

/s/ FRANCIS A. CONTINO
Francis A. Contino

Executive Vice President, Chief
Financial Officer & Strategic Planning

March 23, 2005

Principal Accounting Officer:

/s/ KENNETH A. KELLY, JR.
Kenneth A. Kelly, Jr

Vice President & Controller

March 23, 2005

A majority of the Board of Directors:

BARRY H. BERACHA, JAMES T. BRADY, FRANCIS A. CONTINO, ROBERT G. DAVEY, EDWARD S. DUNN, JR., J. MICHAEL FITZPATRICK,
FREEMAN A. HRABOWSKI, III, ROBERT J. LAWLESS, MARGARET M.V. PRESTON, WILLIAM E. STEVENS AND KAREN D. WEATHERHOLTZ.

By: /s/ ROBERT W. SKELTON
Robert W. Skelton

Attorney-in-fact

March 23, 2005

McCormick & Company, Incorporated 2003 Employees Stock Purchase Plan. Pursuant to the requirements of the Securities Act of 1933, the McCormick & Company, Incorporated 2003 Employees Stock Purchase Plan has duly caused this Post Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Baltimore, and the State of Maryland, on the 23rd day of March, 2005.

**McCORMICK & COMPANY, INCORPORATED
2003 EMPLOYEES STOCK PURCHASE PLAN**

By: /s/ ROBERT W. SKELTON
Robert W. Skelton
Attorney-in-Fact