiscal year 2009 originally recorded as a reduction of revenue in fiscal year 2010. In addition, Monsanto's internal review revealed that, during the second quarter of fiscal year 2010, one of the seven distributors received written confirmation from Monsanto that it had fulfilled the requirements of this program. Accordingly, we determined that it was appropriate to record the full amount of this distributor's unearned incentive in the second quarter of 2010. As a result of our determination, approximately \$10 million of accruals associated with this one distributor's incentive under this program originally recorded as a reduction of revenue in third quarter fiscal year 2010 were recorded as a reduction of revenue in second quarter fiscal year 2010.

A similar earn back program was offered to two distributors in fiscal year 2011. At the end of fiscal year 2010, Monsanto reversed customer incentive accruals for two distributors that failed to earn their fiscal year 2010 annual incentive payments because they did not meet their agreed upon sales targets. We then provided these distributors with an opportunity to earn back a substantial portion of this incentive in fiscal year 2011 by achieving agreed upon sales volume targets for branded glyphosate and performing other marketing and sales activities in fiscal year 2011. We originally accrued the costs of this incentive program over these distributors' fiscal year 2011 purchases as a percentage of aggregated agreed upon fiscal year 2011 sales volume targets. As a result of our internal review, Monsanto determined that purchases made by the customers in fiscal year 2010 represented progress toward earning the program incentive, and that it was appropriate to record the entire cost associated with this incentive program in fiscal year 2010 in view of several factors that made it more apparent that the two distributor customers had earned these incentives in fiscal year 2010. Such factors included the change in market dynamics following our May 2010 restructuring of our glyphosate business, the fact that both distributors received written confirmation from Monsanto in the second quarter of fiscal 2011 that they had fulfilled the requirements of this program prior to achieving sales volume targets and, with respect to the prepayment of program incentives to these customers in the first and second quarter of fiscal year 2011, the unlikelihood that Monsanto would have enforced its contractual right of offset against these distributors with respect to any unearned portion of their incentives. As a result of our determination, approximately \$48 million of customer incentive accruals associated with this program originally recorded as a reduction in revenue in fiscal year 2011 were recorded as a reduction in revenue in fiscal year 2010.

As a result of the findings of our investigation and the revised accounting described above, we announced a restatement of the consolidated financial statements for the fiscal years ended Aug. 31, 2010, and 2009. The restatement adjustments for customer incentive costs related solely to the Agricultural Productivity reporting segment, and did not affect any previously issued financial information for the Seeds and Genomics reporting segment.

### **Other Adjustments**

In addition to the adjustments relating to certain customer incentive programs described above, Monsanto has made other adjustments that had been previously identified but not corrected because they were not material, individually or in the aggregate, to our consolidated financial statements. The adjustments included certain reclassifications between net sales and SG&A, inventory and grower production accruals, inventory and other non-current assets, miscellaneous receivables and income taxes payable and accrued marketing programs and miscellaneous accruals. The accrued marketing programs adjustment is unrelated to the adjustments described above surrounding customer incentive programs. Adjustments were also made to record certain discrete income tax items and equity affiliate activity in the proper periods.

Additionally, the information included in the Agricultural Productivity segment has been restated to include the impact of the adjustments. As we filed a Form 8-K in April 2011 to reflect the reorganization of certain operating segments within the Agricultural Productivity reportable segment, the Agricultural Productivity segment information has also been recast to reflect the operating segment reorganization.



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**Internal Control Considerations**

Through the internal investigation, management identified: (i) control deficiencies in its internal controls over financial reporting associated with the timing of the recording of customer incentive programs that constitute a material weakness, as discussed in Part I, Item 4 of this Form 10-Q/A, and (ii) the need to restate prior period consolidated financial statements. A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim consolidated financial statements will not be prevented or detected. For a discussion of management's consideration of our disclosure controls and procedures and material weaknesses identified, see Part I, Item 4 included in this filing.

For convenience of the reader, this Amended Filing sets forth the Original Filing, in its entirety, as well as the changes in our operating segments which occurred in February 2011 as reported in the Form 8-K filed on April 8, 2011. The following items have been amended principally as a result of, and to reflect, the restatement:

Part I, Item 1. Financial Statements;

Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations;

Part I, Item 4. Controls and Procedures; and

Part II, Item 6. Exhibits.

In accordance with applicable SEC rules, this Amended Filing includes certifications from our Chief Executive Officer and Chief Financial Officer dated as of the date of this filing.

The remaining Items contained within this Amended Filing consist of all other Items originally contained in the Form 10-Q and are included for the convenience of the reader. The sections of the Form 10-Q which were not amended are unchanged and continue in full force and effect as originally filed. This Amended Filing speaks as of the date of the Original Filing on the Form 10-Q, and has not been updated to reflect events occurring subsequent to the Original Filing date other than those associated with the internal investigation, the resulting restatement of Monsanto's consolidated financial statements and the reorganization of certain operating segments as reported in the Form 8-K filed on April 8, 2011.

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**PART I FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

The Statements of Consolidated Operations of Monsanto Company and its consolidated subsidiaries for the three months ended Nov. 30, 2010, and Nov. 30, 2009, the Condensed Statements of Consolidated Financial Position as of Nov. 30, 2010, and Aug. 31, 2010, the Statements of Consolidated Cash Flows for the three months ended Nov. 30, 2010, and Nov. 30, 2009, the Statements of Consolidated Shareowners' Equity and Comprehensive Income for the three months ended Nov. 30, 2010, and year ended Aug. 31, 2010, and related Notes to Consolidated Financial Statements follow. Unless otherwise indicated, Monsanto and the company are used interchangeably to refer to Monsanto Company or to Monsanto Company and its consolidated subsidiaries, as appropriate to the context. Unless otherwise indicated, earnings (loss) per share and per share mean diluted earnings (loss) per share. In the notes to the consolidated financial statements, all dollars are expressed in millions, except per share amounts. Unless otherwise indicated, trademarks owned or licensed by Monsanto or its subsidiaries are shown in all capital letters. Unless otherwise indicated, references to ROUNDUP herbicides mean ROUNDUP branded herbicides, excluding all lawn-and-garden herbicides, and references to ROUNDUP and other glyphosate-based herbicides exclude all lawn-and-garden herbicides.

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**Statements of Consolidated Operations**

| Unaudited<br>(Dollars in millions, except per share amounts)  | Three Months Ended Nov. 30,<br><b>2010</b><br>Restated <sup>(1)</sup> | 2009<br>Restated <sup>(1)</sup> |
|---|---|---------------------------------|
| <b>Net Sales</b>  | <b>\$ 1,836</b>   | <b>\$ 1,704</b>                 |
| Cost of goods sold  | <b>1,012</b>  | 958                             |
| <b>Gross Profit</b>   | <b>824</b>  | 746                             |
| <b>Operating Expenses:</b>  |   |                                 |
| Selling, general and administrative expenses  | <b>450</b>  | 496                             |
| Research and development expenses   | <b>303</b>  | 267                             |
| Restructuring charges, net  | <b>7</b>  | 14                              |
| Total Operating Expenses  | <b>760</b>  | 777                             |
| <b>Income (Loss) from Operations</b>  | <b>64</b>   | (31)                            |
| Interest expense  | <b>43</b>   | 39                              |
| Interest income   | <b>(15)</b>   | (11)                            |
| Other expense (income), net   | <b>12</b>   | (12)                            |
| Income (Loss) from Continuing Operations Before Income Taxes  | <b>24</b>   | (47)                            |
| Income tax provision (benefit)  | <b>9</b>  | (20)                            |
| <b>Income (Loss) from Continuing Operations Including Portion Attributable to Noncontrolling Interest</b> | <b>\$ 15</b>  | <b>\$ (27)</b>                  |
| <b>Discontinued Operations:</b>   |   |                                 |
| Income from operations of discontinued businesses   |   | 5                               |
| Income tax provision  |   |                                 |
| <b>Income on Discontinued Operations</b>  |   | <b>5</b>                        |
| <b>Net Income (Loss)</b>  | <b>\$ 15</b>  | <b>\$ (22)</b>                  |
| Less: Net income attributable to noncontrolling interest  | <b>6</b>  |                                 |
| <b>Net Income (Loss) Attributable to Monsanto Company</b>   | <b>\$ 9</b>   | <b>\$ (22)</b>                  |
| <b>Amounts Attributable to Monsanto Company:</b>  |   |                                 |
| Income (loss) from continuing operations  | <b>\$ 9</b>   | <b>\$ (27)</b>                  |

|  |                |                  |
|--|----------------|------------------|
| Income on discontinued operations  |                | 5                |
| <b>Net Income (Loss) Attributable to Monsanto Company</b>                  | <b>\$ 9</b>    | <b>\$ (22)</b>   |
| <b>Basic Earnings (Loss) per Share Attributable to Monsanto Company:</b>   |                |                  |
| Income (loss) from continuing operations                                   | <b>\$ 0.02</b> | <b>\$ (0.05)</b> |
| Income on discontinued operations  |                | 0.01             |
| Net Income (Loss) Attributable to Monsanto Company                         | <b>\$ 0.02</b> | <b>\$ (0.04)</b> |
| <b>Diluted Earnings (Loss) per Share Attributable to Monsanto Company:</b> |                |                  |
| Income (loss) from continuing operations                                   | <b>\$ 0.02</b> | <b>\$ (0.05)</b> |
| Income on discontinued operations  |                | 0.01             |
| Net Income (Loss) Attributable to Monsanto Company                         | <b>\$ 0.02</b> | <b>\$ (0.04)</b> |
| <b>Weighted Average Shares Outstanding:</b>                                |                |                  |
| Basic  | <b>538.6</b>   | 545.6            |
| Diluted  | <b>544.5</b>   | 545.6            |
| <b>Dividends Declared per Share</b>  | <b>\$</b>      | <b>\$</b>        |

(1) See Note 25 Restatement of Consolidated Financial Statements of Notes to Consolidated Financial Statements  
The accompanying notes are an integral part of these consolidated financial statements.

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**Condensed Statements of Consolidated Financial Position**

| Unaudited<br>(Dollars in millions, except share amounts)                       | As of Nov. 30,<br>2010<br>Restated <sup>(1)</sup> | As of Aug. 31,<br>2010<br>Restated <sup>(1)</sup> |
|--|---|---|
| <b>Assets</b>  |   |   |
| Current Assets:  |   |   |
| Cash and cash equivalents (variable interest entities restricted - 2011: \$48) | \$ 1,732  | \$ 1,485  |
| Trade receivables, net (variable interest entities restricted - 2011: \$82)    | 1,698   | 1,590   |
| Miscellaneous receivables  | 739   | 717   |
| Deferred tax assets  | 471   | 529   |
| Inventory, net   | 3,236   | 2,649   |
| Other current assets   | 101   | 80  |
| <b>Total Current Assets</b>  | <b>7,977</b>                                      | <b>7,050</b>                                      |
| Total property, plant and equipment  | 8,193   | 8,068   |
| Less accumulated depreciation  | 3,971   | 3,841   |
| <b>Property, Plant and Equipment, Net</b>                                      | <b>4,222</b>                                      | <b>4,227</b>                                      |
| Goodwill   | 3,229   | 3,204   |
| Other Intangible Assets, Net   | 1,241   | 1,263   |
| Noncurrent Deferred Tax Assets   | 1,045   | 1,014   |
| Long-Term Receivables, Net   | 479   | 513   |
| Other Assets   | 596   | 581   |
| <b>Total Assets</b>  | <b>\$ 18,789</b>                                  | <b>\$ 17,852</b>                                  |
| <b>Liabilities and Shareowners Equity</b>                                      |   |   |
| Current Liabilities:   |   |   |
| Short-term debt, including current portion of long-term debt                   | \$ 394  | \$ 241  |
| Accounts payable   | 688   | 752   |
| Income taxes payable   | 64  | 66  |
| Accrued compensation and benefits  | 236   | 179   |
| Accrued marketing programs   | 613   | 887   |
| Deferred revenues  | 1,338   | 219   |
| Grower production accruals   | 422   | 97  |
| Dividends payable  | 2   | 151   |
| Customer payable   | 132   | 83  |
| Restructuring reserves   | 647   | 197   |
| Miscellaneous short-term accruals  | 2   | 684   |
| <b>Total Current Liabilities</b>   | <b>4,536</b>                                      | <b>3,556</b>                                      |
| Long-Term Debt   | 1,728   | 1,862   |
| Postretirement Liabilities   | 947   | 920   |
| Long-Term Deferred Revenue   | 401   | 395   |
| Noncurrent Deferred Tax Liabilities  | 144   | 137   |

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|  |                  |           |
|--|------------------|-----------|
| Long-Term Portion of Environmental and Litigation Liabilities  | <b>185</b>       | 188       |
| Other Liabilities  | <b>652</b>       | 681       |
| Shareowners' Equity:   |                  |           |
| Common stock (authorized: 1,500,000,000 shares, par value \$0.01) Issued 589,346,837 and 588,439,202 shares, respectively Outstanding 536,459,651 and 540,376,499 shares, respectively | <b>6</b>         | 6         |
| Treasury stock 52,887,186 and 48,062,703 shares, respectively, at cost   | <b>(2,378)</b>   | (2,110)   |
| Additional contributed capital   | <b>9,946</b>     | 9,896     |
| Retained earnings  | <b>3,187</b>     | 3,178     |
| Accumulated other comprehensive loss   | <b>(707)</b>     | (897)     |
| Reserve for ESOP debt retirement   | <b>(4)</b>       | (4)       |
| <br>   |                  |           |
| Total Monsanto Company Shareowners' Equity   | <b>10,050</b>    | 10,069    |
| <br>   |                  |           |
| Noncontrolling Interest  | <b>146</b>       | 44        |
| <br>   |                  |           |
| Total Shareowners' Equity  | <b>10,196</b>    | 10,113    |
| <br>   |                  |           |
| Total Liabilities and Shareowners' Equity  | <b>\$ 18,789</b> | \$ 17,852 |

(1) See Note 25 Restatement of Consolidated Financial Statements of Notes to Consolidated Financial Statements. The accompanying notes are an integral part of these consolidated financial statements.

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**Statements of Consolidated Cash Flows**

| Unaudited<br>(Dollars in millions)  | Three Months Ended Nov. 30,<br><b>2010</b><br>Restated <sup>(1)</sup> | 2009<br>Restated <sup>(1)</sup> |
|---|---|---------------------------------|
| <b>Operating Activities:</b>  |   |                                 |
| Net Income (Loss)   | \$ 15   | \$ (22)                         |
| Adjustments to reconcile cash provided (required) by operating activities:            |   |                                 |
| Items that did not require (provide) cash:  |   |                                 |
| Depreciation and amortization   | 155   | 144                             |
| Bad-debt expense  | (1)   | 14                              |
| Stock-based compensation expense  | 27  | 24                              |
| Excess tax benefits from stock-based compensation                                     | (9)   | (13)                            |
| Deferred income taxes   | 26  | (48)                            |
| Restructuring charges, net  | 7   | 14                              |
| Equity affiliate income, net  | (1)   | (14)                            |
| Net gain on sales of a business or other assets                                       | (1)   | (1)                             |
| Other items   | 23  | 9                               |
| Changes in assets and liabilities that provided (required) cash, net of acquisitions: |   |                                 |
| Trade receivables, net  | 34  | (343)                           |
| Inventory, net  | (555)   | (538)                           |
| Deferred revenues   | 1,101   | 126                             |
| Accounts payable and other accrued liabilities  | (143)   | (574)                           |
| Restructuring cash payments   | (76)  | (79)                            |
| Pension contributions   |   | (78)                            |
| Net investment hedge settlement   |   | (4)                             |
| Other items   | 22  | (20)                            |
| <b>Net Cash Provided (Required) by Operating Activities</b>                           | <b>624</b>  | <b>(1,403)</b>                  |
| Cash Flows Required by Investing Activities:  |   |                                 |
| Capital expenditures  | (125)   | (192)                           |
| Acquisition of businesses, net of cash acquired                                       |   | (20)                            |
| Purchases of long-term equity securities  |   | (2)                             |
| Technology and other investments  | (2)   | (9)                             |
| Other investments and property disposal proceeds                                      | 3   | 26                              |
| <b>Net Cash Required by Investing Activities</b>                                      | <b>(124)</b>  | <b>(197)</b>                    |
| Cash Flows (Required) Provided by Financing Activities:                               |   |                                 |
| Net change in financing with less than 90-day maturities                              | 72  | 299                             |
| Short-term debt proceeds  | 15  | 25                              |
| Short-term debt reductions  | (16)  | (29)                            |
| Long-term debt reductions   | (1)   | (1)                             |
| Payments on other financing   | (2)   | (1)                             |
| Treasury stock purchases  | (267)   | (64)                            |
| Stock option exercises  | 16  | 16                              |

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|   |                 |                |
|---|-----------------|----------------|
| Excess tax benefits from stock-based compensation                             | 9               | 13             |
| Dividend payments   | (151)           | (145)          |
| Dividend payments to noncontrolling interests                                 | (15)            | (11)           |
| <b>Net Cash (Required) Provided by Financing Activities</b>                   | <b>(340)</b>    | <b>102</b>     |
| <b>Cash Assumed from Initial Consolidations of Variable Interest Entities</b> | <b>77</b>       |                |
| <b>Effect of Exchange Rate Changes on Cash and Cash Equivalents</b>           | <b>10</b>       | <b>13</b>      |
| <b>Net Increase (Decrease) in Cash and Cash Equivalents</b>                   | <b>247</b>      | <b>(1,485)</b> |
| <b>Cash and Cash Equivalents at Beginning of Period</b>                       | <b>1,485</b>    | <b>1,956</b>   |
| <b>Cash and Cash Equivalents at End of Period</b>                             | <b>\$ 1,732</b> | <b>\$ 471</b>  |

(1) See Note 25 Restatement of Consolidated Financial Statements of Notes to Consolidated Financial Statements See Note 20 Supplemental Cash Flow Information for further details.

The accompanying notes are an integral part of these consolidated financial statements.

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**Statements of Consolidated Shareowners Equity and Comprehensive Income**

## Monsanto Shareowners

|   | Accumulated |            |             |          |                       |          |             | Total      |
|---|-------------|------------|-------------|----------|-----------------------|----------|-------------|------------|
|   | Common      | Treasury   | Additional  | Retained | Other                 | Reserve  | Non-        |            |
| (Dollars in millions, except per share data)                              | Stock       | Stock      | Contributed | Earnings | Comprehensive         | for ESOP | Controlling |            |
|   |             |            | Capital     |          | (Loss) <sup>(2)</sup> | Debt     | Interest    |            |
| Balance as of Aug. 31, 2009 Restated <sup>(1)</sup>                       | \$ 6        | \$ (1,577) | \$ 9,695    | \$ 2,665 | \$ (744)              | \$ (6)   | \$ 69       | \$ 10,108  |
| Net income Restated <sup>(1)</sup>  |             |            |             | 1,096    |                       |          | 19          | 1,115      |
| Foreign currency translation  |             |            |             |          | (99)                  |          | (1)         | (100)      |
| Postretirement benefit plan activity,<br>net of tax of \$(75 )            |             |            |             |          | (113)                 |          |             | (113)      |
| Unrealized net losses on investment<br>holdings, net of tax of \$(2)      |             |            |             |          | (4)                   |          |             | (4)        |
| Realized net losses on investment<br>holdings, net of tax of \$6          |             |            |             |          | 10                    |          |             | 10         |
| Unrealized net derivative gains, net of tax<br>of \$(7)                   |             |            |             |          | 5                     |          |             | 5          |
| Realized net derivative losses, net of tax of<br>\$39                     |             |            |             |          | 48                    |          |             | 48         |
| Comprehensive income for 2010<br>Restated <sup>(1)</sup>                  |             |            |             |          |                       |          | 18          | 961        |
| Treasury stock purchases  |             | (533)      |             |          |                       |          |             | (533)      |
| Restricted stock withholding  |             |            | (6)         |          |                       |          |             | (6)        |
| Issuance of shares under employee stock<br>plans                          |             |            | 56          |          |                       |          |             | 56         |
| Excess tax benefits from stock-based<br>compensation                      |             |            | 43          |          |                       |          |             | 43         |
| Stock-based compensation expense  |             |            | 108         |          |                       |          |             | 108        |
| Cash dividends of \$1.08 per common share                                 |             |            |             | (583)    |                       |          |             | (583)      |
| Dividend payments to noncontrolling<br>interest                           |             |            |             |          |                       |          | (45)        | (45)       |
| Allocation of ESOP shares, net of<br>dividends received                   |             |            |             |          |                       | 2        |             | 2          |
| Donation of noncontrolling interest                                       |             |            |             |          |                       |          | 2           | 2          |
| Balance as of Aug. 31, 2010 Restated <sup>(1)</sup>                       | \$ 6        | \$ (2,110) | \$ 9,896    | \$ 3,178 | \$ (897)              | \$ (4)   | \$ 44       | \$ 10,113  |
| <b>Net income Restated<sup>(1)</sup></b>                                  |             |            |             | <b>9</b> |                       |          | <b>6</b>    | <b>15</b>  |
| <b>Foreign currency translation</b>                                       |             |            |             |          | <b>130</b>            |          | <b>4</b>    | <b>134</b> |
| <b>Postretirement benefit plan activity, net<br/>of tax of \$6</b>        |             |            |             |          | <b>9</b>              |          |             | <b>9</b>   |
| <b>Unrealized net gains on investment<br/>holdings, net of tax of \$2</b> |             |            |             |          | <b>4</b>              |          |             | <b>4</b>   |

|  |      |            |          |          |          |        |        |           |    |           |            |
|--|------|------------|----------|----------|----------|--------|--------|-----------|----|-----------|------------|
| Unrealized net derivative gains, net of tax of \$29                |      |            |          |          |          |        |        |           |    | 46        | 46         |
| Realized net derivative losses, net of tax of \$3                  |      |            |          |          |          |        |        |           |    | 1         | 1          |
| <b>Comprehensive income for 2011 Restated<sup>(1)</sup></b>        |      |            |          |          |          |        |        |           |    | <b>10</b> | <b>209</b> |
| Treasury stock purchases   |      | (268)      |          |          |          |        |        |           |    |           | (268)      |
| Issuance of shares under employee stock plans                      |      |            |          |          |          |        |        |           | 16 |           | 16         |
| Excess tax benefits from stock-based compensation                  |      |            |          |          |          |        |        |           | 9  |           | 9          |
| Stock-based compensation expense                                   |      |            |          |          |          |        |        |           | 25 |           | 25         |
| Dividend payments to noncontrolling interest                       |      |            |          |          |          |        |        |           |    | (15)      | (15)       |
| Noncontrolling interest in consolidated variable interest entities |      |            |          |          |          |        |        |           |    | 107       | 107        |
| <b>Balance as of Nov. 30, 2010 Restated<sup>(1)</sup></b>          | \$ 6 | \$ (2,378) | \$ 9,946 | \$ 3,187 | \$ (707) | \$ (4) | \$ 146 | \$ 10,196 |    |           |            |

<sup>(1)</sup> See Note 25 Restatement of Consolidated Financial Statements of Notes to Consolidated Financial Statements.

<sup>(2)</sup> See Note 18 Comprehensive Income (Loss) for further details of the components of accumulated other comprehensive loss. The accompanying notes are an integral part of these consolidated financial statements.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS    UNAUDITED**

**NOTE 1. BACKGROUND AND BASIS OF PRESENTATION**

Monsanto Company (the company), along with its subsidiaries, is a leading global provider of agricultural products for farmers. Monsanto's seeds, biotechnology trait products, and herbicides provide farmers with solutions that improve productivity, reduce the costs of farming and produce better foods for consumers and better feed for animals.

Monsanto manages its business in two segments: Seeds and Genomics and Agricultural Productivity. Through the Seeds and Genomics segment, Monsanto produces leading seed brands, including DEKALB, ASGROW, DELTAPINE, SEMINIS and DE RUITER, and Monsanto develops biotechnology traits that assist farmers in controlling insects and weeds. Monsanto also provides other seed companies with genetic material and biotechnology traits for their seed brands. Through the Agricultural Productivity segment, the company manufactures ROUNDUP brand herbicides and other herbicides and provides lawn-and-garden herbicide products for the residential market. See Note 22 Segment Information for further details.

