

ASSIGNMENT

WHEREAS, IMC Agribusiness, Inc., located at 6 Executive Drive, Post Office Box 1986, Collinsville, IL 62235-1986, a Delaware corporation, is the owner of the trademarks listed in Schedule A, which are registered in the United States Patent and Trademark Office; and

WHEREAS, Vigoro Acquisition Corp., located at 201 West Fourth St. Sylacauga, Alabama 35150, a Delaware corporation, is desirous of acquiring the trademarks listed in Schedule A and the registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, IMC Agribusiness, Inc. does hereby assign, sell, convey, and transfer unto Vigoro Acquisition Corp., all right, title, and interest in and to said trademarks listed in Schedule A, together with the goodwill of the business symbolized by the mark, and the registration thereof identified in Schedule A.

This Assignment is executed NUNC PRO TUNC with an effective date of May 29, 1998.

IMC Agribusiness, Inc.

By Rose Marie Williams

Print Name ROSE MARIE WILLIAMS

Print Title SECRETARY

STATE OF Illinois
Cook COUNTY

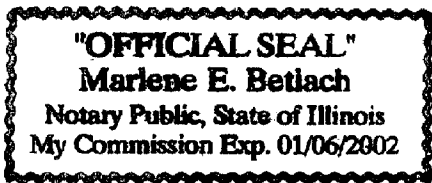
I, the undersigned authority in and for this County and State, hereby certify that Rose Marie
Williams whose name as Secretary for IMC Agribusiness
and whose name is known to me, acknowledge before me on this date that being informed of the
contents of the foregoing instrument, he, as such officer and with full authority, executed the
same voluntarily, for and as the act of said Corporation.

Given under my hand and official seal this 29th day of May, 1998.

(SEAL)

Marlene E. Betlach
Notary Public

My Commission Expires: 1/6/2002



SCHEDULE A

| <u>Reg. No.</u> | <u>Trademark</u> | <u>Description of Goods</u> |
|-----------------|------------------|-----------------------------|
| 75/492,429 | DEEP GREEN™ | for plant food |
| 75/507,708 | VIGORO™ | for agricultural seed |