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HEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

RECEIVING ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Freeport McMoran Resource Partners, Limited Partnership

Individual
 Association
 General Partnership
 Limited Partnership
 Corporation State: Delaware
 Other

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and Address of receiving party(ies):
 Name: Phosphate Resource Partners Limited Partnership
 Internal Address:
 Street Address: 1615 Poydras Street
 City: New Orleans State: LA ZIP: 70112

Individual(s) Citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation State: Delaware
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other

Execution Date: January 9, 1998

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

264,116 for AGRICO

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elisabeth A. Evert, Esq.
 Internal Address: Sidley & Austin

Street Address: 717 N. Harwood
 Suite 3400
 City: Dallas State: Texas ZIP: 75201

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$290.00
 Enclosed
 Authorized to be charged to deposit account
 Account Number 18-1260

8. Deposit account number: 18-1260

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elisabeth A. Evert
 Name of Person Signing

Signature

June 9, 1998
 Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

Our Ref:

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TRADEMARK
 REEL: 1741 FRAME: 0589



EXHIBIT A

Registration No. 788,751 for AGRI-FACTS;
Registration No. 868,893 for AGRI-FLO;
Registration No. 1,481,237 for SUPER N and Design;
Registration No. 1,574,091 for AGRI BLEND;
Registration No. 1,608,700 for FREEPHOS 58;
Registration No. 1,608,701 for ULTRA YIELD and Design;
Registration No. 1,638,049 for AGRICOSUN (Stylized);
Registration No. 1,666,342 for SUPER U and Design;
Registration No. 1,692,249 for AGRICO TURF; and
Registration No. 1,899,499 for AGROTAIN.

TRADEMARK
REEL: 1741 FRAME: 0590

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FREEPORT-MCMORAN RESOURCE PARTNERS, LIMITED PARTNERSHIP", CHANGING ITS NAME FROM "FREEPORT-MCMORAN RESOURCE PARTNERS, LIMITED PARTNERSHIP" TO "PHOSPHATE RESOURCE PARTNERS LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 1998, AT 8:30 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9119077

DATE:

TRADID ~~6404936~~

REEL: 1741 FRAME: 0591

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE
OF LIMITED PARTNERSHIP

OF
FREEPORT-McMoRan RESOURCE PARTNERS, LIMITED PARTNERSHIP

WHEREAS, on April 17, 1986, a Certificate of Limited Partnership in the name of Freeport-McMoRan Resource Partners, L.P. (the "Partnership") was filed with the Secretary of State of Delaware (the "Original Certificate"); and

WHEREAS, on June 13, 1986, an Amended and Restated Certificate of Limited Partnership changing the name of the Partnership to Freeport-McMoRan Resource Partners, Limited Partnership was filed with the Secretary of State of the State of Delaware (the "Amended and Restated Certificate"); and

WHEREAS, effective January 17, 1989, a Certificate of Amendment to Amended and Restated Certificate of Limited Partnership reflecting the withdrawal of Geysers Geothermal Company as a general partner and the admission of McMoRan Oil & Gas Co., a Delaware corporation, as a new general partner was filed with the Secretary of State of the State of Delaware (the "First Certificate of Amendment"); and

WHEREAS, effective January 5, 1990, a Certificate of Amendment to Amended and Restated Certificate of Limited Partnership reflecting the withdrawal of Freeport Phosphate Rock Company as a general partner was filed with the Secretary of State of State of Delaware (the "Second Certificate of Amendment"); and

WHEREAS, effective April 16, 1990, a Certificate of Amendment to the Amended and Restated Certificate of Limited Partnership reflecting that through transfers and merger, the two remaining general partners of the Partnership were Freeport-McMoRan Inc., a Delaware corporation ("FTX") and FMRP Inc., a Delaware corporation, was filed with the Secretary of State of State of Delaware (the "Third Certificate of Amendment"); and

WHEREAS, effective as of 1:00 p.m. (Eastern Standard Time) on December 22, 1997, FTX was merged (the "Merger") with an into IMC Global Inc., a Delaware corporation ("IMC"), pursuant to the Agreement and Plan of Merger by and between IMC and FTX dated as of August 26, 1997; and