In the fourth quarter of 2008, the company announced plans to divest its animal agricultural products business, which focused on dairy cow productivity (the Dairy business). This transaction was consummated on Oct. 1, 2008. As a result, financial data for this business has been presented as discontinued operations. The financial statements have been prepared in compliance with the provisions of the Property, Plant and Equipment topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). Accordingly, for all periods presented herein, the Statements of Consolidated Operations have been conformed to this presentation. See Note 23 Discontinued Operations for further details.

The accompanying consolidated financial statements have not been audited but have been prepared in conformity with accounting principles generally accepted in the United States for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, these unaudited consolidated financial statements contain all adjustments necessary to present fairly the financial position, results of operations and cash flows for the interim periods reported. This Report on Form 10-Q/A should be read in conjunction with Monsanto's Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010. Financial information for the first three months of fiscal year 2011 should not be annualized because of the seasonality of the company's business.

**NOTE 2. NEW ACCOUNTING STANDARDS**

In July 2010, the FASB issued a new update that requires enhanced disclosures regarding credit quality and the related allowance for credit losses of financing receivables. The new disclosures will require additional information for nonaccrual and past due accounts, the allowance for credit losses, impaired loans, credit quality, and account modifications. Accordingly, Monsanto will include the new disclosure requirements as of the end of the reporting period beginning in second quarter 2011, and the disclosures related to activities during the reporting period beginning in the third quarter 2011. The company is currently evaluating the disclosure impact of including this update on the consolidated financial statements.

In January 2010, the FASB issued an amendment to the Fair Value Measurements and Disclosures topic of the ASC. This amendment requires disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. It also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. This amendment was effective for periods beginning after Dec. 15, 2009, except for the requirement to provide the Level 3 activity of purchases, sales, issuances, and settlements, which will be effective for fiscal years beginning after Dec. 15, 2010, and for interim periods within those fiscal years. Accordingly, Monsanto prospectively adopted this amendment in third quarter 2010, and adopted the additional Level 3 requirements in fiscal year 2011. See Note 14 Fair Value Measurements for the new disclosures.

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In June 2009, the FASB issued a standard that requires an analysis to determine whether a variable interest gives the entity a controlling financial interest in a variable interest entity. This statement requires an ongoing reassessment and eliminates the quantitative approach previously required for determining whether an entity is the primary beneficiary. This standard is effective for fiscal years beginning after Nov. 15, 2009. Accordingly, Monsanto adopted this standard on Sept. 1, 2010. See Note 5 Variable Interest Entities for the disclosures required by this standard.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

In June 2009, the FASB issued a standard that removes the concept of a qualifying special-purpose entity (QSPE) from U.S. generally accepted accounting principles (GAAP) and removes the exception from applying consolidation principles to a QSPE. This standard also clarifies the requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. This standard is effective for fiscal years beginning after Nov. 15, 2009. Accordingly, Monsanto adopted this standard in first quarter fiscal year 2011. See Note 4 Customer Financing Programs for additional discussion regarding impact on its QSPE related to a Brazilian financing program and other financing programs.

**NOTE 3. BUSINESS COMBINATIONS**

Effective Sept. 1, 2009, Monsanto adopted the new guidance in the Business Combinations topic of the ASC for acquisitions subsequent to that date.

*2010 Acquisitions:* In April 2010, Monsanto acquired a corn and soybean processing plant located in Paine, Chile from Anasac, a Santiago-based company that provides seed processing services. The acquisition of this plant, which qualifies as a business under the Business Combinations topic of the ASC, allows Monsanto to reduce third party seed production in Chile, while increasing production supply. Acquisition costs were less than \$1 million and were classified as selling, general, and administrative expenses. The total cash paid and the fair value of the acquisition were \$34 million, and it was primarily allocated to fixed assets, goodwill, and intangibles. The primary items that generated the goodwill were the premiums paid by the company for the right to control the business acquired and the value of the acquired assembled workforce. The goodwill is not deductible for tax purposes.

In October 2009, Monsanto acquired the remaining 51 percent equity interest in Seminium, S.A. (Seminiun), a leading Argentinean corn seed company. Acquisition costs were less than \$1 million and were classified as selling, general and administrative expenses. The total fair value of Seminiun was \$36 million, and it was primarily allocated to inventory, fixed assets, intangibles, and goodwill. This fair value includes \$20 million of cash paid (net of cash acquired) and \$16 million for the fair value of Monsanto's 49 percent equity interest in Seminiun held prior to the acquisition. The primary items that generated goodwill were the premiums paid by the company for the right to control the business acquired and the value of the acquired assembled workforce. The goodwill is not deductible for tax purposes. Income of approximately \$12 million was recognized from the re-measurement to fair value of Monsanto's previous equity interest in Seminiun and is included in other (income) expense, net in the Statement of Consolidated Operations for the quarter ended Nov. 30, 2009.

For all fiscal year 2010 acquisitions described above, the business operations and employees of the acquired entities were included in the Seeds and Genomics segment results upon acquisition. These acquisitions were accounted for as business combinations. Accordingly, the assets and liabilities of the acquired entities were recorded at their estimated fair values at the dates of the acquisitions. The measurement period for purchase price allocations ends as soon as information on the facts and circumstances becomes available, but does not exceed twelve months. If new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized for assets acquired and liabilities assumed, Monsanto will retrospectively adjust the amounts recognized as of the acquisition date. Proforma information related to acquisitions is not presented because the impact of the acquisitions on the company's consolidated results of operations is not considered to be significant.

**NOTE 4. CUSTOMER FINANCING PROGRAMS**

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Monsanto participates in a revolving financing program in Brazil that allows Monsanto to transfer up to 1 billion Brazilian reais (approximately \$585 million) for selected customers in Brazil to a special purpose entity, formerly a qualified special purpose entity. Third parties, primarily investment funds, hold an 88 percent senior interest in the entity, and Monsanto holds the remaining 12 percent interest. Under the arrangement, a recourse provision requires Monsanto to cover the first 12 percent of credit losses within the program. The company has evaluated its relationship with the entity under updated guidance within the Consolidation topic of the ASC and, as a result, the entity has been consolidated effective Sept. 1, 2010. For further information on this topic, see Note 5 Variable Interest Entities.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

In this program, receivables are considered delinquent when payments are one day past due, but the provisions on the financing program for nonperformance start on the 15th day past due. If a customer fails to pay an obligation when it is due, the provisions for bad debt on the program will be recorded. As of Nov. 30, 2010, and Aug. 31, 2010, respectively, there were \$1 million and \$3 million of receivables sold through this financing program that were delinquent. Based on the company's historical collection experience with these customers and a current assessment of credit exposure, Monsanto recorded its recourse provision at \$5 million as of Aug. 31, 2010, and Monsanto recorded a bad debt allowance related to these receivables of \$2 million as of Nov. 30, 2010. The maximum potential amount of exposure under the program was \$13 million and \$15 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. If Monsanto is called upon to make payments under the recourse provision, it would have the benefit under the financing program of any amounts subsequently collected from the customer.

Monsanto has an agreement in the United States to sell customer receivables up to a maximum of \$500 million and to service such accounts. These receivables qualify for sales treatment under the Transfers and Servicing topic of the ASC and accordingly, the proceeds are included in net cash provided by operating activities in the Statements of Consolidated Cash Flows. The gross amount of receivables sold totaled \$3 million and \$2 million for the first three months of fiscal years 2011 and 2010, respectively. The agreement includes recourse provisions and thus a liability was established at the time of sale that approximates fair value based upon the company's historical collection experience with such receivables and a current assessment of credit exposure. The recourse liability recorded by Monsanto was \$2 million as of Nov. 30, 2010, and Aug. 31, 2010. The maximum potential amount of future payments under the recourse provisions of the agreement was \$7 million as of Nov. 30, 2010. The outstanding balance of the receivables sold was \$138 million and \$223 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. There were delinquent loans of \$2 million and \$3 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

Monsanto also sells accounts receivable in the United States, European regions and Argentina, both with and without recourse. These sales qualify for sales treatment under the Transfers and Servicing topic of the ASC and accordingly, the proceeds are included in net cash provided by operating activities in the Statements of Consolidated Cash Flows. The gross amounts of receivables sold totaled \$1 million and \$13 million for the first three months of fiscal years 2011 and 2010, respectively. The liability for the guarantees for sales with recourse is recorded at an amount that approximates fair value, based on the company's historical collection experience for the customers associated with the sale of the receivables and a current assessment of credit exposure. The liability recorded by Monsanto was less than \$1 million as of Nov. 30, 2010, and Aug. 31, 2010. The maximum potential amount of future payments under the recourse provisions of the agreements was \$42 million as of Nov. 30, 2010. The outstanding balance of the receivables sold was \$64 million and \$91 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. There were no delinquent loans as of Nov. 30, 2010, or Aug. 31, 2010.

Monsanto has additional agreements with lenders to establish programs that provide financing of up to 550 million Brazilian reais (approximately \$320 million) for selected customers in Brazil. Monsanto provides a guarantee of the loans in the event of customer default. The term of the guarantee is equivalent to the term of the bank loans. The liability for the guarantees is recorded at an amount that approximates fair value, based on the company's historical collection experience with customers that participate in the program and a current assessment of credit exposure. The guarantee liability recorded by Monsanto was \$1 million and \$3 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. If performance is required under the guarantee, Monsanto may retain amounts that are subsequently collected from customers. The maximum potential amount of future payments under the guarantee was \$60 million as of Nov. 30, 2010. The loan balance outstanding for these programs was \$60 million and \$100 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. There were no delinquent loans as of Nov. 30, 2010, and delinquent loans of \$2 million as of Aug. 31, 2010.

Monsanto also has similar agreements with banks that provide financing to its customers in the United States, Brazil, Europe and Argentina. Under these programs, Monsanto provides a guarantee of the loans in the event of customer default. The terms of the guarantees are equivalent to the terms of the bank loans. The liability for the guarantees is recorded at an amount that approximates fair value, based on the company's historical collection experience with customers that participate in the program and a current assessment of credit exposure. The guarantee liability recorded by Monsanto was \$1 million and \$2 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. If performance is required under the guarantee, Monsanto may retain amounts that are subsequently collected from customers. The maximum potential amount of future payments under the guarantees was \$76 million as of Nov. 30, 2010. The loan balance outstanding for these programs was \$78 million and \$36

million as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS    UNAUDITED (continued)****NOTE 5. VARIABLE INTEREST ENTITIES**

Effective Sept. 1, 2010, Monsanto prospectively adopted the accounting standard update regarding improvements to financial reporting by enterprises involving variable interest entities (VIEs). A VIE is a legal entity that lacks sufficient equity to finance its activities, or the equity investors of the entity as a group lack any of the characteristics of a controlling interest. Monsanto is involved with various special purpose entities and other entities that are deemed to be VIEs. Monsanto has determined that the company holds variable interests in entities that are established as revolving financing programs. These programs allow the company to transfer a limited amount of customer receivables to a VIE. One program is in Brazil and the other is in Argentina. In addition, Monsanto has various variable interests in biotechnology companies that focus on plant gene research, development, and commercialization. These variable interests have also been determined to be VIEs.

If a company is considered the primary beneficiary of a VIE, the company is required to consolidate the entity. The primary beneficiary of a VIE is the enterprise that has both the power to direct the activities most significant to the economic performance of the VIE and the obligation to absorb losses or receive benefits that could potentially be significant to the VIE. For all VIEs in which the company has a variable interest, the company performs ongoing qualitative assessments to determine whether it is the primary beneficiary. In determining whether Monsanto is the primary beneficiary, a number of factors are considered, including the structure of the entity, contractual provisions that grant any additional rights to influence or control the economic performance of the VIE, and the company's obligation to absorb significant losses. In addition, the company determines which activities most significantly impact the economic performance of the VIE and whether the company has any rights that would allow it to direct those activities. If Monsanto is determined to be the primary beneficiary, the assets, liabilities and operations of the VIE are consolidated.

As a result of the adoption of the updated accounting guidance, Monsanto was required to consolidate certain VIEs that are established as revolving financing programs including the special purpose entity referred to in Note 4 – Customer Financing Programs. As of the date of the initial consolidation of these VIEs, the company measured the assets and liabilities of the newly consolidated VIEs at their carrying value. The company was not required to deconsolidate any VIEs as of Sept. 1, 2010. The cumulative effect of the adoption of this guidance was insignificant to additional contributed capital, retained earnings and accumulated other comprehensive loss and, therefore, not identified separately on the Statement of Consolidated Shareowners' Equity and Comprehensive Income but is recorded within the Statement of Consolidated Operations.

**Consolidated VIEs**

Under the accounting guidance effective prior to Sept. 1, 2010, none of the interests in VIEs held were consolidated by Monsanto. For the most part, the VIEs involving the revolving financing programs are funded by investments from the company and other third parties, primarily investment funds, and have been established to service Monsanto's customer receivables. Creditors have no recourse against Monsanto in the event of default by these VIEs nor does the company have any implied or unfunded commitments to these VIEs. The company's financial or other support provided to these VIEs is limited to its original investment. Even though Monsanto holds a subordinate interest in the VIEs, the VIEs were established to service transactions involving the company and the company determines the receivables that are included in the revolving financing programs. Therefore, the determination is that Monsanto has the power to direct the activities most significant to the economic performance of the VIEs. As a result, the company is the primary beneficiary of these VIEs and, effective Sept. 1, 2010, these VIEs have been consolidated in Monsanto's Consolidated Financial Statements. The assets of these VIEs may only be used to settle the obligations of the respective entity. Third-party investors in the VIEs do not have recourse to the general assets of Monsanto other than the maximum exposure to loss relating to the VIE. The following table presents the carrying value of assets and liabilities, which are identified as restricted assets and liabilities on the company's Condensed Statement of Consolidated Financial Position, and the maximum exposure to loss relating to the VIEs for which Monsanto is the primary beneficiary.



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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

|                                  | As of Nov. 30, 2010            |
|----------------------------------|--------------------------------|
| (Dollars in millions)            |                                |
|                                  | <b>Financing Programs VIEs</b> |
| <b>Cash and cash equivalents</b> | <b>\$ 48</b>                   |
| <b>Trade receivables, net</b>    | <b>82</b>                      |
| <b>Total Assets</b>              | <b>130</b>                     |
| <b>Total Liabilities</b>         |                                |
| <b>Maximum Exposure to Loss</b>  | <b>\$ 13</b>                   |

**Non-Consolidated VIEs**

Monsanto has variable interests through investments and arrangements with biotechnology companies that focus on plant gene research, development, and commercialization. The company has not provided financial or other support with respect to these investments or arrangements other than its original interest. The company also has no implied or unfunded commitments to these VIEs. The company determined that it was not the primary beneficiary due to the relative size of Monsanto's investment in comparison to the total equity of the VIEs, the level of the company's obligation to absorb losses or right to receive benefits from the VIEs, and the company's inability to direct the activities that most significantly impact the economic performance of the VIEs. Monsanto's maximum exposure to loss on these variable interests is limited to the amount of the company's investment in the entity. The following table presents the carrying value of assets and liabilities, and the maximum exposure to loss relating to VIEs that the company does not consolidate:

|  | As of Nov. 30, 2010       |
|--|---------------------------|
| (Dollars in millions)                      |                           |
|  | <b>Biotechnology VIEs</b> |
| <b>Property, plant, and equipment, net</b> | <b>\$ 4</b>               |
| <b>Other intangible assets, net</b>        | <b>6</b>                  |
| <b>Other assets</b>                        | <b>15</b>                 |
| <b>Total Non-Current Assets</b>            | <b>25</b>                 |
| <b>Total Liabilities</b>                   |                           |
| <b>Maximum Exposure to Loss</b>            | <b>\$ 15</b>              |

**NOTE 6. RESTRUCTURING**

Restructuring charges were recorded in the Statements of Consolidated Operations as follows:

|   | Three Months Ended Nov. 30, |         |
|---|-----------------------------|---------|
| (Dollars in millions)                               | 2010                        | 2009    |
| Costs of Goods Sold                                 | \$                          | \$      |
| Restructuring Charges, Net <sup>(1)(2)</sup>        | (7)                         | (14)    |
| Loss from Continuing Operations Before Income Taxes | (7)                         | (14)    |
| Income Tax Benefit                                  | 3                           | 1       |
| Net Loss  | \$ (4)                      | \$ (13) |

<sup>(1)</sup> For the three months ended Nov. 30, 2010, the \$7 million of restructuring charges were split by segment as follows: \$(4) million in Agricultural Productivity and \$11 million in Seeds and Genomics. For the three months ended Nov. 30, 2009, the \$14 million of restructuring charges were split by segment as follows: \$11 million in Agricultural Productivity and \$3 million in Seeds and Genomics.

<sup>(2)</sup> The restructuring charges for the three months ended Nov. 30, 2010, and Nov. 30, 2009, include reversals of \$25 million and \$2 million, respectively, related to the 2009 Restructuring Plan. The reversals are primarily related to severance. Although positions originally included in the plan were eliminated, individuals found new roles within the company due to attrition.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS    UNAUDITED (continued)**

On June 23, 2009, the company's Board of Directors approved a restructuring plan (2009 Restructuring Plan) to take future actions to reduce costs in light of the changing market supply environment for glyphosate. These actions are designed to enable Monsanto to stabilize the Agricultural Productivity business and allow it to deliver optimal gross profit and a sustainable level of operating cash in the coming years, while better aligning spending and working capital needs. The company also announced that it will take steps to better align the resources of its global seeds and traits business. These actions include certain product and brand rationalization within the seed businesses. On Sept. 9, 2009, the company committed to take additional actions related to the previously announced restructuring plan. Furthermore, while implementing the plan, the company identified additional opportunities to better align the company's resources, and on Aug. 26, 2010, committed to take additional actions. The plan was substantially completed in the first quarter of fiscal year 2011, and the remaining payments will be made by the end of the fourth quarter in fiscal year 2011.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

The following table displays the pretax charges of \$7 million and \$14 million incurred by segment under the 2009 Restructuring Plan for the first quarters ended Nov. 30, 2010, and Nov. 30, 2009, respectively, as well as the cumulative pretax charges of \$737 million under the 2009 Restructuring Plan.

| (Dollars in millions)                   | Quarter Ended Nov. 30, 2010 |                           |             | Quarter Ended Nov. 30, 2009 |                           |              |
|---|-----------------------------|---------------------------|-------------|-----------------------------|---------------------------|--------------|
|   | Seeds and Genomics          | Agricultural Productivity | Total       | Seeds and Genomics          | Agricultural Productivity | Total        |
| Work Force Reductions                   | \$ (11)                     | \$ (7)                    | \$ (18)     | \$ 1                        | \$ 10                     | \$ 11        |
| Facility Closures / Exit Costs          | 22                          | 3                         | 25          | 1                           | 1                         | 2            |
| Asset Impairments                       |                             |                           |             |                             |                           |              |
| Property, plant and equipment           |                             |                           |             | 1                           |                           | 1            |
| Inventory                               |                             |                           |             |                             |                           |              |
| Other intangible assets                 |                             |                           |             |                             |                           |              |
| <b>Total Restructuring Charges, Net</b> | <b>\$ 11</b>                | <b>\$ (4)</b>             | <b>\$ 7</b> | <b>\$ 3</b>                 | <b>\$ 11</b>              | <b>\$ 14</b> |

| (Dollars in millions)                   | Cumulative Amount through Nov. 30, 2010 |                           |               |
|---|---|---------------------------|---------------|
|   | Seeds and Genomics                      | Agricultural Productivity | Total         |
| Work Force Reductions                   | \$ 249                                  | \$ 103                    | \$ 352        |
| Facility Closures / Exit Costs          | 71                                      | 81                        | 152           |
| Asset Impairments                       |   |                           |               |
| Property, plant and equipment           | 39                                      | 5                         | 44            |
| Inventory                               | 117                                     | 13                        | 130           |
| Other intangible assets                 | 59                                      |                           | 59            |
| <b>Total Restructuring Charges, Net</b> | <b>\$ 535</b>                           | <b>\$ 202</b>             | <b>\$ 737</b> |

The company's written human resource policies are indicative of an ongoing benefit arrangement with respect to severance packages. Benefits paid pursuant to an ongoing benefit arrangement are specifically excluded from the Exit or Disposal Cost Obligations topic of the ASC, therefore severance charges incurred in connection with the 2009 Restructuring Plan are accounted for when probable and estimable as required under the Compensation - Nonretirement Postemployment Benefits topic of the ASC. In addition, when the decision to commit to a restructuring plan requires an asset impairment review, Monsanto evaluates such impairment issues under the Property, Plant and Equipment topic of the

ASC.

In first quarter 2011, pretax restructuring charges of \$7 million were recorded. The facility closures/ exit costs of \$25 million relate primarily to the finalization of the termination of a corn toiler contract in the United States. In workforce reductions, approximately \$7 million of additional charges were offset by \$25 million of reversals. Although positions originally included in the plan were eliminated, individuals found new roles within the company due to attrition. In first quarter 2010, pretax restructuring charges of \$14 million were recorded, primarily relating to work force reductions in Europe.

The following table summarizes the activities related to the company's 2009 Restructuring Plan.

| (Dollars in millions)   | Work Force<br>Reductions | Facility Closures /<br>Exit Costs | Asset<br>Impairments | Total         |
|---|--------------------------|-----------------------------------|----------------------|---------------|
| Beginning Liability as of Aug. 31, 2010                           | \$ 153                   | \$ 44                             | \$                   | \$ 197        |
| <b>Net restructuring charges recognized in first quarter 2011</b> | <b>(18)</b>              | <b>25</b>                         |                      | <b>7</b>      |
| <b>Cash payments</b>  | <b>(66)</b>              | <b>(10)</b>                       |                      | <b>(76)</b>   |
| <b>Asset impairments and write-offs</b>                           |                          |                                   |                      |               |
| <b>Foreign currency impact</b>                                    | <b>4</b>                 |                                   |                      | <b>4</b>      |
| <b>Ending Liability as of Nov. 30, 2010</b>                       | <b>\$ 73</b>             | <b>\$ 59</b>                      | <b>\$</b>            | <b>\$ 132</b> |

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)****NOTE 7. RECEIVABLES**

Trade receivables on the Condensed Statements of Consolidated Financial Position are net of allowances of \$126 million and \$143 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

Long-term receivables on the Condensed Statements of Consolidated Financial Position are net of allowances of \$247 million and \$226 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

**NOTE 8. INVENTORY**

Components of inventory are:

| (Dollars in millions)         | As of Nov. 30,<br>2010 | As of Aug. 31,<br>2010 |
|-------------------------------|------------------------|------------------------|
|                               | Restated               | Restated               |
| Finished Goods                | \$ 1,595               | \$ 1,135               |
| Goods In Process              | 1,352                  | 1,299                  |
| Raw Materials and Supplies    | 410                    | 326                    |
| Inventory at FIFO Cost        | 3,357                  | 2,760                  |
| Excess of FIFO over LIFO Cost | (121)                  | (111)                  |
| Total                         | \$ 3,236               | \$ 2,649               |

**NOTE 9. GOODWILL AND OTHER INTANGIBLE ASSETS**

Changes in the net carrying amount of goodwill for the first quarter of fiscal year 2011, by segment, are as follows:

| (Dollars in millions)                                     | Seeds and<br>Genomics | Agricultural<br>Productivity | Total           |
|---|-----------------------|------------------------------|-----------------|
| Balance as of Aug. 31, 2010                               | \$ 3,147              | \$ 57                        | \$ 3,204        |
| <b>Acquisition Activity (see Note 3)</b>                  |                       |                              |                 |
| <b>Effect of Foreign Currency Translation Adjustments</b> | <b>25</b>             |                              | <b>25</b>       |
| <b>Balance as of Nov. 30, 2010</b>                        | <b>\$ 3,172</b>       | <b>\$ 57</b>                 | <b>\$ 3,229</b> |

In first quarter 2011, goodwill increased due to the effects of foreign currency translation adjustments. There were no events or circumstances indicating that goodwill might be impaired as of Nov. 30, 2010. The 2011 annual goodwill impairment test will be performed as of March 1, 2011.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

Information regarding the company's other intangible assets is as follows:

| (Dollars in millions)          | As of Nov. 30, 2010 |                          |          | As of Aug. 31, 2010 |                          |          |
|--------------------------------|---------------------|--------------------------|----------|---------------------|--------------------------|----------|
|                                | Carrying Amount     | Accumulated Amortization | Net      | Carrying Amount     | Accumulated Amortization | Net      |
| Acquired Germplasm             | \$ 1,167            | \$ (652)                 | \$ 515   | \$ 1,161            | \$ (640)                 | \$ 521   |
| Acquired Intellectual Property | 870                 | (665)                    | 205      | 866                 | (649)                    | 217      |
| Trademarks                     | 346                 | (98)                     | 248      | 344                 | (94)                     | 250      |
| Customer Relationships         | 321                 | (121)                    | 200      | 317                 | (113)                    | 204      |
| Other                          | 126                 | (53)                     | 73       | 121                 | (50)                     | 71       |
| Total                          | \$ 2,830            | \$ (1,589)               | \$ 1,241 | \$ 2,809            | \$ (1,546)               | \$ 1,263 |

Total amortization expense of other intangible assets was \$38 million in first quarter of fiscal year 2011 and \$40 million in first quarter of fiscal year 2010. Estimated intangible asset amortization expense for each of the five succeeding fiscal years for owned assets as of Nov. 30, 2010, has not changed significantly from the amounts disclosed in Monsanto's Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010.

**NOTE 10. INVESTMENTS AND EQUITY AFFILIATES****Investments**

During fiscal year 2010, Monsanto invested in long-term debt securities with a cost of \$15 million, which were classified as available-for-sale as of Aug. 31, 2010. The investments were recorded in other assets in the Condensed Statement of Consolidated Financial Position at their fair value of \$10 million as of Aug. 31, 2010. Net unrealized losses (net of deferred taxes) of \$3 million were included in accumulated other comprehensive loss in shareowners' equity related to these investments as of Aug. 31, 2010. As a result of the adoption of a new accounting standard within the Consolidation topic of the ASC, the special purpose entity in which the company invested is now consolidated and the investment is no longer included in other assets in the Condensed Statement of Consolidated Financial Position. See Note 5 Variable Interest Entities for further discussion related to these debt securities.

Monsanto has investments in long-term equity securities, which are considered available-for-sale. As of Nov. 30, 2010, and Aug. 31, 2010, these long-term equity securities are recorded in other assets in the Condensed Statements of Consolidated Financial Position at a fair value of \$32 million and \$23 million, respectively. Net unrealized gains (net of deferred taxes) of \$4 million and \$3 million are included in accumulated other comprehensive loss in shareowners' equity related to these investments as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

**Equity Affiliates**

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Monsanto owns a 19 percent interest in a seed supplier that produces, conditions, and distributes corn and soybean seeds. Monsanto is accounting for this investment as an equity method investment as Monsanto has the ability to exercise significant influence over the seed supplier. As of Nov. 30, 2010, and Aug. 31, 2010, this investment is recorded in other assets in the Condensed Statements of Consolidated Financial Position at \$67 million and \$65 million, respectively. Monsanto purchased \$69 million and \$19 million of inventory from the seed supplier for the three months ended Nov. 30, 2010, and Nov. 30, 2009, respectively. There were no sales of inventory to the seed supplier for both the three months ended Nov. 30, 2010, and Nov. 30, 2009. As of Nov. 30, 2010, and Aug. 31, 2010, the amount payable to the seed supplier was \$33 million and \$5 million, respectively, and is recorded in accounts payable in the Condensed Statements of Consolidated Financial Position. As of Nov. 30, 2010, there were no prepayments, while the prepayment as of Aug. 31, 2010, was \$7 million, included in other current assets in the Condensed Statement of Consolidated Financial Position related to inventory delivered in fiscal year 2011.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)****NOTE 11. DEFERRED REVENUE**

In first quarter 2008, Monsanto entered into a corn herbicide tolerance and insect control trait technologies agreement with Pioneer Hi-Bred International, Inc., a wholly-owned subsidiary of E. I. du Pont de Nemours and Company. Among its provisions, the agreement modified certain existing corn license agreements between the parties, included provisions under which the parties agreed not to assert certain intellectual property rights against each other, and granted each party the right to use certain regulatory data of the other in order to develop additional products. As a result of the new agreement which requires fixed annual payments, the company recorded a receivable and deferred revenue of \$635 million in first quarter 2008. Cumulative cash receipts will be \$725 million over an eight-year period. Revenue of \$20 million related to this agreement was recorded in the first three months of fiscal years 2011 and 2010. As of Nov. 30, 2010, and Aug. 31, 2010, the remaining receivable balance is \$406 million and \$470 million, respectively. The majority of this balance is included in long-term receivables, and the current portion is included in trade receivables. As of Nov. 30, 2010, and Aug. 31, 2010, the remaining deferred revenue balance is \$377 million and \$397 million, respectively. The majority of this balance is included in long-term deferred revenue, and the current portion is included in deferred revenues in the Condensed Statements of Consolidated Financial Position. The interest portion of this receivable is reported in interest income and totaled \$4 million for the three months ended Nov. 30, 2010, and Nov. 30, 2009.

In third quarter 2008, Monsanto and Syngenta entered into a GENUITY ROUNDUP READY 2 YIELD Soybean License Agreement. The agreement grants Syngenta access to Monsanto's GENUITY ROUNDUP READY 2 YIELD Soybean technology in consideration of royalty payments from Syngenta, based on sales. Under this agreement Syngenta will fulfill the contractual sales volumes over a nine-year period. The minimum obligation from Syngenta over this period is \$81 million. As of Nov. 30, 2010, and Aug. 31, 2010, the remaining receivable balance is \$73 million related to the net present value of expected payments under this agreement. The majority of this balance is included in long-term receivables in the Condensed Statements of Consolidated Financial Position and the current portion is included in trade receivables. The interest portion of this receivable is reported in interest income in the Statements of Consolidated Operations and was less than \$1 million for the three months ended Nov. 30, 2010, and Nov. 30, 2009. As of Nov. 30, 2010, and Aug. 31, 2010, the remaining deferred revenue balance was \$66 million and \$67 million, respectively. The majority of this balance is included in long-term deferred revenue, and the current portion is included in deferred revenues in the Condensed Statements of Consolidated Financial Position.

**NOTE 12. INCOME TAXES**

Management regularly assesses the tax risk of the company's tax return filing positions for all open years and establishes reserves accordingly. During first quarter 2010 statutes expired in several jurisdictions and an audit was completed in an ex-U.S. jurisdiction. Primarily as a result of these items, Monsanto recorded a tax benefit of \$8 million in first quarter 2010.

**NOTE 13. DEBT AND OTHER CREDIT ARRANGEMENTS**

Monsanto plans to issue new fixed-rate debt on or before Aug. 15, 2012, to repay \$486 million of 7<sup>3</sup>/<sub>8</sub>% Senior Notes that are due on Aug. 15, 2012. In March 2009, the company entered into forward-starting interest rate swaps with a total notional amount of \$250 million. The purpose of the swaps was to hedge the variability of the forecasted interest payments on this expected debt issuance that may result from changes in the benchmark interest rate before the debt is issued. Unrealized losses, net of tax, of \$1 million and \$8 million were recorded in accumulated other

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comprehensive loss to reflect the aftertax change in the fair value of the forward-starting interest rate swaps as of Nov. 30, 2010, and Aug. 31, 2010, respectively. In August 2010, the company entered into forward-starting interest rate swaps with a total notional amount of \$225 million. The purpose of the swaps was to hedge the variability of the forecasted interest payments on this expected debt issuance that may result from changes in the benchmark interest rate before the debt is issued. An unrealized gain and loss, net of tax, of \$8 million and \$9 million were recorded in accumulated other comprehensive loss to reflect the aftertax change in the fair value of the forward-starting interest rate swaps as of Nov. 30, 2010, and Aug. 31, 2010, respectively. These swaps are accounted for under the Derivatives and Hedging topic of the ASC.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

Monsanto plans to issue new fixed-rate debt on or before April 15, 2011. In July 2010, the company entered into forward-starting interest rate swaps with a total notional amount of \$300 million. The purpose of the swaps was to hedge the variability of the forecasted interest payments on this expected debt issuance that may result from changes in the benchmark interest rate before the debt is issued. Unrealized losses, net of tax, of \$6 million and \$7 million were recorded in accumulated other comprehensive loss to reflect the aftertax change in the fair value of the forward-starting interest rate swaps as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

The fair value of the total short-term debt was \$394 million and \$241 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. The fair value of the total long-term debt was \$1,904 million and \$2,094 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

As of Nov. 30, 2010, Monsanto had no commercial paper borrowings outstanding. As of Nov. 30, 2009, Monsanto had commercial paper borrowings outstanding of \$195 million which was included in short-term debt on the Condensed Statement of Consolidated Financial Position.

In April 2010, Monsanto completed the purchase of the Chesterfield Village Research Center from Pfizer. There is debt outstanding of \$324 million on the purchase price which is included in short-term debt on the Condensed Statements of Consolidated Financial Position as of Nov. 30, 2010.

**NOTE 14. FAIR VALUE MEASUREMENTS**

Monsanto determines the fair market value of its financial assets and liabilities based on quoted market prices, estimates from brokers, and other appropriate valuation techniques. The company uses the fair value hierarchy established in the Fair Value Measurements and Disclosures topic of the ASC, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy contains three levels as follows, with Level 3 representing the lowest level of input:

Level 1 Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 Values based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 Values generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions would reflect our own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques could include use of option pricing models, discounted cash flow models and similar techniques. Monsanto does not currently have any instruments with fair value determined using Level 3 inputs.

The following tables set forth by level Monsanto's assets and liabilities that were accounted for at fair value on a recurring basis as of Nov. 30, 2010, and Aug. 31, 2010. As required by the Fair Value Measurements and Disclosures topic of the ASC, assets and liabilities are classified in their entirety based on the lowest level of input that is a significant component of the fair value measurement. Monsanto's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the classification of fair value assets and liabilities within the fair value hierarchy levels.



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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

| (Dollars in millions)                     | Fair Value Measurements at Nov. 30, 2010, Using |              |           |                                       |                 |
|---|---|--------------|-----------|---------------------------------------|-----------------|
|   | Level 1   | Level 2      | Level 3   | Cash Collateral Offset <sup>(1)</sup> | Net Balance     |
| <b>Assets at Fair Value:</b>              |   |              |           |                                       |                 |
| Cash equivalents                          | \$ 1,347  | \$           | \$        | \$                                    | \$ 1,347        |
| Equity securities                         | 32  |              |           |                                       | 32              |
| <b>Derivative assets related to:</b>      |   |              |           |                                       |                 |
| Foreign currency                          |   | 22           |           |                                       | 22              |
| Interest rates                            |   | 14           |           |                                       | 14              |
| Corn                                      | 13  | 1            |           | (12)                                  | 2               |
| Soybeans                                  | 17  | 4            |           | (17)                                  | 4               |
| Raw materials                             |   | 2            |           |                                       | 2               |
| <b>Total Assets at Fair Value</b>         | <b>\$ 1,409</b>                                 | <b>\$ 43</b> | <b>\$</b> | <b>\$ (29)</b>                        | <b>\$ 1,423</b> |
| <b>Liabilities at Fair Value:</b>         |   |              |           |                                       |                 |
| <b>Derivative liabilities related to:</b> |   |              |           |                                       |                 |
| Foreign currency                          | \$  | \$ 26        | \$        | \$                                    | \$ 26           |
| Interest rates                            |   | 12           |           |                                       | 12              |
| Corn                                      | 1   | 1            |           |                                       | 2               |
| Soybeans                                  | 6   | 5            |           |                                       | 11              |
| Energy and raw materials                  |   | 17           |           |                                       | 17              |
| <b>Total Liabilities at Fair Value</b>    | <b>\$ 7</b>                                     | <b>\$ 61</b> | <b>\$</b> | <b>\$</b>                             | <b>\$ 68</b>    |

| (Dollars in millions)                | Fair Value Measurements at Aug. 31, 2010, Using |         |         |                                       |             |
|--------------------------------------|---|---------|---------|---------------------------------------|-------------|
|                                      | Level 1   | Level 2 | Level 3 | Cash Collateral Offset <sup>(1)</sup> | Net Balance |
| <b>Assets at Fair Value:</b>         |   |         |         |                                       |             |
| Cash equivalents                     | \$ 1,078  | \$      | \$      | \$                                    | \$ 1,078    |
| Debt and equity securities           | 23  |         | 10      |                                       | 33          |
| <b>Derivative assets related to:</b> |   |         |         |                                       |             |
| Foreign currency                     |   | 26      |         |                                       | 26          |
| Corn                                 | 10  | 2       |         | (9)                                   | 3           |
| Soybeans                             | 6   | 3       |         | (6)                                   | 3           |

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|                                    |          |       |       |         |          |
|------------------------------------|----------|-------|-------|---------|----------|
| Total Assets at Fair Value         | \$ 1,117 | \$ 31 | \$ 10 | \$ (15) | \$ 1,143 |
| Liabilities at Fair Value:         |          |       |       |         |          |
| Derivative liabilities related to: |          |       |       |         |          |
| Foreign currency                   | \$       | \$ 5  | \$    | \$      | \$ 5     |
| Interest rates                     |          | 39    |       |         | 39       |
| Corn                               |          | 9     |       |         | 9        |
| Soybeans                           |          | 4     |       |         | 4        |
| Energy and raw materials           |          | 22    |       |         | 22       |
| Total Liabilities at Fair Value    | \$       | \$ 79 | \$    | \$      | \$ 79    |

(1) As allowed by the Derivatives and Hedging topic of the ASC, commodity derivative assets and liabilities have been offset by cash collateral due and paid under a master netting arrangement.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

The following table summarizes the changes in fair value of the Level 3 asset for the three months ended Nov. 30, 2010.

(Dollars in millions)

|   |           |             |
|---|-----------|-------------|
| Balance Sept. 1, 2010   | \$        | <b>10</b>   |
| <b>Elimination due to consolidation of variable interest entities</b> |           | <b>(10)</b> |
| <b>Balance Nov. 30, 2010</b>  | <b>\$</b> |             |

Disclosures for nonfinancial assets and liabilities that are measured at fair value, but are recognized and disclosed as fair value on a nonrecurring basis, were required prospectively beginning Sept. 1, 2009.

There were no significant measurements of assets or liabilities at fair value on a nonrecurring basis subsequent to their initial recognition during fiscal year 2011.

The recorded amounts of cash, trade receivables, miscellaneous receivables, third-party guarantees, accounts payable, grower accruals, accrued marketing programs and miscellaneous short-term accruals approximate their fair values as of Nov. 30, 2010, and Aug. 31, 2010.

**NOTE 15. FINANCIAL INSTRUMENTS****Cash Flow Hedges**

The company uses foreign currency options and foreign currency forward contracts as hedges of anticipated sales or purchases denominated in foreign currencies. The company enters into these contracts to protect itself against the risk that the eventual net cash flows will be adversely affected by changes in exchange rates.

Monsanto's commodity price risk management strategy is to use derivative instruments to minimize significant unanticipated earnings fluctuations that may arise from volatility in commodity prices. Price fluctuations in commodities, mainly in corn and soybeans, can cause the actual prices paid to production growers for corn and soybean seeds to differ from anticipated cash outlays. Monsanto uses commodity futures and options contracts to manage these risks. Monsanto's energy and raw material risk management strategy is to use derivative instruments to minimize significant unanticipated manufacturing cost fluctuations that may arise from volatility in natural gas, diesel and ethylene prices.

Monsanto's interest rate risk management strategy is to use derivative instruments, such as forward-starting interest rate swaps, to minimize significant unanticipated earnings fluctuations that may arise from volatility in interest rates of the company's borrowings and to manage the interest rate sensitivity of its debt.

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive loss and reclassified into earnings in the period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded

from the assessment of effectiveness are recognized in current earnings.

The maximum term over which the company is hedging exposures to the variability of cash flow (for all forecasted transactions) is 21 months for foreign currency hedges, 40 months for commodity hedges and 21 months for interest rate hedges. During the next 12 months, a pretax net loss of approximately \$4 million will be reclassified from accumulated other comprehensive loss into earnings. During the three months ended Nov. 30, 2010, no cash flow hedges were discontinued. During the three months ended Nov. 30, 2009, a pretax loss of \$4 million was reclassified into earnings as a result of the discontinuance of cash flow hedges, because it was probable that the original forecasted transaction would not occur by the end of the originally specified time period.

#### **Fair Value Hedges**

The company uses commodity futures and options contracts as fair value hedges to manage the value of its soybean inventory. For derivative instruments that are designated and qualify as fair value hedges, both the gain or loss on the derivative and the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings. No fair value hedges were discontinued during the three months ended Nov. 30, 2010, or Nov. 30, 2009.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)****Net Investment Hedges**

To protect the value of its investment from adverse changes in exchange rates, the company may, from time to time, hedge a portion of its net investment in one or more of its foreign subsidiaries. Gains or losses on derivative instruments that are designated as a net investment hedge are included in accumulated foreign currency translation adjustment and reclassified into earnings in the period during which the hedged net investment is sold or liquidated.

**Derivatives Not Designated as Hedging Instruments**

The company uses foreign currency contracts to hedge the effects of fluctuations in exchange rates on foreign currency denominated third-party and intercompany receivables and payables. Both the gain or loss on the derivative and the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings.

The company uses commodity option contracts to hedge anticipated cash payments to corn growers in the United States, Mexico and Brazil, which can fluctuate with changes in corn price. Because these option contracts do not meet the provisions specified by the Derivatives and Hedging topic of the ASC, they do not qualify for hedge accounting treatment. Accordingly, the gain or loss on these derivatives is recognized in current earnings.

To reduce credit exposure in Latin America, Monsanto collects payments on certain customer accounts in grain. Such payments in grain are negotiated at or near the time Monsanto's products are sold to the customers and are valued at the prevailing grain commodity prices. By entering into forward sales contracts related to grain, Monsanto mitigates the commodity price exposure from the time a contract is signed with a customer until the time a grain merchant collects the grain from the customer on Monsanto's behalf. The forward sales contracts do not qualify for hedge accounting treatment under the Derivatives and Hedging topic of the ASC. Accordingly, the gain or loss on these derivatives is recognized in current earnings.

Monsanto uses interest rate contracts to minimize the variability of forecasted cash flows arising from the company's VIE. The interest rate contracts do not qualify for hedge accounting treatment under the Derivatives and Hedging Topic of the ASC. Accordingly, the gain or loss on these derivatives is recognized in current earnings.

Certain of Monsanto's grower contracts that include minimum guaranteed payment provisions are considered derivatives under the Derivatives and Hedging Topic of the ASC. These contracts do not qualify for hedge accounting treatment. Accordingly, the gain or loss on these derivatives is recognized in current earnings.

Financial instruments are neither held nor issued by the company for trading purposes.

The notional amounts of the company's derivative instruments outstanding as of Nov. 30, 2010, and Aug. 31, 2010, were as follows:

| (Dollars in millions) | As of Nov. 30,<br>2010 | As of Aug. 31,<br>2010 |
|-----------------------|------------------------|------------------------|
|-----------------------|------------------------|------------------------|

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|   |           |              |                 |
|---|-----------|--------------|-----------------|
| Derivatives Designated as Hedges:                 |           |              |                 |
| Foreign exchange contracts                        | \$        | 445          | \$ 383          |
| Commodity contracts                               |           | 568          | 387             |
| Interest rate contracts                           |           | 775          | 775             |
| <b>Total Derivatives Designated as Hedges</b>     | <b>\$</b> | <b>1,788</b> | <b>\$ 1,545</b> |
| Derivatives Not Designated as Hedges:             |           |              |                 |
| Foreign exchange contracts                        | \$        | 1,266        | \$ 862          |
| Commodity contracts                               |           | 69           | 123             |
| Interest rate contracts                           |           | 115          |                 |
| Grower contracts                                  |           | 41           | 34              |
| <b>Total Derivatives Not Designated as Hedges</b> | <b>\$</b> | <b>1,491</b> | <b>\$ 1,019</b> |

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

The fair values of the company's derivative instruments outstanding as of Nov. 30, 2010, and Aug. 31, 2010, were as follows:

| (Dollars in millions)                      | Balance Sheet Location                | Fair Value             |                        |
|--|---------------------------------------|------------------------|------------------------|
|  |                                       | As of Nov. 30,<br>2010 | As of Aug. 31,<br>2010 |
| <b>Asset Derivatives:</b>                  |                                       |                        |                        |
| Derivatives designated as hedges:          |                                       |                        |                        |
| Foreign exchange contracts                 | Miscellaneous receivables             | \$ 12                  | \$ 23                  |
| Foreign exchange contracts                 | Other assets                          | 3                      |                        |
| Commodity contracts                        | Other current assets <sup>(1)</sup>   | 26                     | 12                     |
| Commodity contracts                        | Other assets <sup>(1)</sup>           | 7                      | 4                      |
| Interest rate contracts                    | Other assets <sup>(1)</sup>           | 14                     |                        |
| Total derivatives designated as hedges     |                                       | 62                     | 39                     |
| Derivatives not designated as hedges:      |                                       |                        |                        |
| Foreign exchange contracts                 | Miscellaneous receivables             | 7                      | 3                      |
| Commodity contracts                        | Trade receivables, net                | 4                      | 5                      |
| Total derivatives not designated as hedges |                                       | 11                     | 8                      |
| Total Asset Derivatives                    |                                       | \$ 73                  | \$ 47                  |
| <b>Liability Derivatives:</b>              |                                       |                        |                        |
| Derivatives designated as hedges:          |                                       |                        |                        |
| Foreign exchange contracts                 | Miscellaneous short-term accruals     | \$ 3                   | \$                     |
| Commodity contracts                        | Other current assets <sup>(1)</sup>   | 7                      |                        |
| Commodity contracts                        | Miscellaneous short-term accruals     | 10                     | 14                     |
| Commodity contracts                        | Other liabilities                     | 6                      | 8                      |
| Interest rate contracts                    | Miscellaneous short-term accruals     | 10                     | 11                     |
| Interest rate contracts                    | Other liabilities                     | 2                      | 28                     |
| Total derivatives designated as hedges     |                                       | 38                     | 61                     |
| Derivatives not designated as hedges:      |                                       |                        |                        |
| Foreign exchange contracts                 | Miscellaneous short-term accruals     | 23                     | 5                      |
| Commodity contracts                        | Trade receivables, net <sup>(1)</sup> | 1                      | 4                      |
| Commodity contracts                        | Miscellaneous short-term accruals     | 6                      | 9                      |
| Total derivatives not designated as hedges |                                       | 30                     | 18                     |

|                             |              |    |    |
|-----------------------------|--------------|----|----|
| Total Liability Derivatives | <b>\$ 68</b> | \$ | 79 |
|-----------------------------|--------------|----|----|

- (1) As allowed by the Derivatives and Hedging topic of the ASC, corn and soybean commodity derivative assets and liabilities have been offset by cash collateral due and paid under a master netting arrangement. Therefore, all commodity contracts that are in an asset or liability position are included in asset accounts within the Condensed Statements of Consolidated Financial Position. See Note 14 Fair Value Measurements for a reconciliation to amounts reported in the Condensed Statements of Consolidated Financial Position as of Nov. 30, 2010, and Aug. 31, 2010.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS** UNAUDITED (continued)

The gains and losses on the company's derivative instruments were as follows:

| (Dollars in millions)                             | Amount of Gain (Loss)<br>Recognized in AOCI <sup>(1)</sup> |              | Amount of Gain (Loss)<br>Recognized in Income <sup>(2)(3)</sup> |                | Income Statement<br>Classification |
|---|--|--------------|---|----------------|------------------------------------|
|   | (Effective Portion)  |              | Three Months Ended Nov. 30,                                     |                |                                    |
|   | 2010   | 2009         | 2010  | 2009           |                                    |
| <b>Derivatives Designated as Hedges:</b>          |  |              |   |                |                                    |
| Fair value hedges:                                |  |              |   |                |                                    |
| Commodity contracts <sup>(4)</sup>                |  |              | \$ (8)  | \$ (5)         | Cost of goods sold                 |
| Cash flow hedges:                                 |  |              |   |                |                                    |
| Foreign exchange contracts                        | \$ (5)   | \$ (5)       | (2)   | 1              | Net sales                          |
| Foreign exchange contracts                        | (2)  | (9)          | 4   | 7              | Cost of goods sold                 |
| Commodity contracts                               | 41   | 73           | (5)   | (14)           | Cost of goods sold                 |
| Interest rate contracts                           | 41   | (4)          | (2)   | (2)            | Interest expense                   |
| Net investment hedges:                            |  |              |   |                |                                    |
| Foreign exchange contracts                        |  | (3)          |   |                | N/A <sup>(5)</sup>                 |
| <b>Total Derivatives Designated as Hedges</b>     | <b>75</b>  | <b>52</b>    | <b>(13)</b>   | <b>(13)</b>    |                                    |
| <b>Derivatives Not Designated as Hedges:</b>      |  |              |   |                |                                    |
| Foreign exchange contracts <sup>(6)</sup>         |  |              |   | (8)            | Other expense, net                 |
| Commodity contracts                               |  |              | (1)   |                | Net sales                          |
| Commodity contracts                               |  |              | (1)   |                | Cost of goods sold                 |
| <b>Total Derivatives Not Designated as Hedges</b> |  |              | <b>(2)</b>  | <b>(8)</b>     |                                    |
| <b>Total Derivatives</b>                          | <b>\$ 75</b>   | <b>\$ 52</b> | <b>\$ (15)</b>  | <b>\$ (21)</b> |                                    |

(1) Accumulated other comprehensive income (loss) (AOCI)

(2) For derivatives designated as cash flow and net investment hedges under the Derivatives and Hedging topic of the ASC, this represents the effective portion of the gain (loss) reclassified from AOCI into income during the period.

(3)

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Gain or loss on commodity cash flow hedges includes a loss of less than \$1 million and a gain of \$2 million from ineffectiveness for the three months ended Nov. 30, 2010, and Nov. 30, 2009, respectively. There were no hedges discontinued for the three months ended Nov. 30, 2010. Gain or loss on commodity cash flow hedges includes a loss from discontinued hedges of \$4 million for the three months ended Nov. 30, 2009. No gains or losses were excluded from the assessment of hedge effectiveness during the three months ended Nov. 30, 2010, and Nov. 30, 2009.

(4) Loss on commodity fair value hedges is offset by a gain of \$7 million and \$5 million on the underlying hedged inventory for the three months ended Nov. 30, 2010, and Nov. 30, 2009, respectively. A loss of \$1 million and a loss of less than \$1 million during the three months ended Nov. 30, 2010, and Nov. 30, 2009, respectively, was included in cost of goods sold due to ineffectiveness.

(5) Gain or loss would be reclassified into income only during the period in which the hedged net investment was sold or liquidated.

(6) Gain or loss on foreign exchange contracts not designated as hedges is offset by a foreign currency transaction loss of \$14 million and a gain of \$5 million during the three months ended Nov. 30, 2010, and Nov. 30, 2009, respectively.

Most of the company's outstanding foreign-currency derivatives are covered by International Swap Dealers Association (ISDA) Master Agreements with the counterparties. There are no requirements to post collateral under these agreements; however, should the company's credit rating fall below a specified rating immediately following the merger of the company with another entity, the counterparty may require all outstanding derivatives under the ISDA Master Agreement to be settled immediately at current market value, which equals carrying value. Any foreign-currency derivatives that are not covered by ISDA Master Agreements do not have credit-risk-related contingent provisions. Most of the company's outstanding commodity derivatives are listed commodity futures, and the company is required by the relevant commodity exchange to post collateral each day to cover the change in the fair value of these futures. Any non-exchange traded commodity derivatives are covered by the aforementioned ISDA Master Agreements and are subject to the same credit-risk-related contingent provisions, as are the company's interest rate derivatives. The aggregate fair value of all derivative instruments under ISDA Master Agreements that are in a liability position on Nov. 30, 2010, is \$47 million, which is the amount that would be required for settlement if the credit-risk-related contingent provisions underlying these agreements were triggered.

### **Credit Risk Management**

Monsanto invests its excess cash in deposits with major banks or money market funds throughout the world in high-quality short-term debt instruments. Such investments are made only in instruments issued or enhanced by high-quality institutions.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

As of Nov. 30, 2010, and Aug. 31, 2010, the company had no financial instruments that represented a significant concentration of credit risk. Limited amounts are invested in any single institution to minimize risk. The company has not incurred any credit risk losses related to those investments.

The company sells a broad range of agricultural products to a diverse group of customers throughout the world. In the United States, the company makes substantial sales to relatively few large wholesale customers. The company's business is highly seasonal, and it is subject to weather conditions that affect commodity prices and seed yields. Credit limits, ongoing credit evaluation, and account monitoring procedures are used to minimize the risk of loss. Collateral is secured when it is deemed appropriate by the company.

Monsanto regularly evaluates its business practices to minimize its credit risk. During the three months ended Nov. 30, 2010, and Nov. 30, 2009, the company engaged multiple banks in the United States, Argentina, Brazil and Europe in the development of customer financing options that involve direct bank financing of customer purchases. For further information on these programs, see Note 4 Customer Financing Programs.

**NOTE 16. POSTRETIREMENT BENEFITS PENSIONS, HEALTH CARE AND OTHER**

The majority of Monsanto's employees are covered by noncontributory pension plans sponsored by the company. The company also provides certain postretirement health care and life insurance benefits for retired employees through insurance contracts. The company's net periodic benefit cost for pension benefits, and health care and other postretirement benefits include the following components:

| Pension Benefits<br>(Dollars in millions)          | Three Months Ended Nov. 30, 2010 |                  |              | Three Months Ended Nov. 30, 2009 |                  |              |
|--|----------------------------------|------------------|--------------|----------------------------------|------------------|--------------|
|  | U.S.                             | Outside the U.S. | Total        | U.S.                             | Outside the U.S. | Total        |
| Service Cost for Benefits Earned During the Period | \$ 16                            | \$ 3             | \$ 19        | \$ 13                            | \$ 2             | \$ 15        |
| Interest Cost on Benefit Obligation                | 23                               | 3                | 26           | 25                               | 4                | 29           |
| Assumed Return on Plan Assets                      | (29)                             | (4)              | (33)         | (32)                             | (4)              | (36)         |
| Amortization of Unrecognized Net Loss              | 19                               | 1                | 20           | 14                               | 1                | 15           |
| <b>Total Net Periodic Benefit Cost</b>             | <b>\$ 29</b>                     | <b>\$ 3</b>      | <b>\$ 32</b> | <b>\$ 20</b>                     | <b>\$ 3</b>      | <b>\$ 23</b> |

| Health Care and Other Postretirement Benefits<br>(Dollars in millions) | Three Months Ended Nov. 30, |      |
|--|-----------------------------|------|
|  | 2010                        | 2009 |
| Service Cost for Benefits Earned During the Period                     | \$ 2                        | \$ 3 |
| Interest Cost on Benefit Obligation                                    | 2                           | 4    |
| Amortization of Unrecognized Net Gain                                  |                             | (4)  |

Total Net Periodic Benefit Cost \$ 4                      \$ 3

Monsanto has not contributed to its U.S. qualified plan in the three month period ended Nov. 30, 2010, and contributed \$75 million to its U.S. qualified plan in the three month period ended Nov. 30, 2009. Monsanto contributed \$2 million and \$3 million to plans outside the United States in the three month period ended Nov. 30, 2010, and Nov. 30, 2009, respectively. As of Nov. 30, 2010, management expects to make additional contributions of approximately \$34 million and \$9 million to the company's pension plans in the United States and outside the United States, respectively, during the remainder of fiscal year 2011.

**Employee Savings Plan**

The Monsanto leveraged employee stock ownership plan (Monsanto ESOP) debt was restructured in November 2008 to level out the future allocation of stock thereunder in an impartial manner intended to ensure equitable treatment for and generally to be in the best interests of current and future plan participants consistent with the level of benefits that Monsanto intended for the plan to provide to participants. To that end, the terms of the restructuring were determined pursuant to an arm's length negotiation between Monsanto and an independent trust company serving as fiduciary for the plan for this restructuring. In

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

this role, the independent fiduciary determined that the restructuring, including certain financial commitments and enhancements that were made or will be made in the future by Monsanto to benefit participants and beneficiaries of the plan, was completed in accordance with the best interests of plan participants. A liability of \$56 million is due to the Monsanto ESOP from the company and is included in other liabilities on the Condensed Statements of Financial Position as of both Nov. 30, 2010, and Aug. 31, 2010, related to this restructuring and the 2004 ESOP enhancement.

**NOTE 17. STOCK-BASED COMPENSATION PLANS**

The following table shows total stock-based compensation expense included in the Statements of Consolidated Operations for the three months ended Nov. 30, 2010, and Nov. 30, 2009. Stock-based compensation cost capitalized in inventory was \$7 million and \$8 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

| (Dollars in millions)                        | Three Months Ended Nov. 30, |       |
|--|-----------------------------|-------|
|  | 2010                        | 2009  |
| Cost of Goods Sold                           | \$ 5                        | \$ 4  |
| Selling, General and Administrative Expenses | 16                          | 15    |
| Research and Development Expenses            | 6                           | 5     |
| Pre-Tax Stock-Based Compensation Expense     | 27                          | 24    |
| Income Tax Benefit                           | (9)                         | (8)   |
| Net Stock-Based Compensation Expense         | \$ 18                       | \$ 16 |

During the three months ended Nov. 30, 2010, Monsanto granted 3,915,500 stock options and 222,010 restricted stock units to employees under the Monsanto Company Long-Term Incentive Plan (LTIP), as amended, and the Monsanto Company 2005 Long-Term Incentive Plan (2005 LTIP). No restricted stock awards were granted under the LTIP or the 2005 LTIP during the first quarter of fiscal year 2011. In addition, during the three months ended Nov. 30, 2010, 23,337 shares of deferred stock and 5,649 shares of restricted stock were granted to directors under the Monsanto Non-Employee Director Equity Incentive Compensation Plan (Director Plan).

The weighted-average grant-date fair value of non-qualified stock options granted during the three months ended Nov. 30, 2010, was \$19.56 per share. Pre-tax unrecognized compensation expense for stock options, net of estimated forfeitures, was \$117 million as of Nov. 30, 2010, and will be recognized as expense over a weighted-average period of 2.3 years.

The weighted-average grant-date fair value of restricted stock units granted during the first quarter of fiscal year 2011 was \$56.53 per share. Pre-tax unrecognized compensation expense, net of estimated forfeitures, for nonvested restricted stock and restricted stock units was less than \$1 million and \$62 million, respectively, as of Nov. 30, 2010, which will be recognized as expense over the weighted-average remaining

requisite service periods. The weighted-average remaining requisite service periods for nonvested restricted stock and restricted stock units were 1.0 year and 2.1 years, respectively, as of Nov. 30, 2010. The weighted-average grant-date fair value of directors' deferred stock and directors' restricted stock granted during the three months ended Nov. 30, 2010, was \$53.99 per share. Pre-tax unrecognized compensation expense for awards granted under the Director Plan was \$1 million as of Nov. 30, 2010, and will be recognized as expense over a weighted-average period of one year.

**NOTE 18. COMPREHENSIVE INCOME (LOSS)**

Comprehensive income (loss) includes all nonshareowner changes in equity. It consists of net income, foreign currency translation adjustments, net unrealized losses on available-for-sale securities, postretirement benefit plan activity, and net accumulated derivative gains and losses on cash flow hedges not yet realized.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

Information regarding accumulated other comprehensive income (loss) is as follows:

| (Dollars in millions)                                | As of Nov. 30,<br>2010 | As of Aug. 31,<br>2010 |
|--|------------------------|------------------------|
| Accumulated Foreign Currency Translation Adjustments | \$ (110)               | \$ (240)               |
| Net Unrealized Gain on Investments, Net of Tax       | 4                      |                        |
| Net Accumulated Derivative Loss, Net of Tax          | (1)                    | (48)                   |
| Postretirement Benefit Plan Activity, Net of Tax     | (600)                  | (609)                  |
| <b>Accumulated Other Comprehensive Loss</b>          | <b>\$ (707)</b>        | <b>\$ (897)</b>        |

**NOTE 19. EARNINGS PER SHARE**

Basic earnings per share (EPS) was computed using the weighted-average number of common shares outstanding during the period shown in the table below. The diluted EPS computation takes into account the effect of dilutive potential common shares, as shown in the table below. In the three months ended Nov. 30, 2009, basic loss per share and diluted loss per share were the same because the effect of dilutive potential securities would have been antidilutive as the company generated a loss from continuing operations. Potential common shares consist primarily of stock options, restricted stock, restricted stock units and directors' deferred shares calculated using the treasury stock method and are excluded if their effect is antidilutive. Approximately 11.7 million stock options were excluded from the computations of dilutive potential common shares as they were antidilutive as of Nov. 30, 2010.

|  | Three Months Ended Nov. 30,<br>2010 | 2009  |
|--|-------------------------------------|-------|
| Weighted-Average Number of Common Shares | 538.6                               | 545.6 |
| Dilutive Potential Common Shares         | 5.9                                 |       |

**NOTE 20. SUPPLEMENTAL CASH FLOW INFORMATION**

Cash payments for interest and taxes were as follows:

| (Dollars in millions) | Three Months Ended Nov. 30, |       |
|-----------------------|-----------------------------|-------|
|                       | <b>2010</b>                 | 2009  |
| Interest              | \$ 33                       | \$ 30 |
| Taxes                 | <b>50</b>                   | 57    |

In third quarter 2010, Monsanto acquired the Chesterfield Village Research Center from Pfizer for \$435 million. The seller financed \$324 million of this purchase. As of Nov. 30, 2010, \$324 million is included in short-term debt on the Condensed Statement of Consolidated Financial Position. See Note 13 Debt and Other Credit Arrangements for further details.

**NOTE 21. COMMITMENTS AND CONTINGENCIES**

**Environmental and Litigation Liabilities:** Monsanto is involved in environmental remediation and legal proceedings related to its current business and, pursuant to its indemnification obligations, related to Pharmacia's former chemical and agricultural businesses. In addition, Monsanto has liabilities established for various product claims. With respect to certain of these proceedings, Monsanto has a liability recorded of \$244 million and \$255 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively, for the estimated contingent liabilities. Information regarding the environmental liabilities appears in Monsanto's Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

*Litigation:* The above liability includes amounts related to certain third-party litigation with respect to Monsanto's business, as well as tort litigation related to Pharmacia's former chemical business, including lawsuits involving polychlorinated biphenyls (PCBs), dioxins, and other chemical and premises liability litigation. Additional matters that are not reflected in the liability may arise in the future, and Monsanto may manage, settle, or pay judgments or damages with respect thereto in order to mitigate contesting potential liability. Following is a description of one of the more significant litigation matters reflected in the liability.

As described in our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010, on Dec. 17, 2004, 15 plaintiffs filed a purported class action lawsuit, styled *Virddie Allen, et al. v. Monsanto, et al.*, in the Putnam County, West Virginia, state court against Monsanto, Pharmacia and seven other defendants. Monsanto is named as the successor in interest to the liabilities of Pharmacia. The alleged class consists of all current and former residents, workers, and students who, between 1949 and the present, were allegedly exposed to dioxins/furans contamination in counties surrounding Nitro, West Virginia. The complaint alleges that the source of the contamination is a chemical plant in Nitro, formerly owned and operated by Pharmacia and later by Flexsys, a joint venture between Solutia and Akzo Nobel Chemicals, Inc. (Akzo Nobel). Akzo Nobel and Flexsys were named defendants in the case but Solutia was not, due to its then pending bankruptcy proceeding. The suit seeks damages for property cleanup costs, loss of real estate value, funds to test property for contamination levels, funds to test for human exposure, and future medical monitoring costs. The complaint also seeks an injunction against further contamination and punitive damages. Monsanto has agreed to indemnify and defend Akzo Nobel and the Flexsys defendant group. The class action certification hearing was held on Oct. 29, 2007. On Jan. 8, 2008, the trial court issued an order certifying the *Allen* (now *Zina G. Bibb et al. v. Monsanto et al.*, because Bibb replaced Allen as class representative) case as a class action. The court has set a trial date of Aug. 1, 2011, for the Bibb class action.

In October 2007 and November 2009, a total of approximately 200 separate, single plaintiff civil actions were filed in Putnam County, West Virginia, against Monsanto, Pharmacia, Akzo Nobel (and several of its affiliates), Flexsys America Co. (and several of its affiliates), Solutia, and Apogee Coal Company, LLC. These cases allege personal injury occasioned by exposure to dioxin generated by the Nitro Plant during production of 2,4,5 T (1949-1969) and thereafter. Monsanto has agreed to accept the tenders of defense in the matters by Pharmacia, Solutia, Akzo Nobel, Flexsys America, and Apogee Coal under a reservation of rights.

Including litigation reflected in the liability, Monsanto is involved in various legal proceedings that arise in the ordinary course of its business or pursuant to Monsanto's indemnification obligations to Pharmacia, as well as proceedings that management has considered to be material under SEC regulations. Some of the lawsuits seek damages in very large amounts, or seek to restrict the company's business activities. Monsanto believes that it has meritorious legal arguments and will continue to represent its interests vigorously in all of the proceedings that it is defending or prosecuting. Although the ultimate liabilities resulting from such proceedings, or the proceedings reflected in the above liability, may be significant to profitability in the period recognized, management does not anticipate they will have a material adverse effect on Monsanto's consolidated financial position or liquidity. A description of one of these proceedings appears below.

As described in our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010, on June 23, 2004, two former employees of Monsanto and Pharmacia filed a purported class action lawsuit in the U.S. District Court for the Southern District of Illinois against Monsanto and the Monsanto Company Pension Plan, which is referred to as the Pension Plan. The suit claims that the Pension Plan has violated the age discrimination and other rules under the Employee Retirement Income Security Act of 1974 from Jan. 1, 1997 (when the Pension Plan was sponsored by Pharmacia, then known as Monsanto Company) and continuing to the present. In January 2006, a separate group of former employees of Pharmacia filed a similar purported class action lawsuit in the U.S. District Court for the Southern District of Illinois against Pharmacia, the Pharmacia Cash Balance Plan, and other defendants. On July 7, 2006, the plaintiffs amended their lawsuit to add Monsanto and the Pension Plan as additional defendants. On Sept. 1, 2006, the Court consolidated these lawsuits with two purported class action

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lawsuits also pending in the same Court against the Solutia Company Pension Plan, under Walker v. Monsanto, the first filed case. The court conducted a class certification hearing on Sept. 12, 2007. Prior to the hearing, all parties agreed the case should proceed as a class action and also agreed on a definition of the respective classes. The classes were certified by court order on May 22, 2008. On July 11, 2008, all parties filed dispositive motions on the issue of liability, which motions were heard by the court on May 6, 2009. On June 11, 2009, the Court granted summary judgment in favor of Monsanto and the other defendants on the age discrimination claims.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

The Court granted summary judgment in favor of the plaintiffs on a separate claim regarding post-termination interest, which was subsequently settled for an immaterial amount. The Court entered judgment on the entire case on Sept. 29, 2009. On Oct. 27, 2009, the plaintiffs filed a notice of appeal of the summary judgment order on the age discrimination claims. The Seventh Circuit Court of Appeals heard oral argument in the case on April 20, 2010, and on July 30, 2010, the Court issued its decision affirming the decision of the District Court in all respects. The plaintiffs' subsequent petition for rehearing and petition for rehearing en banc was denied in an order of the Court of Appeals issued on Sept. 14, 2010. On Dec. 13, 2010, the plaintiffs filed a petition for certiorari with the United States Supreme Court. Monsanto's brief in opposition to the petition is due Jan. 14, 2011.

**Guarantees:** Disclosures regarding the guarantees Monsanto provides for certain customer loans in the United States, Brazil, Europe, and Argentina can be found in Note 4 – Customer Financing Programs of this Form 10-Q/A. Except as described in that note, there have been no significant changes to guarantees made by Monsanto since Aug. 31, 2010. Disclosures regarding these guarantees made by Monsanto can be found in Note 25 – Commitments and Contingencies of the notes to the consolidated financial statements contained in Monsanto's Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010.

**NOTE 22. SEGMENT INFORMATION**

Monsanto conducts its worldwide operations through global businesses, which are aggregated into reportable segments based on similarity of products, production processes, customers, distribution methods and economic characteristics. The operating segments are aggregated into two reportable segments: Seeds and Genomics and Agricultural Productivity. The Seeds and Genomics segment consists of the global seeds and related traits businesses and biotechnology platforms. Within the Seeds and Genomics segment, Monsanto's significant operating segments are corn seed and traits, soybean seed and traits, cotton seed and traits, vegetable seeds and all other crops seeds and traits. The wheat and sugarcane businesses acquired in fourth and second quarters of 2009, respectively, are included in the all other crops seeds and traits operating segment. In February 2011, the company reorganized the operating segments within our Agricultural Productivity reportable segment as a result of a change in the way the Chief Executive Officer, who is the chief operating decision maker, evaluates the performance of operations, develops strategy and allocates capital resources. The ROUNDUP and other glyphosate-based herbicides operating segment and the all other agricultural products operating segments within Agricultural Productivity were combined into one operating segment titled Agricultural Productivity representing our weed management platform and supporting our Seeds and Genomics business. The change in operating segments had no impact on the company's reportable segments. The historical segment disclosures have been recast. The Dairy business, which was previously included in the Agricultural Productivity segment, was divested in fiscal year 2009 and is included in discontinued operations. EBIT is defined as earnings (loss) before interest and taxes. EBIT is useful to management in demonstrating the operational profitability of the segments by excluding interest and taxes, which are generally accounted for across the entire company on a consolidated basis. Sales between segments were not significant. Certain SG&A expenses are allocated between segments based on activity. Based on the Agricultural Productivity segment's decreasing contribution to total Monsanto operations, the allocation percentages were changed at the beginning of fiscal year 2010.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

Data for the Seeds and Genomics and Agricultural Productivity reportable segments, as well as for Monsanto's significant operating segments, is presented in the table that follows:

| (Dollars in millions)                        | Three Months Ended Nov. 30, |                 |
|--|-----------------------------|-----------------|
|  | 2010                        | 2009            |
|  | <b>Restated</b>             | Restated        |
| <b>Net Sales</b>                             |                             |                 |
| Corn seed and traits                         | \$ 614                      | \$ 569          |
| Soybean seed and traits                      | 226                         | 201             |
| Cotton seed and traits                       | 112                         | 59              |
| Vegetable seeds                              | 183                         | 173             |
| All other crops seeds and traits             | 28                          | 29              |
| <b>Total Seeds and Genomics</b>              | <b>\$ 1,163</b>             | <b>\$ 1,031</b> |
| Agricultural productivity                    | 673                         | 673             |
| <b>Total Agricultural Productivity</b>       | <b>\$ 673</b>               | <b>\$ 673</b>   |
| <b>Total</b>                                 | <b>\$ 1,836</b>             | <b>\$ 1,704</b> |
| <b>Gross Profit</b>                          |                             |                 |
| Corn seed and traits                         | \$ 339                      | \$ 304          |
| Soybean seed and traits                      | 153                         | 139             |
| Cotton seed and traits                       | 74                          | 33              |
| Vegetable seeds                              | 113                         | 112             |
| All other crops seeds and traits             |                             | 9               |
| <b>Total Seeds and Genomics</b>              | <b>\$ 679</b>               | <b>\$ 597</b>   |
| Agricultural productivity                    | 145                         | 149             |
| <b>Total Agricultural Productivity</b>       | <b>\$ 145</b>               | <b>\$ 149</b>   |
| <b>Total</b>                                 | <b>\$ 824</b>               | <b>\$ 746</b>   |
| <b>EBIT<sup>(1)(2)(3)</sup></b>              |                             |                 |
| Seeds and Genomics                           | \$ (20)                     | \$ (57)         |
| Agricultural Productivity                    | 66                          | 41              |
| <b>Total</b>                                 | <b>\$ 46</b>                | <b>\$ (16)</b>  |
| <b>Depreciation and Amortization Expense</b> |                             |                 |
| Seeds and Genomics                           | \$ 122                      | \$ 110          |
| Agricultural Productivity                    | 33                          | 34              |
| <b>Total</b>                                 | <b>\$ 155</b>               | <b>\$ 144</b>   |

<sup>(1)</sup> EBIT is defined as earnings (loss) before interest and taxes; see the following table for reconciliation. Earnings (loss) is intended to mean net income (loss) as presented in the Statements of Consolidated Operations under generally accepted accounting principles. EBIT is the primary operating performance measure for the two business segments.

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(2) Agricultural Productivity EBIT includes income of \$5 million from discontinued operations for first quarter 2010.

(3) EBIT includes restructuring charges for first quarter 2011 and 2010. See Note 6 Restructuring for additional information. A reconciliation of EBIT to net income (loss) for each quarter follows:

|  | Three Months Ended Nov. 30, |          |
|--|-----------------------------|----------|
|  | <b>2010</b>                 | 2009     |
| (Dollars in millions)                              | <b>Restated</b>             | Restated |
| EBIT <sup>(1)</sup>                                | <b>\$ 46</b>                | \$ (16)  |
| Interest Expense Net                               | <b>28</b>                   | 28       |
| Income Tax Provision (Benefit) <sup>(2)</sup>      | <b>9</b>                    | (22)     |
| Net Income (Loss) Attributable to Monsanto Company | <b>\$ 9</b>                 | \$ (22)  |

(1) Includes the income from operations of discontinued businesses and pre-tax noncontrolling interest.

(2) Includes the income tax provision (benefit) from continuing operations and the income tax provision (benefit) on noncontrolling interest.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

**NOTE 23. DISCONTINUED OPERATIONS**

*Dairy Business Divestiture:* During fourth quarter 2008, the company determined that the Dairy business was no longer consistent with its strategic business objectives, and thus entered into an agreement to sell the majority of the Dairy business assets (excluding cash, trade receivables and certain property) to Eli Lilly and Company for \$300 million, plus additional contingent consideration. The contingent consideration is a 10 year earn-out with potential annual payments being earned by Monsanto if certain revenue levels are exceeded. On Oct. 1, 2008, Monsanto consummated the sale to Eli Lilly after receiving approval from the appropriate regulatory agencies. As a result, the Dairy business has been segregated from continuing operations and presented as discontinued operations. The Dairy business was previously reported as a part of the Agricultural Productivity segment. During the three months ended Nov. 30, 2009, income from operations of discontinued businesses included a \$5 million pre-tax gain related to the sale of assets.

**NOTE 24. SUBSEQUENT EVENTS**

On Dec. 6, 2010, the board of directors declared a quarterly dividend on the company's common stock of 28 cents per share. The dividend is payable on Jan. 28, 2011, to shareowners of record on Jan. 7, 2011.

**NOTE 25. RESTATEMENT OF CONSOLIDATED FINANCIAL STATEMENTS**

**Background of the Restatement**

Monsanto records accrued customer incentive program costs as a reduction of revenue based on an allocation of the incentive program cost to those revenue transactions that result in progress by the customer toward earning the program incentive. For annual incentive programs, this generally results in recording annual incentive program costs based on actual purchases made by customers during the year as a percentage of estimated annual sales volume targets agreed upon with customers.

In the third quarter of fiscal year 2011, Monsanto announced an investigation being conducted by the SEC of the company's financial reporting associated with its customer incentive programs for glyphosate products for fiscal years 2010 and 2009. Following the SEC notification, Monsanto began its own review and the Audit and Finance Committee of the Board of Directors retained independent advisors to conduct an internal investigation. During Monsanto's internal investigation, the company identified communications with customers and the company identified other facts as described below that impacted the determination of which revenue transactions resulted in progress by the customer toward earning the program incentive.

Specifically, Monsanto implemented a program in the first quarter of fiscal year 2010 that was structured to provide payments to retailers who met sales volume targets and performed other marketing and sales activities in the fiscal year 2010 with the amount of the program incentive determined based on the amount of inventory maintained by the customer at August 31, 2009. The company originally accrued the costs of this incentive program based on the retailers' fiscal year 2010 purchases as a percentage of aggregated agreed upon fiscal year 2010 sales volume targets. As a result of the company's internal review, Monsanto determined that, although the program was implemented in first quarter of fiscal year 2010, Monsanto representatives communicated with retailers about the program in the fourth quarter of fiscal year 2009, including advising

customers that purchasing product in the fourth quarter of 2009 was a qualification for participation in the program in fiscal year 2010. These communications were intended to induce customers to purchase branded glyphosate in the fourth quarter of fiscal year 2009. In light of these facts, Monsanto determined that purchases made by these retail customers in the fourth quarter of fiscal year 2009 represented progress toward earning the program incentive. As such, it is appropriate to record a portion of the related incentive cost as a reduction of revenue in that quarter as well as in fiscal year 2010.

Additionally, Monsanto maintained an incentive program related to annual incentive agreements with distributors regarding their sales of branded glyphosate. At the end of fiscal year 2009, Monsanto determined not to make annual incentive payments under this program to seven of its distributors who had failed to meet their agreed upon sales targets for branded glyphosate and reversed incentive accruals previously recorded under this program for these customers. The company then provided these distributors with an opportunity to earn back a substantial portion of these incentives in fiscal year 2010 by achieving volume targets for branded glyphosate and performing other marketing and sales activities in that fiscal year. Monsanto originally recorded the costs of this program over these distributors' fiscal year 2010 purchases as a percentage of aggregated agreed upon fiscal year 2010 sales volume targets. As a result of its internal review, the company determined that, although this program was formally announced in the first quarter of fiscal year 2010, Monsanto representatives communicated with distributors about the program in the fourth quarter of fiscal year 2009, and that the incentive opportunity ultimately provided to each distributor under this program in fiscal year 2010 was derived from each distributor's total sales of branded glyphosate in fiscal year 2009. In light of these facts, Monsanto determined that purchases made by these customers in fiscal years 2009 and 2010 represented progress toward earning the program incentive. As such, the company determined that the appropriate method of recording the cost associated with this program is based upon each distributor's purchase volume over the period of fiscal years 2009 and 2010, with a cumulative catch-up entry in the fourth quarter of fiscal year 2009.

A similar earn back program was offered to two distributors in fiscal year 2011. At the end of fiscal year 2010, Monsanto reversed customer incentive accruals for two distributors that failed to earn their fiscal year 2010 annual incentive payments because they did not meet their agreed upon sales targets. The company then provided these distributors with an opportunity to earn back a substantial portion of this incentive in fiscal year 2011 by achieving agreed upon sales volume targets for branded glyphosate and performing other marketing and sales activities in fiscal year 2011. The company originally accrued the costs of this incentive program over these distributors' fiscal year 2011 purchases as a percentage of aggregated agreed upon fiscal year 2011 sales volume targets. As a result of its internal review, Monsanto determined that purchases made by the customers in fiscal year 2010 represented progress toward earning the program incentive, and that it was appropriate to record the entire cost associated with this incentive program in fiscal year 2010 in view of several factors that made it more apparent that the two distributor customers had earned these incentives in fiscal year 2010. Such factors included the change in market dynamics following the company's May 2010 restructuring of its glyphosate business, the fact that both distributors received written confirmation from Monsanto in the second quarter of fiscal 2011 that they had fulfilled the requirements of this program prior to achieving sales volume targets and, with respect to the prepayment of program incentives to these customers in the first and second quarter of fiscal year 2011, the unlikelihood that Monsanto would have enforced its contractual right of offset against these distributors with respect to any unearned portion of their incentives.

As a result of the findings of the company's investigation and the revised accounting described above, Monsanto announced a restatement of the consolidated financial statements for the fiscal years ended Aug. 31, 2010, and 2009. The restatement adjustments for customer incentive costs related solely to the Agricultural Productivity reporting segment, and did not affect any previously issued financial information for the Seeds and Genomics reporting segment.

The effects of the adjustments relating to certain customer incentive programs to our previously issued unaudited Statements of Consolidated Operations for the three months ended Nov. 30, 2010, and Nov. 30, 2009, include increases in net sales of \$6 million and \$7 million, increases in income tax expense of \$3 million and \$3 million and increases in net income of \$3 million and \$4 million, respectively. The effects of the adjustments to our previously issued unaudited Condensed Statement of Consolidated Financial Position as of Nov. 30, 2010, and Aug. 31, 2010, include increases in deferred tax assets of \$16 million and \$18 million and increases in accrued marketing programs of \$43 million and \$48 million, respectively.

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**    **UNAUDITED** (*continued*)

**Other Adjustments**

In addition to the adjustments relating to certain customer incentive programs described above, Monsanto has made other adjustments that had been previously identified but not corrected because they were not material, individually or in the aggregate, to the company's consolidated financial statements. The adjustments included certain reclassifications between net sales and SG&A, inventory and grower production accruals, inventory and other non-current assets, miscellaneous receivables and income taxes payable and accrued marketing programs and miscellaneous accruals. The accrued marketing programs adjustment is unrelated to the adjustments described above surrounding customer incentive programs. Adjustments were also made to record certain discrete income tax items and equity affiliate activity in the proper periods.

Additionally, the information included in the Agricultural Productivity segment has been restated to include the impact of the adjustments. As Monsanto filed a Form 8-K in April 2011 to reflect the reorganization of certain operating segments within the Agricultural Productivity reportable segment, the Agricultural Productivity segment information has also been recast to reflect the operating segment reorganization.

The following tables present the impact of the restatement on Monsanto's previously issued Statements of Consolidated Operations for the three months ended Nov. 30, 2010, and Nov. 30, 2009, and its Condensed Statements of Consolidated Financial Position as of Nov. 30, 2010, and Aug. 31, 2010:

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)****Statements of Consolidated Operations**

| Unaudited  | Three Months Ended Nov. 30, 2010 |             |          |
|--|----------------------------------|-------------|----------|
|  | Previously                       |             |          |
| (Dollars in millions, except per share amounts)  | Reported                         | Adjustments | Restated |
| <b>Net Sales</b>   | \$ 1,830                         | \$ 6        | \$ 1,836 |
| Cost of goods sold   | 1,012                            |             | 1,012    |
| <b>Gross Profit</b>  | 818                              | 6           | 824      |
| <b>Operating Expenses:</b>   |                                  |             |          |
| Selling, general and administrative expenses   | 450                              |             | 450      |
| Research and development expenses  | 303                              |             | 303      |
| Restructuring charges, net   | 7                                |             | 7        |
| Total Operating Expenses   | 760                              |             | 760      |
| <b>Income from Operations</b>  | 58                               | 6           | 64       |
| Interest expense   | 43                               |             | 43       |
| Interest income  | (15)                             |             | (15)     |
| Other expense (income), net  | 12                               |             | 12       |
| Income from Continuing Operations Before Income Taxes  | 18                               | 6           | 24       |
| Income tax provision   | 6                                | 3           | 9        |
| <b>Income from Continuing Operations Including Portion Attributable to Noncontrolling Interest</b> | \$ 12                            | \$ 3        | \$ 15    |
| <b>Discontinued Operations:</b>  |                                  |             |          |
| Income from operations of discontinued businesses  |                                  |             |          |
| Income tax provision   |                                  |             |          |
| <b>Income on Discontinued Operations</b>   |                                  |             |          |
| <b>Net Income</b>  | \$ 12                            | \$ 3        | \$ 15    |
| Less: Net income attributable to noncontrolling interest   | 6                                |             | 6        |
| <b>Net Income Attributable to Monsanto Company</b>   | \$ 6                             | \$ 3        | \$ 9     |
| <b>Amounts Attributable to Monsanto Company:</b>   |                                  |             |          |
| Income from continuing operations  | \$ 6                             | \$ 3        | \$ 9     |
| Income on discontinued operations  |                                  |             |          |
| <b>Net Income Attributable to Monsanto Company</b>   | \$ 6                             | \$ 3        | \$ 9     |
| <b>Basic Earnings per Share Attributable to Monsanto Company:</b>                                  |                                  |             |          |
| Income from continuing operations  | \$ 0.01                          | \$ 0.01     | \$ 0.02  |
| Income on discontinued operations  |                                  |             |          |
| Net Income Attributable to Monsanto Company  | \$ 0.01                          | \$ 0.01     | \$ 0.02  |
| <b>Diluted Earnings per Share Attributable to Monsanto Company:</b>                                |                                  |             |          |
| Income from continuing operations  | \$ 0.01                          | \$ 0.01     | \$ 0.02  |

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|   |         |         |         |
|---|---------|---------|---------|
| Income on discontinued operations           |         |         |         |
| Net Income Attributable to Monsanto Company | \$ 0.01 | \$ 0.01 | \$ 0.02 |
| <b>Weighted Average Shares Outstanding:</b> |         |         |         |
| Basic                                       | 538.6   |         | 538.6   |
| Diluted                                     | 544.5   |         | 544.5   |
| <b>Dividends Declared per Share</b>         | \$      |         | \$      |

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)****Statements of Consolidated Operations**

| Unaudited   | Three Months Ended Nov. 30, 2009 |             |           |
|---|----------------------------------|-------------|-----------|
|   | Reported                         | Adjustments | Restated  |
| (Dollars in millions, except per share amounts)                     |                                  |             |           |
| <b>Net Sales</b>  | \$ 1,697                         | \$ 7        | \$ 1,704  |
| Cost of goods sold  | 958                              |             | 958       |
| <b>Gross Profit</b>   | 739                              | 7           | 746       |
| <b>Operating Expenses:</b>  |                                  |             |           |
| Selling, general and administrative expenses                        | 496                              |             | 496       |
| Research and development expenses                                   | 267                              |             | 267       |
| Restructuring charges, net  | 14                               |             | 14        |
| Total Operating Expenses  | 777                              |             | 777       |
| <b>Income from Operations</b>                                       | (38)                             | 7           | (31)      |
| Interest expense  | 39                               |             | 39        |
| Interest income   | (11)                             |             | (11)      |
| Other expense (income), net   | (12)                             |             | (12)      |
| Income from Continuing Operations Before Income Taxes               | (54)                             | 7           | (47)      |
| Income tax provision  | (30)                             | 10          | (20)      |
| <b>Income from Continuing Operations Including Portion</b>          |                                  |             |           |
| <b>Attributable to Noncontrolling Interest</b>                      | \$ (24)                          | \$ (3)      | \$ (27)   |
| <b>Discontinued Operations:</b>                                     |                                  |             |           |
| Income from operations of discontinued businesses                   | 5                                |             | 5         |
| Income tax provision  |                                  |             |           |
| <b>Income on Discontinued Operations</b>                            | 5                                |             | 5         |
| <b>Net Income</b>   | \$ (19)                          | \$ (3)      | \$ (22)   |
| Less: Net income attributable to noncontrolling interest            |                                  |             |           |
| <b>Net Income Attributable to Monsanto Company</b>                  | \$ (19)                          | \$ (3)      | \$ (22)   |
| <b>Amounts Attributable to Monsanto Company:</b>                    |                                  |             |           |
| Income from continuing operations                                   | \$ (24)                          | \$ (3)      | \$ (27)   |
| Income on discontinued operations                                   | 5                                |             | 5         |
| <b>Net Income Attributable to Monsanto Company</b>                  | \$ (19)                          | \$ (3)      | \$ (22)   |
| <b>Basic Earnings per Share Attributable to Monsanto Company:</b>   |                                  |             |           |
| Income from continuing operations                                   | \$ (0.04)                        | \$ (0.01)   | \$ (0.05) |
| Income on discontinued operations                                   | 0.01                             |             | 0.01      |
| Net Income Attributable to Monsanto Company                         | \$ (0.03)                        | \$ (0.01)   | \$ (0.04) |
| <b>Diluted Earnings per Share Attributable to Monsanto Company:</b> |                                  |             |           |
| Income from continuing operations                                   | \$ (0.04)                        | \$ (0.01)   | \$ (0.05) |

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|   |           |           |           |
|---|-----------|-----------|-----------|
| Income on discontinued operations           | 0.01      |           | 0.01      |
| Net Income Attributable to Monsanto Company | \$ (0.03) | \$ (0.01) | \$ (0.04) |
| <b>Weighted Average Shares Outstanding:</b> |           |           |           |
| Basic                                       | 545.6     |           | 545.6     |
| Diluted                                     | 545.6     |           | 545.6     |
| <b>Dividends Declared per Share</b>         | \$        |           | \$        |

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)****Condensed Statements of Consolidated Financial Position**

| Unaudited  | Previously<br>Reported | As of Nov. 30, 2010 |         |           |
|--|------------------------|---------------------|---------|-----------|
|  |                        | Adjustments         | Reclass | Restated  |
| (Dollars in millions, except share amounts)                                    |                        |                     |         |           |
| <b>Assets</b>  |                        |                     |         |           |
| Current Assets:  |                        |                     |         |           |
| Cash and cash equivalents (variable interest entities restricted - 2011: \$48) | \$ 1,732               | \$                  | \$      | \$ 1,732  |
| Trade receivables, net (variable interest entities restricted - 2011: \$82)    | 1,698                  |                     |         | 1,698     |
| Miscellaneous receivables  | 739                    |                     |         | 739       |
| Deferred tax assets  | 455                    | 16                  |         | 471       |
| Inventory, net   | 3,331                  |                     | (95)    | 3,236     |
| Other current assets   | 101                    |                     |         | 101       |
| Total Current Assets   | 8,056                  | 16                  | (95)    | 7,977     |
| Total property, plant and equipment  | 8,193                  |                     |         | 8,193     |
| Less accumulated depreciation  | 3,971                  |                     |         | 3,971     |
| Property, Plant and Equipment, Net   | 4,222                  |                     |         | 4,222     |
| Goodwill   | 3,229                  |                     |         | 3,229     |
| Other Intangible Assets, Net   | 1,241                  |                     |         | 1,241     |
| Noncurrent Deferred Tax Assets   | 1,045                  |                     |         | 1,045     |
| Long-Term Receivables, Net   | 479                    |                     |         | 479       |
| Other Assets   | 542                    |                     | 54      | 596       |
| Total Assets   | \$ 18,814              | \$ 16               | \$ (41) | \$ 18,789 |
| <b>Liabilities and Shareowners Equity</b>                                      |                        |                     |         |           |
| Current Liabilities:   |                        |                     |         |           |
| Short-term debt, including current portion of long-term debt                   | \$ 394                 | \$                  | \$      | \$ 394    |
| Accounts payable   | 688                    |                     |         | 688       |
| Income taxes payable   | 64                     |                     |         | 64        |
| Accrued compensation and benefits  | 236                    |                     |         | 236       |
| Accrued marketing programs   | 570                    | 43                  |         | 613       |
| Deferred revenues  | 1,338                  |                     |         | 1,338     |
| Grower production accruals   | 463                    |                     | (41)    | 422       |
| Dividends payable  |                        |                     |         |           |
| Customer payable   | 2                      |                     |         | 2         |
| Restructuring reserves   | 132                    |                     |         | 132       |
| Miscellaneous short-term accruals  | 647                    |                     |         | 647       |
| Total Current Liabilities  | 4,534                  | 43                  | (41)    | 4,536     |
| Long-Term Debt   | 1,728                  |                     |         | 1,728     |
| Postretirement Liabilities   | 947                    |                     |         | 947       |

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|   |           |       |                   |
|---|-----------|-------|-------------------|
| Long-Term Deferred Revenue  | 401       |       | 401               |
| Noncurrent Deferred Tax Liabilities                               | 144       |       | 144               |
| Long-Term Portion of Environmental and Litigation Liabilities     | 185       |       | 185               |
| Other Liabilities   | 652       |       | 652               |
| Shareowners' Equity:  |           |       |                   |
| Common stock (authorized: 1,500,000,000 shares, par value \$0.01) |           |       |                   |
| Issued 589,346,837 shares   |           |       |                   |
| Outstanding 536,459,651 shares                                    | 6         |       | 6                 |
| Treasury stock 52,887,186 shares, at cost                         | (2,378)   |       | (2,378)           |
| Additional contributed capital                                    | 9,946     |       | 9,946             |
| Retained earnings   | 3,214     | (27)  | 3,187             |
| Accumulated other comprehensive loss                              | (707)     |       | (707)             |
| Reserve for ESOP debt retirement                                  | (4)       |       | (4)               |
| Total Monsanto Company Shareowners' Equity                        | 10,077    | (27)  | 10,050            |
| Noncontrolling Interest   | 146       |       | 146               |
| Total Shareowners' Equity   | 10,223    | (27)  | 10,196            |
| Total Liabilities and Shareowners' Equity                         | \$ 18,814 | \$ 16 | \$ (41) \$ 18,789 |

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)****Condensed Statements of Consolidated Financial Position**

| (Dollars in millions, except share amounts)                  | Previously<br>Reported | As of Aug. 31, 2010 |                |                  |
|--|------------------------|---------------------|----------------|------------------|
|  |                        | Adjustments         | Reclass        | Restated         |
| <b>Assets</b>  |                        |                     |                |                  |
| Current Assets:  |                        |                     |                |                  |
| Cash and cash equivalents                                    | \$ 1,485               | \$                  | \$             | \$ 1,485         |
| Trade receivables, net                                       | 1,590                  |                     |                | 1,590            |
| Miscellaneous receivables                                    | 717                    |                     |                | 717              |
| Deferred tax assets  | 511                    | 18                  |                | 529              |
| Inventory, net   | 2,739                  |                     | (90)           | 2,649            |
| Other current assets   | 80                     |                     |                | 80               |
| <b>Total Current Assets</b>                                  | <b>7,122</b>           | <b>18</b>           | <b>(90)</b>    | <b>7,050</b>     |
| Total property, plant and equipment                          | 8,068                  |                     |                | 8,068            |
| Less accumulated depreciation                                | 3,841                  |                     |                | 3,841            |
| Property, Plant and Equipment, Net                           | 4,227                  |                     |                | 4,227            |
| Goodwill   | 3,204                  |                     |                | 3,204            |
| Other Intangible Assets, Net                                 | 1,263                  |                     |                | 1,263            |
| Noncurrent Deferred Tax Assets                               | 1,014                  |                     |                | 1,014            |
| Long-Term Receivables, Net                                   | 513                    |                     |                | 513              |
| Other Assets   | 524                    |                     | 57             | 581              |
| <b>Total Assets</b>  | <b>\$ 17,867</b>       | <b>\$ 18</b>        | <b>\$ (33)</b> | <b>\$ 17,852</b> |
| <b>Liabilities and Shareowners Equity</b>                    |                        |                     |                |                  |
| Current Liabilities:   |                        |                     |                |                  |
| Short-term debt, including current portion of long-term debt | \$ 241                 | \$                  | \$             | \$ 241           |
| Accounts payable   | 752                    |                     |                | 752              |
| Income taxes payable   | 66                     |                     |                | 66               |
| Accrued compensation and benefits                            | 179                    |                     |                | 179              |
| Accrued marketing programs                                   | 839                    | 48                  |                | 887              |
| Deferred revenues  | 219                    |                     |                | 219              |
| Grower production accruals                                   | 130                    |                     | (33)           | 97               |
| Dividends payable  | 151                    |                     |                | 151              |
| Customer payable   | 83                     |                     |                | 83               |
| Restructuring reserves                                       | 197                    |                     |                | 197              |
| Miscellaneous short-term accruals                            | 684                    |                     |                | 684              |
| <b>Total Current Liabilities</b>                             | <b>3,541</b>           | <b>48</b>           | <b>(33)</b>    | <b>3,556</b>     |
| Long-Term Debt   | 1,862                  |                     |                | 1,862            |
| Postretirement Liabilities                                   | 920                    |                     |                | 920              |

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|   |           |       |                   |
|---|-----------|-------|-------------------|
| Long-Term Deferred Revenue  | 395       |       | 395               |
| Noncurrent Deferred Tax Liabilities                               | 137       |       | 137               |
| Long-Term Portion of Environmental and Litigation Liabilities     | 188       |       | 188               |
| Other Liabilities   | 681       |       | 681               |
| Shareowners' Equity:  |           |       |                   |
| Common stock (authorized: 1,500,000,000 shares, par value \$0.01) |           |       |                   |
| Issued 588,439,202 shares, respectively                           |           |       |                   |
| Outstanding 540,376,499 shares, respectively                      | 6         |       | 6                 |
| Treasury stock 48,062,703 shares, respectively, at cost           | (2,110)   |       | (2,110)           |
| Additional contributed capital                                    | 9,896     |       | 9,896             |
| Retained earnings   | 3,208     | (30)  | 3,178             |
| Accumulated other comprehensive loss                              | (897)     |       | (897)             |
| Reserve for ESOP debt retirement                                  | (4)       |       | (4)               |
| Total Monsanto Company Shareowners' Equity                        | 10,099    | (30)  | 10,069            |
| Noncontrolling Interest   | 44        |       | 44                |
| Total Shareowners' Equity   | 10,143    | (30)  | 10,113            |
| Total Liabilities and Shareowners' Equity                         | \$ 17,867 | \$ 18 | \$ (33) \$ 17,852 |

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS UNAUDITED (continued)**

The following tables present the impact of the restatement on Monsanto's previously issued audited Statements of Consolidated Cash Flows for the three months ended Nov. 30, 2010, and 2009. The only effect of the restatement on the Statements of Consolidated Cash Flows for both years was to components within operating cash flows. There were no effects on total operating, investing activities, financing activities, or cash and cash equivalents as a result of the restatement.

| Unaudited   | Three Months Ended Nov. 30, 2010 |             |         |            |
|---|----------------------------------|-------------|---------|------------|
|   | Previously Reported              | Adjustments | Reclass | Restated   |
| (Dollars in millions)   |                                  |             |         |            |
| <b>Operating Activities:</b>  |                                  |             |         |            |
| Net Income  | \$ 12                            | \$ 3        | \$      | \$ 15      |
| Adjustments to reconcile cash provided by operating activities:                       |                                  |             |         |            |
| Items that did not require (provide) cash:  |                                  |             |         |            |
| Depreciation and amortization   | 155                              |             |         | 155        |
| Bad-debt expense  | (1)                              |             |         | (1)        |
| Stock-based compensation expense  | 27                               |             |         | 27         |
| Excess tax benefits from stock-based compensation                                     | (9)                              |             |         | (9)        |
| Deferred income taxes   | 24                               | 2           |         | 26         |
| Restructuring charges, net  | 7                                |             |         | 7          |
| Equity affiliate income, net  | (1)                              |             |         | (1)        |
| Net gain on sales of a business or other assets                                       | (1)                              |             |         | (1)        |
| Other items   | 19                               |             | 4       | 23         |
| Changes in assets and liabilities that provided (required) cash, net of acquisitions: |                                  |             |         |            |
| Trade receivables, net  | 34                               |             |         | 34         |
| Inventory, net  | (559)                            |             | 4       | (555)      |
| Deferred revenues   | 1,101                            |             |         | 1,101      |
| Accounts payable and other accrued liabilities  | (130)                            | (5)         | (8)     | (143)      |
| Restructuring cash payments   | (76)                             |             |         | (76)       |
| Other items   | 22                               |             |         | 22         |
| <b>Net Cash Provided by Operating Activities</b>                                      | <b>624</b>                       |             |         | <b>624</b> |

| Unaudited             | Three Months Ended Nov. 30, 2009 |             |         |          |
|-----------------------|----------------------------------|-------------|---------|----------|
|                       | Previously Reported              | Adjustments | Reclass | Restated |
| (Dollars in millions) |                                  |             |         |          |

| <b>Operating Activities:</b>  |    |                |    |     |    |     |    |                |
|---|----|----------------|----|-----|----|-----|----|----------------|
| Net Income  | \$ | (19)           | \$ | (3) | \$ |     | \$ | (22)           |
| Adjustments to reconcile cash provided by operating activities:                       |    |                |    |     |    |     |    |                |
| Items that did not require (provide) cash:  |    |                |    |     |    |     |    |                |
| Depreciation and amortization   |    | 144            |    |     |    |     |    | 144            |
| Bad-debt expense  |    | 14             |    |     |    |     |    | 14             |
| Stock-based compensation expense  |    | 24             |    |     |    |     |    | 24             |
| Excess tax benefits from stock-based compensation                                     |    | (13)           |    |     |    |     |    | (13)           |
| Deferred income taxes   |    | (58)           |    | 10  |    |     |    | (48)           |
| Restructuring charges, net  |    | 14             |    |     |    |     |    | 14             |
| Equity affiliate income, net  |    | (14)           |    |     |    |     |    | (14)           |
| Net gain on sales of a business or other assets                                       |    | (1)            |    |     |    |     |    | (1)            |
| Other items   |    | 13             |    |     |    | (4) |    | 9              |
| Changes in assets and liabilities that provided (required) cash, net of acquisitions: |    |                |    |     |    |     |    |                |
| Trade receivables, net  |    | (343)          |    |     |    |     |    | (343)          |
| Inventory, net  |    | (539)          |    |     |    | 1   |    | (538)          |
| Deferred revenues   |    | 126            |    |     |    |     |    | 126            |
| Accounts payable and other accrued liabilities  |    | (573)          |    | (7) |    | 6   |    | (574)          |
| Restructuring cash payments   |    | (79)           |    |     |    |     |    | (79)           |
| Pension contributions   |    | (78)           |    |     |    |     |    | (78)           |
| Net investment hedge settlement   |    | (4)            |    |     |    |     |    | (4)            |
| Other items   |    | (17)           |    |     |    | (3) |    | (20)           |
| <b>Net Cash Provided by Operating Activities</b>                                      |    | <b>(1,403)</b> |    |     |    |     |    | <b>(1,403)</b> |

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

As discussed in the Explanatory Note and Note 25 Restatement of Consolidated Financial Statements we have restated our previously issued condensed consolidated financial statements; accordingly, Management's Discussion and Analysis of Financial Condition and Results of Operations have been revised for the effects of the restatement.

**OVERVIEW**

**Background**

Monsanto Company, along with its subsidiaries, is a leading global provider of agricultural products for farmers. Our seeds, biotechnology trait products, and herbicides provide farmers with solutions that improve productivity, reduce the costs of farming, and produce better foods for consumers and better feed for animals.

We manage our business in two segments: Seeds and Genomics and Agricultural Productivity. Through our Seeds and Genomics segment, we produce leading seed brands, including DEKALB, ASGROW, DELTAPINE, SEMINIS and DE RUITER, and we develop biotechnology traits that assist farmers in controlling insects and weeds. We also provide other seed companies with genetic material and biotechnology traits for their seed brands. Through our Agricultural Productivity segment, we manufacture ROUNDUP and HARNESS brand herbicides and other herbicides.

In the fourth quarter of 2008, we entered into an agreement to divest the Dairy business. This transaction was consummated on Oct. 1, 2008. As a result, financial statements have been prepared in compliance with the provisions of the Property, Plant and Equipment topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). Accordingly, the Statements of Consolidated Operations have been conformed to this presentation. The Dairy business was previously reported as part of the Agricultural Productivity segment. See Note 23 Discontinued Operations for further details.

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with Monsanto's consolidated financial statements and the accompanying notes. This Report on Form 10-Q/A should also be read in conjunction with Monsanto's Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010. Financial information for the first three months of fiscal year 2011 should not be annualized because of the seasonality of our business. The notes to the consolidated financial statements referred to throughout this MD&A are included in Part I Item 1 Financial Statements of this Report on Form 10-Q/A. Unless otherwise indicated, Monsanto, the company, we, our and us are used interchangeably to refer to Monsanto Company or to Monsanto Company and its consolidated subsidiaries, as appropriate to the context. Unless otherwise indicated, earnings (loss) per share and per share mean diluted earnings (loss) per share. Unless otherwise noted, all amounts and analyses are based on continuing operations. Unless otherwise indicated, trademarks owned or licensed by Monsanto or its subsidiaries are shown in all capital letters. Unless otherwise indicated, references to ROUNDUP herbicides mean ROUNDUP branded herbicides, excluding all lawn-and-garden herbicides, and references to ROUNDUP and other glyphosate-based herbicides exclude all lawn-and-garden herbicides.

**Non-GAAP Financial Measures**

MD&A includes financial information prepared in accordance with U.S. generally accepted accounting principles (GAAP), as well as two other financial measures, EBIT and free cash flow, that are considered non-GAAP financial measures. Generally, a non-GAAP financial measure is a

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numerical measure of a company's financial performance, financial position or cash flows that exclude (or include) amounts that are included in (or excluded from) the most directly comparable measure calculated and presented in accordance with GAAP. The presentation of EBIT and free cash flow information is intended to supplement investors' understanding of our operating performance and liquidity. Our EBIT and free cash flow measures may not be comparable to other companies' EBIT and free cash flow measures. Furthermore, these measures are not intended to replace net income, cash flows, financial position, or comprehensive income, as determined in accordance with GAAP.

EBIT is defined as earnings (loss) before interest and taxes. Earnings is intended to mean net income (loss) as presented in the Statements of Consolidated Operations under GAAP. EBIT is the primary operating performance measure for our two business segments. We believe that EBIT is useful to investors and management to demonstrate the operational profitability of our segments by excluding interest and taxes, which are generally accounted for across the entire company on a consolidated basis. EBIT is also one of the measures used by Monsanto management to determine resource allocations within the company. See Note 22 Segment Information for a reconciliation of EBIT to net income (loss) for the three months ended Nov. 30, 2010, and Nov. 30, 2009.

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We also provide information regarding free cash flow, an important liquidity measure for Monsanto. We define free cash flow as the total of net cash provided or required by operating activities and provided or required by investing activities. We believe that free cash flow is useful to investors and management as a measure of the ability of our business to generate cash. This cash can be used to meet business needs and obligations, to reinvest in the company for future growth, or to return to our shareowners through dividend payments or share repurchases. Free cash flow is also used by management as one of the performance measures in determining incentive compensation. See the **Financial Condition, Liquidity, and Capital Resources** Cash Flow section of MD&A for a reconciliation of free cash flow to net cash provided (required) by operating activities and net cash required by investing activities on the Statements of Consolidated Cash Flows.

**Executive Summary**

**Consolidated Operating Results** Net sales increased \$132 million, or eight percent, in the three-month comparison. This increase was primarily a result of increased sales of cotton and corn seed and traits in Australia and Argentina, respectively. Net income in first quarter 2011 was income of \$0.02 per share, compared with a loss of \$0.04 per share in first quarter 2010.

**Financial Condition, Liquidity, and Capital Resources** In first quarter 2011, net cash provided by operating activities was \$624 million, compared with net cash required of \$1,403 million in the prior-year quarter. Net cash required by investing activities was \$124 million in first quarter 2011 compared with \$197 million in first quarter 2010. Free cash flow was \$500 million in first quarter 2011 compared with a negative \$1,600 million in the prior-year quarter. This increase is primarily because of a shift in the timing of the U.S. prepay program in first quarter 2011 compared to first quarter 2010 and an increase in collections.

**Outlook** We plan to continue to improve our products in order to maintain market leadership and to support near-term performance. We are focused on applying innovation and technology to make our farmer customers more productive and profitable by protecting yields and improving the ways they can produce food, fiber and feed. We use the tools of modern biology to make seeds easier to grow, to allow farmers to do more with fewer resources, and to produce healthier foods for consumers. Our current research and development (R&D) strategy and commercial priorities are focused on bringing our farmer customers second- and third-generation traits, on delivering multiple solutions in one seed (stacking), and on developing new pipeline products. Our capabilities in biotechnology and breeding research are generating a rich product pipeline that is expected to drive long-term growth. The viability of our product pipeline depends in part on the speed of regulatory approvals globally, and on continued patent and legal rights to offer our products.

We plan to improve and to grow our vegetable seeds business. We have applied our molecular breeding and marker capabilities to our library of vegetable germplasm. In the future, we will continue to focus on accelerating the potential growth of this business and executing our business plans.

ROUNDUP herbicides remain the largest crop protection brand globally. Following a period of increasing inventories within the global glyphosate market and expansion of global glyphosate production capacity, the market has moved to an oversupply position. As a result, the significant supply of lower-priced generics has caused increased competitive pressure in the market and a decline in the business. We are focused on managing the costs associated with our agricultural chemistry business as that sector matures globally.

See the **Outlook** section of MD&A for a more detailed discussion of some of the opportunities and risks we have identified for our business. For additional information related to the outlook for Monsanto, see **Caution Regarding Forward-Looking Statements** at the beginning of this Report on Form 10-Q/A, Part II Item 1A Risk Factors below and Part I Item 1A of our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010.

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**RESULTS OF OPERATIONS FIRST QUARTER FISCAL YEAR 2011**

|   | Three Months Ended Nov. 30, |                   |        |
|---|-----------------------------|-------------------|--------|
|   | 2010                        | 2009              | Change |
| (Dollars in millions, except per share amounts)   |                             |                   |        |
| <b>Net Sales</b>  | <b>Restated \$ 1,836</b>    | Restated \$ 1,704 | 8 %    |
| <b>Gross Profit</b>   | <b>824</b>                  | 746               | 10 %   |
| <b>Operating Expenses:</b>  |                             |                   |        |
| Selling, general and administrative expenses  | 450                         | 496               | (9)%   |
| Research and development expenses   | 303                         | 267               | 13 %   |
| Restructuring charges, net  | 7                           | 14                | (50)%  |
| <b>Total Operating Expenses</b>   | <b>760</b>                  | 777               | (2)%   |
| <b>Income (Loss) from Operations</b>  | <b>64</b>                   | (31)              | (306)% |
| Interest expense  | 43                          | 39                | 10 %   |
| Interest income   | (15)                        | (11)              | 36 %   |
| Other expense (income) net  | 12                          | (12)              | (200)% |
| Income (Loss) from Continuing Operations Before Income Taxes  | 24                          | (47)              | (151)% |
| Income tax provision (benefit)  | 9                           | (20)              | (145)% |
| <b>Income (Loss) from Continuing Operations Including Portion Attributable to Noncontrolling Interest</b> | <b>15</b>                   | (27)              | (156)% |
| <b>Discontinued Operations:</b>   |                             |                   |        |
| Income from operations of discontinued businesses   |                             | 5                 | NM     |
| Income tax provision  |                             |                   | NM     |
| <b>Income on Discontinued Operations</b>  |                             | 5                 | NM     |
| <b>Net Income (Loss)</b>  | <b>\$ 15</b>                | \$ (22)           | (168)% |
| Less: Net income attributable to noncontrolling interest  | 6                           |                   | NM     |
| <b>Net Income (Loss) Attributable to Monsanto Company</b>   | <b>\$ 9</b>                 | \$ (22)           | (141)% |
| <b>Diluted Earnings (Loss) per Share Attributable to Monsanto Company:</b>                                |                             |                   |        |
| Income (loss) from continuing operations  | \$ 0.02                     | \$ (0.05)         | (140)% |
| Income on discontinued operations   |                             | 0.01              | NM     |
| <b>Net Income (Loss) Attributable to Monsanto Company</b>   | <b>\$ 0.02</b>              | \$ (0.04)         | (150)% |
| NM = Not Meaningful   |                             |                   |        |
| <b>Effective Tax Rate</b>   | <b>38%</b>                  | 43%               |        |
| <b>Comparison as a Percent of Net Sales:</b>  |                             |                   |        |
| Gross profit  | 45%                         | 44%               |        |
| Selling, general and administrative expenses  | 25%                         | 29%               |        |
| Research and development expenses   | 17%                         | 16%               |        |
| Total operating expenses  | 41%                         | 46%               |        |
| Income (loss) from continuing operations before income taxes  | 1%                          | (3)%              |        |
| Net income (loss) attributable to Monsanto Company  |                             | (1)%              |        |

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The following explanations discuss the significant components of our results of operations that affected the quarter-to-quarter comparison of our first quarter income from continuing operations:

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**Net sales** increased 8 percent in first quarter 2011 from the same quarter a year ago. Our Seeds and Genomics segment net sales increased 13 percent, and our Agricultural Productivity segment net sales remained flat. The following table presents the percentage changes in first quarter 2011 worldwide net sales by segment compared with net sales in the prior-year quarter, including the effect volume, price, currency and acquisitions had on these percentage changes:

|                                   | First Quarter 2011 Percentage Change in Net Sales vs. First Quarter 2010 |       |          |          |                             |            |
|-----------------------------------|--|-------|----------|----------|-----------------------------|------------|
|                                   | Volume   | Price | Currency | Subtotal | Acquisitions <sup>(1)</sup> | Net Change |
| Seeds and Genomics Segment        | 10%  | 2%    | 1%       | 13%      |                             | 13%        |
| Agricultural Productivity Segment | 10%  | (11)% | 1%       |          |                             |            |
| Total Monsanto Company            | 10%  | (3)%  | 1%       | 8 %      |                             | 8%         |

<sup>(1)</sup> See Note 3 Business Combinations and Financial Condition, Liquidity, and Capital Resources in MD&A for details of our acquisitions in fiscal years 2011 and 2010. Acquisitions are segregated in this presentation for one year from the acquisition date.

For a more detailed discussion of the factors affecting the net sales comparison, see the Seeds and Genomics Segment and the Agricultural Productivity Segment sections.

**Gross profit** increased 10 percent in the three-month comparison. Gross profit as a percent of net sales (gross profit percentage) for the total company increased one percentage point to 45 percent in first quarter 2011 primarily driven by the increase in cotton and corn seed and trait sales. Gross profit percentage in the Seed and Genomics Segment remained flat at 58 percent in first quarter 2011. See the Seeds and Genomics Segment section of MD&A for details. Gross profit percentage for the Agricultural Productivity segment remained flat at 22 percent in first quarter 2011. See the Agricultural Productivity Segment section of the MD&A for the factors affecting the Agricultural Productivity gross profit.

**Operating expenses** decreased 2 percent, or \$17 million, in first quarter 2011 from the prior-year comparable quarter. In the three-month comparison, selling, general and administrative (SG&A) expenses decreased 9 percent primarily because of lower headcount and timing of spending for marketing and administrative functions. R&D expenses increased 13 percent as we manage more projects in the latter phases of the development cycle. As a percent of net sales, SG&A expenses decreased four percentage points to 25, and R&D expenses increased one percentage point to 17 percent.

**Other expense (income) net** was expense of \$12 million in first quarter 2011, compared with income of \$12 million in the prior-year quarter. The change occurred due to increased foreign currency losses in the current year and the gain recorded on the Seminium acquisition in the prior year.

**Income tax provision (benefit)** was \$9 million in first quarter 2011, an increase of \$29 million over the prior-year quarter primarily as a result of the increase in pretax income from continuing operations. The effective tax rate decreased to 38 percent from 43 percent in first quarter 2010. First quarter 2010 included several discrete tax adjustments resulting in a tax benefit of \$8 million. The majority of this benefit resulted from the expiration of statutes in several jurisdictions and the resolution of an ex-U.S. audit. In addition, the effective tax rate for first quarter 2010 was affected by restructuring charges in low tax rate jurisdictions. Without these items, our effective tax rate for first quarter 2011 would have been comparable to the 2010 rate.

On Dec. 17, 2010, the retroactive extension of the research and development credit was enacted as part of the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010. We are currently evaluating the financial impact of this legislation. We expect to record a discrete benefit in second quarter 2011 for the prior-year period impact and we expect to record the current year benefit throughout the

remainder of fiscal year 2011 as a decrease in the annual effective tax rate.

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**SEEDS AND GENOMICS SEGMENT**

| (Dollars in millions)            | Three Months Ended Nov. 30, |                 |              |
|----------------------------------|-----------------------------|-----------------|--------------|
|                                  | 2010                        | 2009            | Change       |
| <b>Net Sales</b>                 |                             |                 |              |
| Corn seed and traits             | \$ 614                      | \$ 569          | 8 %          |
| Soybean seed and traits          | 226                         | 201             | 12 %         |
| Cotton seed and traits           | 112                         | 59              | 90 %         |
| Vegetable seeds                  | 183                         | 173             | 6 %          |
| All other crops seeds and traits | 28                          | 29              | (3)%         |
| <b>Total Net Sales</b>           | <b>\$ 1,163</b>             | <b>\$ 1,031</b> | <b>13 %</b>  |
| <b>Gross Profit</b>              |                             |                 |              |
| Corn seed and traits             | \$ 339                      | \$ 304          | 12 %         |
| Soybean seed and traits          | 153                         | 139             | 10 %         |
| Cotton seed and traits           | 74                          | 33              | 124 %        |
| Vegetable seeds                  | 113                         | 112             | 1 %          |
| All other crops seeds and traits |                             | 9               | (100)%       |
| <b>Total Gross Profit</b>        | <b>\$ 679</b>               | <b>\$ 597</b>   | <b>14 %</b>  |
| <b>EBIT<sup>(1)</sup></b>        | <b>\$ (20)</b>              | <b>\$ (57)</b>  | <b>(65)%</b> |

<sup>(1)</sup> EBIT is defined as earnings (loss) before interest and taxes. Interest and taxes are recorded on a total company basis. We do not record these items at the segment level. See Note 22 Segment Information and the Overview Non-GAAP Financial Measures section of MD&A for further details.

**Seeds and Genomics Financial Performance First Quarter Fiscal Year 2011**

Net sales of corn seed and traits increased eight percent, or \$45 million, in the three-month comparison, primarily driven by higher volumes in Argentina due to increased planted area and a higher price due to a shift in mix. The increase is also driven by incremental sales from the Seminium acquisition.

Cotton seed and traits net sales increased 90 percent, or \$53 million, in the three-month comparison, primarily because of increased acres, higher cotton commodity prices and favorable weather conditions in Australia.

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The net sales increases discussed throughout this section resulted in \$82 million higher gross profit in first quarter 2011. Gross profit as a percent of sales for this segment remained flat at 58 percent in the quarter-over-quarter comparison.

EBIT for the Seeds and Genomics segment increased \$37 million to a loss of \$20 million in first quarter 2011.

### AGRICULTURAL PRODUCTIVITY SEGMENT

| (Dollars in millions)     | Three Months Ended Nov. 30, |                  |             |
|---------------------------|-----------------------------|------------------|-------------|
|                           | 2010<br>Restated            | 2009<br>Restated | Change      |
| <b>Net Sales</b>          |                             |                  |             |
| Agricultural productivity | \$ 673                      | \$ 673           | NM          |
| <b>Total Net Sales</b>    | <b>\$ 673</b>               | <b>\$ 673</b>    | <b>NM</b>   |
| <b>Gross Profit</b>       |                             |                  |             |
| Agricultural productivity | \$ 145                      | \$ 149           | (3)%        |
| <b>Total Gross Profit</b> | <b>\$ 145</b>               | <b>\$ 149</b>    | <b>(3)%</b> |
| <b>EBIT<sup>(1)</sup></b> | <b>\$ 66</b>                | <b>\$ 41</b>     | <b>61 %</b> |

NM = Not Meaningful

<sup>(1)</sup> EBIT is defined as earnings (loss) before interest and taxes. Interest and taxes are recorded on a total company basis. We do not record these items at the segment level. See Note 22 Segment Information and the Overview Non-GAAP Financial Measures section of MD&A for further details.

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**Agricultural Productivity Financial Performance First Quarter Fiscal Year 2011**

Net sales of Agricultural Productivity remained flat in the three-month comparison. Sales volumes of ROUNDUP and other glyphosate-based herbicides increased 13 percent in first quarter 2011 from first quarter 2010. Offsetting this increase, the average net selling price for ROUNDUP and other glyphosate-based herbicides decreased in most regions in first quarter 2011 compared to first quarter 2010 due to previously announced price decreases on our products.

The net sales discussed throughout this section resulted in \$4 million lower gross profit in first quarter 2011. Gross profit as a percent of sales for the Agricultural Productivity segment remained flat at 22 percent in first quarter 2011. The average net selling price decrease was offset by an improvement in cost of goods sold because of better throughput cost due to increased capacity in our U.S. facilities for ROUNDUP and other glyphosate-based herbicides. EBIT for the Agricultural Productivity segment increased \$25 million to \$66 million in first quarter 2011.

**RESTRUCTURING**

Restructuring charges were recorded in the Statements of Consolidated Operations as follows:

| (Dollars in millions)                               | Three Months Ended Nov. 30,<br>2010 | 2009    |
|---|-------------------------------------|---------|
| Costs of Goods Sold                                 | \$                                  | \$      |
| Restructuring Charges, Net <sup>(1)(2)</sup>        | (7)                                 | (14)    |
| Loss from Continuing Operations Before Income Taxes | (7)                                 | (14)    |
| Income Tax Benefit                                  | 3                                   | 1       |
| Net Loss  | \$ (4)                              | \$ (13) |

<sup>(1)</sup> For the three months ended Nov. 30, 2010, the \$7 million of restructuring charges were split by segment as follows: \$(4) million in Agricultural Productivity and \$11 million in Seeds and Genomics. For the three months ended Nov. 30, 2009, the \$14 million of restructuring charges were split by segment as follows: \$11 million in Agricultural Productivity and \$3 million in Seeds and Genomics.

<sup>(2)</sup> The restructuring charges for the three months ended Nov. 30, 2010, and Nov. 30, 2009, include reversals of \$25 million and \$2 million, respectively, related to the 2009 Restructuring Plan. The reversals are primarily related to severance. Although positions originally included in the plan were eliminated, individuals found new roles within the company due to attrition.

On June 23, 2009, our Board of Directors approved a restructuring plan (2009 Restructuring Plan) to take future actions to reduce costs in light of the changing market supply environment for glyphosate. These actions are designed to enable us to stabilize the Agricultural Productivity business and allow it to deliver optimal gross profit and a sustainable level of operating cash in the coming years, while better aligning spending and working capital needs. We also announced that we will take steps to better align the resources of our global seeds and traits business. These actions include certain product and brand rationalization within our seed businesses. On Sept. 9, 2009, we committed to take additional actions related to the previously announced restructuring plan. Furthermore, while implementing the plan, we identified additional opportunities to better align our resources, and on Aug. 26, 2010, committed to take additional actions. The plan was substantially completed in the first quarter

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of fiscal year 2011, and the remaining payments will be made by the end of the fourth quarter in fiscal year 2011.

The total restructuring costs are now expected to be \$750 million and were substantially completed by the end of the first quarter of 2011. The charges are expected to be comprised of approximately \$350 million to \$360 million in severance and related benefits, \$155 million of costs related to facility closures and exit costs and \$235 million of asset impairments. Payments related to the 2009 Restructuring Plan will be generated from cash from operations.

The following table displays the pretax charges of \$7 million and \$14 million incurred by segment under the 2009 Restructuring Plan for the first quarters ended Nov. 30, 2010, and Nov. 30, 2009, respectively, as well as the cumulative pretax charges of \$737 million under the 2009 Restructuring Plan.

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| (Dollars in millions)                   | Quarter Ended Nov. 30, 2010 |                           |             | Quarter Ended Nov. 30, 2009 |                           |              |
|---|-----------------------------|---------------------------|-------------|-----------------------------|---------------------------|--------------|
|   | Seeds and Genomics          | Agricultural Productivity | Total       | Seeds and Genomics          | Agricultural Productivity | Total        |
| Work Force Reductions                   | \$ (11)                     | \$ (7)                    | \$ (18)     | \$ 1                        | \$ 10                     | \$ 11        |
| Facility Closures / Exit Costs          | 22                          | 3                         | 25          | 1                           | 1                         | 2            |
| Asset Impairments                       |                             |                           |             |                             |                           |              |
| Property, plant and equipment           |                             |                           |             | 1                           |                           | 1            |
| Inventory                               |                             |                           |             |                             |                           |              |
| Other intangible assets                 |                             |                           |             |                             |                           |              |
| <b>Total Restructuring Charges, Net</b> | <b>\$ 11</b>                | <b>\$ (4)</b>             | <b>\$ 7</b> | <b>\$ 3</b>                 | <b>\$ 11</b>              | <b>\$ 14</b> |

| (Dollars in millions)                   | Cumulative Amount through Nov. 30, 2010 |                           |               |
|---|---|---------------------------|---------------|
|   | Seeds and Genomics                      | Agricultural Productivity | Total         |
| Work Force Reductions                   | \$ 249                                  | \$ 103                    | \$ 352        |
| Facility Closures / Exit Costs          | 71                                      | 81                        | 152           |
| Asset Impairments                       |   |                           |               |
| Property, plant and equipment           | 39                                      | 5                         | 44            |
| Inventory                               | 117                                     | 13                        | 130           |
| Other intangible assets                 | 59                                      |                           | 59            |
| <b>Total Restructuring Charges, Net</b> | <b>\$ 535</b>                           | <b>\$ 202</b>             | <b>\$ 737</b> |

Our written human resource policies are indicative of an ongoing benefit arrangement with respect to severance packages. Benefits paid pursuant to an ongoing benefit arrangement are specifically excluded from the Exit or Disposal Cost Obligations topic of the ASC, therefore severance charges incurred in connection with the 2009 Restructuring Plan are accounted for when probable and estimable as required under the Compensation – Nonretirement Postemployment Benefits topic of the ASC. In addition, when the decision to commit to a restructuring plan requires an asset impairment review, Monsanto evaluates such impairment issues under the Property, Plant and Equipment topic of the ASC.

In first quarter 2011, pretax restructuring charges of \$7 million were recorded. The facility closures/ exit costs of \$25 million relate primarily to the finalization of the termination of a corn toiler contract in the United States. In workforce reductions, approximately \$7 million of additional charges were offset by \$25 million of reversals. Although positions originally included in the plan were eliminated, individuals found new roles within the company due to attrition. In first quarter 2010, pretax restructuring charges of \$14 million were recorded, primarily relating to work force reductions in Europe.

The actions related to the overall restructuring plan are expected to produce annual cost savings of \$300 million to \$340 million, primarily in cost of goods sold and SG&A. Approximately one-fourth of these savings were recognized in fiscal year 2010, with the full benefit expected to be realized in 2011.



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**FINANCIAL CONDITION, LIQUIDITY, AND CAPITAL RESOURCES****Working Capital and Financial Condition**

| (Dollars in millions, except current ratio) | As of Nov. 30,                 |                  | As of Aug. 31,   |
|---|--------------------------------|------------------|------------------|
|   | <b>2010</b><br><b>Restated</b> | 2009<br>Restated | 2010<br>Restated |
| Cash and Cash Equivalents                   | \$ 1,732                       | \$ 471           | \$ 1,485         |
| Trade Receivables, Net                      | 1,698                          | 2,012            | 1,590            |
| Inventory, Net                              | 3,236                          | 3,476            | 2,649            |
| Other Current Assets <sup>(1)</sup>         | 1,311                          | 1,372            | 1,326            |
| <b>Total Current Assets</b>                 | <b>\$ 7,977</b>                | <b>\$ 7,331</b>  | <b>\$ 7,050</b>  |
| Short-Term Debt                             | \$ 394                         | \$ 281           | \$ 241           |
| Accounts Payable                            | 688                            | 765              | 752              |
| Accrued Liabilities <sup>(2)</sup>          | 3,454                          | 2,278            | 2,563            |
| <b>Total Current Liabilities</b>            | <b>\$ 4,536</b>                | <b>\$ 3,324</b>  | <b>\$ 3,556</b>  |
| <b>Working Capital<sup>(3)</sup></b>        | <b>\$ 3,441</b>                | <b>\$ 4,007</b>  | <b>\$ 3,494</b>  |
| <b>Current Ratio<sup>(3)</sup></b>          | <b>1.76:1</b>                  | <b>2.21:1</b>    | <b>1.98:1</b>    |

(1) Includes miscellaneous receivables, deferred tax assets and other current assets.

(2) Includes income taxes payable, accrued compensation and benefits, accrued marketing programs, deferred revenues, grower production accruals, dividends payable, customer payable, restructuring reserves and miscellaneous short-term accruals.

(3) Working capital is total current assets less total current liabilities; current ratio represents total current assets divided by total current liabilities.

Nov. 30, 2010, compared with Aug. 31, 2010: Working capital decreased \$53 million between Aug. 31, 2010, and Nov. 30, 2010, because of the following factors:

Short-term debt increased \$153 million primarily due to the reclassification of \$136 million from long-term debt due to the acquisition of the Chesterfield Village Research Center in the prior year.

Deferred revenue increased \$1,119 million due to a change in the U.S. customer prepayment date that was shifted to the month of November. We establish the prepayment date annually, based in part upon the timing of the current year harvest. In fiscal year 2010, the due date was in December 2009, and in fiscal year 2011, the due date was in November 2010. Given the change in prepayment dates, our financial statements had a significant increase in deferred revenue as of Nov. 30, 2010.

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Grower production accruals increased \$325 million representing amounts payable to farmers who grow seed for us. This increase is also consistent with the seasonality of our business.

These decreases to working capital between Aug. 31, 2010, and Nov. 30, 2010, were offset by the following factors:

Cash and cash equivalents increased \$247 million between the respective periods. See the Cash Flow section in this section of MD&A for further details of this increase.

Inventory increased \$587 million between the respective periods primarily because of the seasonality of our U.S. corn and soybean seed business in which the fall harvest of seed products occurs in first quarter of the fiscal year resulting in a higher inventory balance as of Nov. 30, 2010.

Accrued marketing programs decreased \$274 million due to payouts of several programs during the first quarter 2011.

Dividends payable decreased \$151 million due to the payment of the quarterly dividend on Oct. 29, 2010.

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*Nov. 30, 2010, compared with Nov. 30, 2009:* Working capital decreased \$566 million between Nov. 30, 2010, and Nov. 30, 2009. The following factors decreased working capital as of Nov. 30, 2010, compared with Nov. 30, 2009:

Trade receivables decreased \$314 million period over period due to increased collections that resulted from the earlier timing of U.S. prepayments in the current year.

Inventory decreased \$240 million primarily because of decreased production and higher obsolescence reserves.

Accrued liabilities increased \$1,176 million primarily due to the earlier U.S. customer prepayment date. This change drove an increase in the deferred revenue balance. In addition, market funding accruals increased due to the increase in sales.

These working capital decreases were partially offset by the following factor:

Cash and cash equivalents increased \$1,261 million between the respective periods. See the *Cash Flow* section in this section of MD&A and the *Cash Flow* section of Monsanto's Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010, for further details of this increase.

*Customer Financing Programs:* We participate in a revolving financing program in Brazil that allows us to transfer up to 1 billion Brazilian reais (approximately \$585 million) in customers in Brazil to a special purpose entity, formerly a qualified special purpose entity. Third parties, primarily investment funds, hold an 88 percent senior interest in the entity, and we hold the remaining 12 percent interest. Under the arrangement, a recourse provision requires us to cover the first 12 percent of credit losses within the program. We have evaluated our relationship with the entity under updated guidance within the Consolidation topic of the ASC and, as a result, the entity has been consolidated effective Sept. 1, 2010. For further information, see Note 5 *Variable Interest Entities*.

As of Nov. 30, 2010, and Aug. 31, 2010, respectively, there were \$1 million and \$3 million of receivables sold through this financing program that were delinquent. Based on our historical collection experience with these customers and a current assessment of credit exposure, we recorded our recourse provision at \$5 million as of Aug. 31, 2010, and we recorded a bad debt allowance related to these receivables of \$2 million as of Nov. 30, 2010. The maximum potential amount of exposure under the program was \$13 million and \$15 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. If we are called upon to make payments under the recourse provision, we would have the benefit under the financing program of any amounts subsequently collected from the customer.

We have an agreement in the United States to sell customer receivables up to a maximum of \$500 million and to service such accounts. These receivables qualify for sales treatment under the Transfers and Servicing topic of the ASC and, accordingly, the proceeds are included in net cash provided by operating activities in the Statements of Consolidated Cash Flows. The gross amount of receivables sold totaled \$3 million and \$2 million for the first three months of fiscal year 2011 and 2010, respectively. The agreement includes recourse provisions and thus a liability was established at the time of sale that approximates fair value based upon our historical collection experience with such receivables and a current assessment of credit exposure. The recourse liability recorded by us was \$2 million as of Nov. 30, 2010, and Aug. 31, 2010. The maximum potential amount of future payments under the recourse provisions of the agreement was \$7 million as of Nov. 30, 2010. The outstanding balance of the receivables sold was \$138 million and \$223 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. There were delinquent accounts of \$2 million and \$3 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

We sell accounts receivable in the United States, European regions and Argentina both with and without recourse. These sales qualify for sales treatment under the Transfers and Servicing topic of the ASC and, accordingly, the proceeds are included in net cash provided by operating activities in the Statements of Consolidated Cash Flows. The gross amounts of accounts receivable sold totaled \$1 million and \$13 million for the first three months of 2011 and 2010, respectively. The liability for the guarantees for sales with recourse is recorded at an amount that approximates fair value, based on our historical collection experience for the customers associated with the sales of the accounts receivable and a current assessment of credit exposure. Our guarantee liability was less than \$1 million as of Nov. 30, 2010, and Aug. 31, 2010. The maximum

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potential amount of future payments under the recourse provisions of the agreements was \$42 million as of Nov. 30, 2010. The outstanding balance of the receivables sold was \$64 million and \$91 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

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We also have agreements with lenders to establish programs to provide financing of up to 550 million Brazilian reais (approximately \$320 million) for selected customers in Brazil. The amount of loans outstanding was \$60 million and \$100 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. In this program, we provide a guarantee of the loans in the event of customer default. The maximum potential amount of future payments under the guarantees was \$60 million as of Nov. 30, 2010. The liability for the guarantee is recorded at an amount that approximates fair value, primarily based on our historical collection experience with customers that participate in the program and a current assessment of credit exposure. Our guarantee liability was \$1 million and \$3 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. If performance is required under the guarantee, we may retain amounts that are subsequently collected from customers.

We also have similar agreements with banks that provide financing to our customers in the United States, Brazil, Europe and Argentina. The amount of loans outstanding was \$78 million and \$36 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively. We provide a guarantee of the loans in the event of customer default. The maximum potential amount of future payments under the guarantees was \$76 million as of Nov. 30, 2010. The liability for the guarantee is recorded at an amount that approximates fair value, primarily based on our historical collection experience with customers that participate in the program and a current assessment of credit exposure. Our guarantee liability was \$1 million and \$2 million as of Nov. 30, 2010, and Aug. 31, 2010, respectively.

**Cash Flow**

| (Dollars in millions)   | Three Months Ended Nov. 30, |                |
|---|-----------------------------|----------------|
|   | 2010                        | 2009           |
| Net Cash Provided (Required) by Operating Activities                  | \$ 624                      | \$ (1,403)     |
| Net Cash Required by Investing Activities                             | (124)                       | (197)          |
| <b>Free Cash Flow<sup>(1)</sup></b>                                   | <b>500</b>                  | <b>(1,600)</b> |
| Net Cash (Required) Provided by Financing Activities                  | (340)                       | 102            |
| Cash Assumed from Initial Consolidation of Variable Interest Entities | 77                          |                |
| Effect of Exchange Rate Changes on Cash and Cash Equivalents          | 10                          | 13             |
| Net Increase (Decrease) in Cash and Cash Equivalents                  | 247                         | (1,485)        |
| Cash and Cash Equivalents at Beginning of Period                      | 1,485                       | 1,956          |
| Cash and Cash Equivalents at End of Period                            | \$ 1,732                    | \$ 471         |

<sup>(1)</sup> Free cash flow represents the total of net cash provided or required by operating activities and provided or required by investing activities (see the Non-GAAP Financial Measures section in MD&A for a further discussion).

Cash provided by operating activities was \$624 million in first quarter 2011 compared with cash required by operating activities of \$1,403 million in first quarter 2010. Cash provided by operating activities increased \$2,027 million in first quarter 2011, primarily because of a shift in timing of the U.S. prepay program this year. This caused an increase in deferred revenue and a source of cash from trade receivables. Further contributing to the increase in operating activities, accounts payable and accrued liabilities used less cash during the three months ended Nov. 30, 2010, primarily due to the high level of customer refunds paid in the first quarter of the prior year.

Cash required by investing activities was \$124 million in first quarter 2011 compared to cash required of \$197 million in first quarter 2010. Our capital expenditures decreased \$67 million in the three-month comparison, to \$125 million.

The amount of cash required by financing activities was \$340 million in first quarter 2011 compared with a source of cash of \$102 million in first quarter 2010. The net change in short-term financing was a source of cash of \$71 million in first quarter 2011 compared with a source of

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cash of \$295 million in the prior-year quarter primarily due to the commercial paper borrowings during the prior year quarter. Further, treasury stock purchases increased \$203 million as we increased our repurchase of shares compared to the same period in the prior year.

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**Capital Resources and Liquidity**

| (Dollars in millions, except debt-to-capital ratio) | As of Nov. 30,<br><b>2010</b><br>Restated | 2009<br>Restated | As of Aug. 31,<br>2010<br>Restated |
|---|---|------------------|------------------------------------|
| Short-Term Debt                                     | \$ 394                                    | \$ 281           | \$ 241                             |
| Long-Term Debt                                      | 1,728                                     | 1,724            | 1,862                              |
| Total Shareowners' Equity                           | 10,050                                    | 10,265           | 10,069                             |
| Debt-to-Capital Ratio                               | 17%                                       | 16%              | 17%                                |

A major source of our liquidity is operating cash flows, which are derived from net income. This cash-generating capability provides us with the financial flexibility we need to meet operating, investing and financing needs. To the extent that cash provided by operating activities is not sufficient to fund our cash needs, which generally occurs during the first and third quarters of the fiscal year because of the seasonal nature of our business, short-term commercial paper borrowings are used to finance these requirements. Although the commercial paper market has not fully returned to historical levels, the market is available to those companies with high short-term credit ratings such as Monsanto. We anticipate accessing the commercial paper markets in 2011 for short periods of time to finance working capital needs and do not believe our options will be limited. We had no commercial paper borrowings outstanding at Nov. 30, 2010.

Total debt outstanding increased \$117 million between Nov. 30, 2009, and Nov. 30, 2010, primarily because we acquired the Chesterfield Village Research Center in April 2010 for \$435 million of which \$111 million was paid in fiscal year 2010 and \$324 million is included within short-term debt as of Nov. 30, 2010. This increase was offset by lower commercial paper borrowings outstanding as of Nov. 30, 2010.

We plan to issue new fixed-rate debt on or before Aug. 15, 2012, to repay \$484 million of 7 <sup>3</sup>/<sub>8</sub>% Senior Notes that are due on Aug. 15, 2012. In March 2009, we entered into forward starting interest rate swaps with a total notional amount of \$250 million. In August 2010, we entered into forward starting interest rate swaps with a total notional amount of \$225 million. Our purpose was to hedge the variability of the forecasted interest payments on this expected debt issuance that may result from changes in the benchmark interest rate until the debt is issued.

We plan to issue additional fixed-rate debt on or before April 15, 2011. In July 2010, we entered into forward starting interest rate swaps with a notional amount of \$300 million. Our purpose was to hedge the variability of the forecasted interest payments on this expected debt issuance that may result from changes in the benchmark interest rate before the debt is issued.

*Dividend:* In December 2010, we declared a quarterly dividend of 28 cents payable on Jan. 28, 2011, to shareowners of record as of Jan. 7, 2011.

*Capital Expenditures:* We expect 2011 capital expenditures to be in the range of \$600 million to \$700 million compared with \$755 million in 2010. The primary driver of this decrease is lower spending on projects to expand corn seed production facilities and R&D facilities compared to prior year.

*2010 Acquisitions:* In April 2010, we acquired a corn and soybean processing plant located in Paine, Chile from Anasac, a Santiago-based company that provides seed processing services. The total cash paid and the fair value of the acquisition were \$34 million, and the purchase price was primarily allocated to fixed assets, goodwill, and intangibles.

In October 2009, we acquired the remaining 51 percent equity interest in Seminium, S.A. (Seminiun), a leading Argentinean corn seed company. The total fair value of Seminiun was \$36 million. This fair value includes \$20 million of cash paid (net of cash acquired) and \$16 million for the fair value of Monsanto's 49 percent equity interest in Seminiun held prior to the acquisition.

*2011 Contractual Obligations:* There have been no significant changes to the contractual obligations table as disclosed in our Annual Report on Form 10-K/A for the year ended Aug. 31, 2010.



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**Off-Balance Sheet Arrangement**

Under our Separation Agreement with Pharmacia, we are required to indemnify Pharmacia for certain matters, such as environmental remediation obligations and litigation. To the extent we are currently managing any such matters, we evaluate them in the course of managing our own potential liabilities and establish reserves as appropriate. However, additional matters may arise in the future, and we may manage, settle or pay judgments or damages with respect to those matters in order to mitigate contingent liability and protect Pharmacia and Monsanto. See Note 21 Commitments and Contingencies and Part II Item 1 Legal Proceedings for further information.

We have entered into various customer financing programs which are accounted for in accordance with the Transfers and Servicing topic of the ASC. See Note 4 Customer Financing Programs for further information.

**OUTLOOK**

We believe we have achieved an industry-leading position in the areas in which we compete in both of our business segments. However, the outlook for each part of our business is quite different. In the Seeds and Genomics segment, our seeds and traits business is expected to expand via our investment in new products. In the Agricultural Productivity segment, we expect to deliver competitive products in a more stable business.

We believe that our company is positioned to deliver value-added products to growers enabling us to grow our gross profit in the future. We expect to see strong cash flow in the future, and we remain committed to returning value to shareowners through vehicles such as investments that expand the business, dividends and share repurchases. We will remain focused on cost and cash management for each segment, both to support the progress we have made in managing our investment in working capital and to realize the full earnings potential of our businesses. We plan to continue to seek additional external financing opportunities for our customers as a way to manage receivables for each of our segments.

Economic activity in the United States and globally appears to be recovering from the slowdown seen in fiscal year 2009, though credit availability is still restrained. Outside of the United States, our businesses will continue to face additional challenges related to the risks inherent in operating in emerging markets. We expect to continue to monitor these developments and the challenges and issues they place on our business. We believe we have taken appropriate measures to manage our credit exposure, which has the potential to affect sales negatively in the near term. In addition, volatility in foreign currency exchange rates may negatively affect our profitability, the book value of our assets outside the United States, and our shareowners' equity.

**Seeds and Genomics**

Our capabilities in plant breeding and biotechnology research are generating a rich and balanced product pipeline that we expect will drive long-term growth. We plan to continue to invest in the areas of seeds, genomics and biotechnology and to invest in technology arrangements that have the potential to increase the efficiency and effectiveness of our R&D efforts. We believe that our seeds and traits businesses will have significant near-term growth opportunities through a combination of improved breeding and continued growth of stacked and second-generation biotech traits.

We expect advanced breeding techniques combined with improved production practices and capital investments will continue to contribute to improved germplasm quality and yields for our seed offerings, leading to increased global demand for both our branded germplasm and our licensed germplasm. Our vegetable portfolio is focused on 23 crops. We plan to continue applying our molecular breeding and marker capabilities to our vegetable seeds germplasm, which we expect will lead to business growth. The business integration into a global platform along with a number of process improvements has improved our abilities to develop and deliver new, innovative products to our broad customer base. The acquisition of Aly Participacoes Ltda. will enable us to combine our areas of breeding expertise to enhance yields in sugarcane, a crop that is vital to addressing growing global food and fuel demands. We also plan to continue making strategic acquisitions in our seed businesses to grow our branded seed market share, expand our germplasm library and strengthen our global breeding programs. We expect to see continued competition in seeds and genomics. We believe we will have a competitive advantage because of our global breeding capabilities and our multiple-channel sales approach in the United States for corn and soybean seeds.



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Commercialization of second- and third-generation traits and the stacking of multiple traits in corn and cotton are expected to increase penetration in approved markets, particularly as we continue to price our traits in line with the value growers have experienced. In 2010, we saw higher-value, stacked-trait products representing a larger share of our total U.S. corn seed sales than they did in 2009. We experienced an increase in competition in biotechnology as more competitors launched traits in the United States and internationally. Acquisitions may also present mid to longer term opportunities to increase penetration of our traits. We believe our competitive position continues to enable us to deliver second- and third-generation traits when our competitors are delivering their first-generation traits.

Key regulatory approvals were obtained for the 2010 commercial launch of our next generation corn product. GENUITY SMARTSTAX, a product that contains five proteins that control important above ground (corn borer, corn ear worm) and below ground (corn root worm) pests and provides tolerance to the herbicides glyphosate and glufosinate, uses multiple modes of action for insect control, the proven means to enhance performance, reduce structured refuge and maintain long-term durability of corn trait technology. GENUITY SMARTSTAX uniquely features a combination of weed and insect control traits that significantly reduces the risk of resistance for both above and below ground pests. As a result, the U.S. EPA and the Canadian Food Inspection Agency allowed reduction of the typical structured farm refuge from 20 percent to 5 percent for GENUITY SMARTSTAX in the U.S. Corn Belt and Canada and from 50 percent to 20 percent for the U.S. Cotton Belt. GENUITY SMARTSTAX corn was launched in the United States in 2010.

Full regulatory submissions were completed for a 5 percent refuge-in-a-bag (RIB) seed blend to the U.S. EPA for GENUITY SMARTSTAX and GENUITY VT DOUBLE PRO. GENUITY SMARTSTAX and VT DOUBLE PRO RIB would provide a single bag solution to enable farmers in the Corn Belt to plant corn without a separate refuge.

We have recently received Brazilian National Technical Biosafety Committee approval for BT ROUNDUP READY 2 YIELD soybeans, which is an important step toward commercialization of the first biotechnology trait developed specifically for a non-US market. Key import submissions are under regulatory review. Other global cultivation opportunities were also expanded for corn and cotton with approval of GENUITY VT TRIPLE PRO in Argentina, YIELDGARD VT PRO and GENUITY VT DOUBLE PRO in South Africa, BOLLGARD II Cotton in Brazil and corn field trials in Mexico, Vietnam and Pakistan.

During 2007, we announced a long-term joint R&D and commercialization collaboration in plant biotechnology with BASF that will focus on high-yielding crops and crops that are tolerant to adverse conditions such as drought. We have completed all North American and key import country regulatory submissions for the first biotech drought-tolerant corn product. Pending necessary approvals, we expect to move to on-farm testing plots with growers around 2012 to obtain on-farm data. Over the long-term life of the collaboration, we and BASF will dedicate a joint budget of potentially \$2.5 billion to fund a dedicated pipeline of yield and stress tolerance traits for corn, soybeans, cotton, canola and wheat.

Our international traits businesses, in particular, will continue to face unpredictable regulatory environments that may be highly politicized. We operate in volatile, and often difficult, economic environments. Although we see growth potential in our India cotton business with the ongoing conversion to higher planting rates with hybrids and BOLLGARD II, this business is currently operating under state governmental pricing directives that we believe limit near-term earnings potential in India.

In Brazil, notwithstanding continuing and varied legal challenges by private and governmental parties, we expect to continue to operate our dual-track business model of certified seeds and our point-of-delivery payment system (ROUNDUP READY soybeans) or our indemnification collection system (BOLLGARD cotton) to ensure that we capture value on all of our ROUNDUP READY soybeans and BOLLGARD cotton crops grown there. Income is expected to grow as farmers choose to plant more of these approved traits. Although Brazilian law clearly states that these products protected by pipeline patents have the duration of the U.S. patent (2014 for ROUNDUP READY soybeans and 2011 for BOLLGARD cotton), legal rulings have not consistently achieved that outcome. Continued commercial approval of new products such as the recently approved VT DOUBLE PRO, YIELDGARD VT PRO, YIELDGARD ROUNDUP READY 2, YIELDGARD Corn Borer and BT ROUNDUP READY 2 YIELD soybeans will provide the opportunity for a step change in contributions from seeds and traits in Brazil. As noted above, YIELDGARD Corn Borer and YIELDGARD VT PRO were approved recently, and were planted in the recent growing seasons. The agricultural economy in Brazil could be impacted by global commodity prices, particularly for corn and soybeans. We continue to maintain our strict credit policy, expand our grain-based collection system, and focus on cash collection and sales, as part of a continuous effort to manage our Brazilian risk against such volatility.



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Efforts to secure an orderly system in Argentina to support the introduction of new technology products are underway. We do not plan to collect on first generation ROUNDUP READY soybeans and we do not plan to commercialize new soybean or cotton traits in Argentina until we can achieve more certainty that we will be compensated for providing the technology. In December 2010, following growers planting more than half of the Northern provinces of Argentina signing a contractual agreement to pay for each use of new BT ROUNDUP READY 2 Yield soybeans (if they choose to plant the technology), Monsanto submitted the regulatory dossier for a planting approval in Argentina. More growers and grain handler agreements will be essential prior to a launch in the Northern provinces. We have no certainty these discussions will lead to an income producing outcome.

In March 2008, a judge of the French Supreme Administrative court (Conseil d'Etat) rejected an application for interim relief by French farmers, French grower associations and various companies, including Monsanto, to overturn the French government's suspension of planting of YIELDGARD Corn Borer pending review and completion under a new regulatory regime. The outcome means that there will be no additional sales or planting of this product in France during the forthcoming growing season. The European Food Safety Authority (EFSA) has issued an opinion that the French suspension is not supported on a scientific basis. The case has now been referred to the European Court of Justice (ECJ) and the ban remains in place. On April 17, 2009, Germany undertook a procedural action under European law and banned the planting of YIELDGARD Corn Borer. We sought interim relief to overturn the ban which the German administrative courts denied. As a result, there will be no sales or planting of MON810 products in Germany this growing season. The court proceedings are postponed pending the outcome of administrative proceedings. Other European Union Member States (e.g., Austria, Luxembourg and Greece) have also invoked procedural measures but we have focused our legal challenges to those countries with significant corn plantings.

**Agricultural Productivity**

Our Agricultural Productivity gross profit peaked in 2008, declined slightly in 2009 and declined significantly in 2010. The structural changes that have occurred in the global glyphosate market, including oversupply and overcapacity at the manufacturing level, have created a significant compression in the manufacturer's margin. We believe this structural change is permanent and will therefore have a long term impact on the level of profits and cash generated by this business. While we expect the business to continue to be cash positive, we have oriented the focus of Monsanto's agricultural productivity business to strategically support Monsanto's ROUNDUP READY crops through our weed management platform that delivers compelling weed control offerings for farmers.

We have submitted a mine plan to the U.S. Bureau of Land Management (BLM) regarding a new phosphate ore mine near Soda Springs, Idaho, that we intend to use to meet existing and future production demands for our ROUNDUP herbicides and licensed glyphosate. BLM is in the process of finalizing an Environmental Impact Statement (EIS) for the mine. We anticipate receiving regulatory approvals for our new mine in fiscal year 2011. However, we are aware that certain environmental groups have initiated litigation against other phosphate producers to disrupt and delay the permitting process.

**Other Information**

As discussed in Note 21 Commitments and Contingencies and Part II Item 1 Legal Proceedings, Monsanto is involved in a number of lawsuits and claims relating to a variety of issues. Many of these lawsuits relate to intellectual property disputes. We expect that such disputes will continue to occur as the agricultural biotechnology industry evolves. Third parties, including non-governmental organizations, have challenged the validity or enforceability of patents issued to the company regarding our biotechnology products. For additional information related to the outlook for Monsanto, see Caution Regarding Forward-Looking Statements at the beginning of this Report on Form 10-Q/A, Part II Item 1A Risk Factors below and Part I Item 1A of our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010.

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**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

In preparing our financial statements, we must select and apply various accounting policies. Our most significant policies are described in Part II Item 8 Note 2 Significant Accounting Policies to the consolidated financial statements

contained in our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010. In order to apply our accounting policies, we often need to make estimates based on judgments about future events. In making such estimates, we rely on historical experience, market and other conditions, and on assumptions that we believe to be reasonable. However, by its nature the estimation process is uncertain, given that estimates depend on events over which we may not have control. If market and other conditions change from those that we anticipate, our financial condition, results of operations, or liquidity may be affected materially. In addition, if our assumptions change, we may need to revise our estimates or take other corrective actions, either of which may have a material effect on our financial condition, results of operations, or liquidity.

The estimates that have a higher degree of inherent uncertainty and require our most significant judgments are outlined in Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Report on Form 10-K/A for fiscal year ended Aug. 31, 2010. Had we used estimates different from any of those contained in such Report on Form 10-K/A, our financial condition, profitability, or liquidity for the current period could have been materially different from those presented in this Form 10-Q/A.

**NEW ACCOUNTING STANDARDS**

In July 2010, the FASB issued a new update that requires enhanced disclosures regarding credit quality and the related allowance for credit losses of financing receivables. The new disclosures will require additional information for nonaccrual and past due accounts, the allowance for credit losses, impaired loans, credit quality, and account modifications. Accordingly, we will include the new disclosure requirements as of the end of the reporting period beginning in second quarter 2011, and the disclosures related to activities during the reporting period beginning in our third quarter 2011. We are currently evaluating the disclosure impact of including this update on the consolidated financial statements.

In January 2010, the FASB issued an amendment to the Fair Value Measurements and Disclosures topic of the ASC. This amendment requires disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. It also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. This amendment was effective for periods beginning after Dec. 15, 2009, except for the requirement to provide the Level 3 activity of purchases, sales, issuances, and settlements, which will be effective for fiscal years beginning after Dec. 15, 2010, and for interim periods within those fiscal years. Accordingly, we prospectively adopted this amendment in third quarter 2010, and adopted the additional Level 3 requirements in fiscal year 2011. See Note 14 Fair Value Measurements for the new disclosures.

In June 2009, the FASB issued a standard that requires an analysis to determine whether a variable interest gives the entity a controlling financial interest in a variable interest entity. This statement requires an ongoing reassessment and eliminates the quantitative approach previously required for determining whether an entity is the primary beneficiary. This standard is effective for fiscal years beginning after Nov. 15, 2009. Accordingly, we adopted this standard on Sept. 1, 2010. See Note 5 Variable Interest Entities for the disclosures required by this standard.

In June 2009, the FASB issued a standard that removes the concept of a qualifying special-purpose entity (QSPE) from GAAP and removes the exception from applying consolidation principles to a QSPE. This standard also clarifies the requirements for isolation and limitations on portions of financial assets that are eligible for sale accounting. This standard is effective for fiscal years beginning after Nov. 15, 2009. Accordingly, we adopted this standard in first quarter fiscal year 2011. See Note 4 Customer Financing Programs for additional discussion regarding the impact on our QSPE related to a Brazilian financing program and other financing programs.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There are no material changes related to market risk from the disclosures in Monsanto's Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010.

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**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Our management, including our Chief Executive Officer and Chief Financial Officer, re-evaluated the effectiveness of our disclosure controls and procedures as of Nov. 30, 2010. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

In connection with the restatement described in Note 25 Restatement of Consolidated Financial Statements to our condensed consolidated financial statements, our Chief Executive Officer and Chief Financial Officer re-evaluated our disclosure controls and procedures and determined that there was a material weakness in our internal control over financial reporting as of Nov. 30, 2010. Specifically, our controls over the timing of the recording of customer incentive programs were improperly designed and were not effective in capturing the accuracy and timeliness of incentives communicated to customers. A material weakness existed in the design of the controls over the timing of recognizing the cost of these customer incentive programs. Based on this re-evaluation and because of the material weakness described above, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of Nov. 30, 2010.

**Changes in Internal Control over Financial Reporting**

There was no change in our internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS**

We are involved in various legal proceedings that arise in the ordinary course of our business, as well as proceedings that we have considered to be material under SEC regulations. These include proceedings to which we are party in our own name and proceedings to which our former parent Pharmacia Corporation or its former subsidiary Solutia Inc. is a party but that we manage and for which we are responsible. Information regarding certain material proceedings and the possible effects on our business of proceedings we are defending is disclosed in Note 21 under the subheading Environmental and Litigation Liabilities Litigation and is incorporated by reference herein. The following discussion provides new and updated information regarding certain other proceedings for which we are responsible. Other information with respect to legal proceedings appears in our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010.

**Patent and Commercial Proceedings**

As described in our Report of Form 10-K/A for the fiscal year ended Aug. 31, 2010, on Dec. 23, 2008, we entered into a dispute resolution process with Pioneer Hi-Bred International, Inc. (Pioneer), a wholly owned subsidiary of E. I. du Pont de Nemours and Company (DuPont), to address issues regarding the unauthorized use of our proprietary technology. Pioneer has announced plans to combine or stack their Optimum<sup>®</sup> GAT<sup>®</sup> trait in soybeans with our patented first generation ROUNDUP READY technology, contrary to their previously disclosed plans to discontinue use of soybean varieties containing our technology and pursue the Optimum<sup>®</sup> GAT<sup>®</sup> trait alone. We believe that Pioneer is not authorized to make this genetic combination, and we are seeking to prevent non-consensual use of our proprietary technology. On May 4, 2009, following unsuccessful discussions, Monsanto filed suit against DuPont and Pioneer in Federal District Court in St. Louis asserting patent infringement and breach of contract claims to prevent the unauthorized use of our ROUNDUP READY technology in corn and soybeans. On June 16, 2009, the defendants filed an answer and counterclaim seeking injunctive relief, damages and specific performance asserting a claim of license as well as the invalidity or unenforceability of the patent asserted by Monsanto, and also claiming alleged anticompetitive behavior relating to traits for corn and soybeans. The court, on Sept. 16, 2009, severed the antitrust defense interposed by DuPont for a separate, subsequent trial following our case for patent infringement and license breach. On Oct. 23, 2009, the Court heard our motion for judgment on the pleadings to declare DuPont and Pioneer in breach of their corn and soybean licensing agreements with us. On Jan. 15, 2010, the Court granted our motion declaring that DuPont and Pioneer are not licensed to create a product containing ROUNDUP READY and Optimum<sup>®</sup> GAT<sup>®</sup> traits stacked in combination. The remaining patent claims are set for trial on Oct. 17, 2011, and the antitrust counterclaims are set for trial on July 9, 2012. We believe we have meritorious legal positions and will continue to represent our interests vigorously in this matter.

**Governmental Proceedings and Undertakings**

As described in our Report of Form 10-K/A for the fiscal year ended Aug. 31, 2010, on Dec. 2, 2005, the Federal Revenue Service of the Ministry of Finance of Brazil issued a tax assessment against our wholly owned subsidiary, Monsanto do Brasil Ltda., challenging the tax treatment of \$575 million of notes issued in 1998 on the basis that the transactions involving the notes represented contributions to the capital of Monsanto do Brasil rather than funding through issuance of notes. The assessment denies tax deductions for approximately \$1.2 billion (subject to currency exchange rates) of interest expense and currency exchange losses that were claimed by Monsanto do Brasil under the notes. The assessment seeks payment of approximately \$250 million (subject to currency exchange rates) of tax, penalties and interest related to the notes, and would preclude Monsanto do Brasil from using a net operating loss carryforward of approximately \$1 billion (subject to currency exchange rates). The issuance of the notes was properly registered with the Central Bank of Brazil and we believe that there is no basis in law for this tax assessment. On Dec. 29, 2005, Monsanto do Brasil filed an appeal of this assessment with the Federal Revenue Service. On Oct. 28, 2008, the company received a partially favorable decision issued by the first level of Administrative Court. The Court reduced the assessed penalty from 150% to 75%, respectively, from \$85 million to \$42 million (each subject to currency exchange rates) and maintained the tax and interest. On Nov. 26, 2008, we filed an appeal before the second level of Administrative Court with regard to the adverse portion of the decision by the first level of Administrative Court. The Federal Revenue Service also appealed the portion of the decision favorable to Monsanto do Brasil. On Sept. 17, 2010, the appeals were assigned to the Administrative Council of Tax Appeals. The court date is pending. The company continues to believe that there is no basis in law for this tax assessment. Under the terms of a tax



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sharing agreement concluded with Pharmacia at the time of our separation from Pharmacia, Pharmacia would be responsible for a portion of any liability incurred by virtue of the tax assessment. As noted, certain dollar amounts have been calculated based on an exchange rate of 1.6 Brazilian reais per U.S. dollar, and will fluctuate with exchange rates in the future. We believe we have meritorious legal positions and will continue to represent our interests vigorously in this matter.

**Securities and Derivative Proceedings**

As described in our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010, on July 29, 2010, a purported class action suit, styled Rochester Laborers Pension Fund v. Monsanto Co., et al., was filed against us and three of our past and present executive officers in the U.S. District Court for the Eastern District of Missouri. The suit alleges that defendants violated the federal securities laws by making false or misleading statements between Jan. 7, 2009, and May 27, 2010, regarding our earnings guidance for fiscal 2009 and 2010 and the anticipated future performance of our ROUNDUP business. The alleged class consists of all persons who purchased or otherwise acquired Monsanto common stock between Jan. 7, 2009, and May 27, 2010. Plaintiff claims that these statements artificially inflated the price of our stock and that purchasers of our stock during the relevant period were damaged when the stock price later declined. Plaintiff seeks the award of unspecified amount of damages on behalf of the alleged class, counsel fees and costs. We believe we have meritorious legal positions and will continue to represent our interests vigorously in this matter. On Sept. 27, 2010, three members of the alleged class moved to be appointed the lead plaintiff in the action. On Nov. 1, 2010, the Court appointed the Arkansas Teacher Retirement System as lead plaintiff in the action, and the Court thereafter extended the lead plaintiff's time to file an amended complaint until Jan. 31, 2011.

As described in our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010, on Aug. 4 and 5, 2010, two purported derivative suits styled Espinoza v. Grant, et al. and Clark v. Grant, et al., were filed on our behalf against our directors and three of our past and present executive officers in the Circuit Court of St. Louis County, Missouri. Asserting claims for breach of fiduciary duty, corporate waste and unjust enrichment, plaintiffs allege that our directors themselves made or allowed Monsanto to make the same allegedly false and misleading statements at issue in the purported class action. Plaintiffs also assert a claim arising out of the acceleration of certain stock options held by one of our former executive officers upon his retirement, as well as a claim based on one director's sale of Monsanto stock while allegedly in possession of material, non-public information relating to our earnings guidance. Plaintiffs seek injunctive relief and the award of unspecified amounts of damages and restitution for Monsanto, counsel fees and costs. Plaintiffs have moved for an order consolidating the Espinoza and Clark actions and appointing lead and liaison counsel. The parties have stipulated to the consolidation of the Espinoza and Clark actions and submitted the stipulation to the Court for its approval. Defendants have moved for a stay of these actions in favor of the proposed federal securities class action (described above) and the federal derivative action (described below). The parties have stipulated to a stay of these actions pending resolution of motions to dismiss expected to be filed in the federal actions, subject to specified exceptions, and have submitted their stipulation to the Court for its approval.

As described in our Report of Form 10-K/A for the fiscal year ended Aug. 31, 2010, on Aug. 30, 2010, another purported derivative action styled Kurland v. AtLee, et al., was filed on our behalf against our directors in the U.S. District Court for the Eastern District of Missouri. Asserting claims for breach of fiduciary duty, abuse of control, gross mismanagement, corporate waste, unjust enrichment and insider selling and misappropriation under Delaware law, the complaint contains allegations similar to the two state court derivative actions described above relating to the same allegedly false and misleading statements and a director's sale of shares, and adds allegations relating to a senior executive's sale of Monsanto stock while allegedly in possession of material, non-public information. Plaintiff seeks injunctive relief and the award of unspecified amounts of compensatory and exemplary damages, counsel fees and costs. On Sept. 3, 2010, defendants in the securities class action described above moved for consolidation and coordination of that action with the Kurland derivative action. On Sept. 28, 2010, the Court denied this motion, but stated that pretrial coordination of the federal actions should occur. On Oct. 11, 2010, a second purported derivative action styled Stone v. Bachmann, et al., was filed in the same federal district court on our behalf against certain of our directors. The allegations made and relief sought in the action are substantially similar to the allegations made and relief sought in the Kurland action. On Oct. 13, 2010, a third purported derivative action, styled Fagin v. AtLee, et al., was filed on our behalf against our directors in the same federal district court. The allegations made and relief sought in the Fagin action are substantially similar to the allegations made and relief sought in both the Kurland and Stone actions. The parties in these three derivative actions have stipulated to their consolidation for all purposes and to the filing of a consolidated complaint, and the Court has approved their stipulation on Nov. 30, 2010.

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**ITEM 1A. RISK FACTORS**

Please see Caution Regarding Forward-Looking Statements, at the beginning of this Report on Form 10-Q/A and Part I Item 1A of our Report on Form 10-K/A for the fiscal year ended Aug. 31, 2010, for information regarding risk factors. There have been no material changes from the risk factors previously disclosed in our Report on Form 10-K/A.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****Issuer Purchases of Equity Securities**

The following table is a summary of any purchases of equity securities during the first quarter of fiscal year 2011 by Monsanto and any affiliated purchasers, pursuant to SEC rules.

| Period                                | (a) Total Number of<br>Shares<br>Purchased | (b) Average<br>Price Paid<br>per Share <sup>(1)</sup> | (c) Total Number of Shares<br>Purchased as Part of<br>Publicly Announced<br>Plans<br>or Programs | (d) Approximate Dollar  |
|---------------------------------------|--|---|--|---|
|                                       |  |   |  | Value of Shares that May<br>Yet Be Purchased<br>Under<br>the Plans or<br>Programs |
| <b>September 2010:</b>                |  |   |  |   |
| Sept. 1, 2010, through Sept. 30, 2010 | 127,024                                    | \$54.46   | 127,024  | \$992,036,541   |
| <b>October 2010:</b>                  |  |   |  |   |
| Oct. 1, 2010, through Oct. 31, 2010   | 4,603,452 (2)                              | \$55.32   | 4,596,285  | \$737,759,271   |
| <b>November 2010:</b>                 |  |   |  |   |
| Nov. 1, 2010, through Nov. 30, 2010   | 94,007                                     | \$60.76   | 94,007   | \$732,047,025   |
| <b>Total</b>                          | <b>4,824,483</b>                           | <b>\$55.40</b>  | <b>4,817,316</b>   | <b>\$732,047,025</b>  |

<sup>(1)</sup> The average price paid per share is calculated on a trade date basis and excludes commission.

<sup>(2)</sup> Includes 7,167 shares withheld to cover the withholding taxes upon the vesting of restricted stock. In June 2010, the board of directors authorized a repurchase program of up to \$1 billion of the company's common stock over a three-year period beginning July 1, 2010. This repurchase program commenced Aug. 24, 2010. There were no other publicly announced plans outstanding as of Nov. 30, 2010.

**ITEM 6. EXHIBITS**

Exhibits: The list of exhibits in the Exhibit Index to this Report is incorporated herein by reference.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MONSANTO COMPANY

(Registrant)

By: /s/ NICOLE M. RINGENBERG  
Nicole M. Ringenberg

Vice President and Controller

(On behalf of the Registrant and as Principal

Accounting Officer)

Date: Nov. 14, 2011

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**EXHIBIT INDEX**

These Exhibits are numbered in accordance with the Exhibit Table of Item 601 of Regulation S-K.

**Exhibit**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
| 2          | Omitted  |
| 3          | Omitted  |
| 4          | Omitted  |
| 10         | Form of Change of Control Employment Security Agreement for Messrs. Begemann, Grant and Snively, and Dr. Fraley, effective Sept. 1, 2010 (incorporated by reference to Exhibit 10 to Form 8-K, filed Sept. 7, 2010, File No. 16167). |
| 11         | Omitted see Note 19 of Notes to Consolidated Financial Statements Earnings (Loss) Per Share.   |
| 12         | Computation of Ratio of Earnings to Fixed Charges.   |
| 15         | Omitted  |
| 18         | Omitted  |
| 19         | Omitted  |
| 22         | Omitted  |
| 23         | Omitted  |
| 24         | Omitted  |
| 31.1       | Rule 13a-14(a) Certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by the Chief Executive Officer).   |
| 31.2       | Rule 13a-14(a) Certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by the Chief Financial Officer).   |
| 32         | Rule 13a-14(b) Certifications (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Chief Executive Officer and the Chief Financial Officer).  |
| 101.INS    | XBRL Instance Document.  |
| 101.SCH    | XBRL Taxonomy Extension Schema Document.   |
| 101.CAL    | XBRL Taxonomy Extension Calculation Linkbase Document.   |

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- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.