

12-14-2000

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patents a

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al documents or copy thereof.

1. Name of conveying party(ies): IMC-Agrico Company

() Individual
 () Association
 (x) General Partnership
 () Limited Partnership
 () Corporation State:
 () Other
 Additional name(s) of conveying party(ies) attached?
 () Yes (x) No

MKD
11.22.00

2. Name and Address of receiving party(ies):

Name: IMC Phosphates Company
 Internal Address: Suite 300
 Street Address: 100 South Saunders Road
 City: Lake Forest State: IL ZIP: 60045-2561

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

3. Nature of conveyance:

() Assignment
 () Merger
 () Security Agreement
 (x) Change of Name
 () 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 (X) No

Execution Date:

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

A. Trademark Application No.(s)
 N/A

B. Trademark registration No.(s)

US Registration No. 907,608

Additional numbers attached? () Yes (x) No

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

Name: Nathanael G. Barnes
 Internal Address:

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

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$40.00
 () Enclosed
 (x) 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)

DO NOT USE THIS SPACE

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.

Name of Person Signing: Nathanael G. Barnes

Signature *Nathanael G. Barnes*

Date: 11/20/00

Total number of pages comprising cover sheet: 1

Our Ref: Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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 Washington, D.C. 20231

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**FOURTH AMENDMENT AND AGREEMENT UNDER THE PARTNERSHIP
AGREEMENT**

This Fourth Amendment and Agreement Under the Partnership Agreement (this "Amendment") is dated as of June 26, 2000 by and among (i) IMC Global Operations Inc., a Delaware corporation ("Operations"), (ii) Phosphate Resource Partners Limited Partnership, a Delaware limited partnership ("PLP"), (iii) IMC-Agrico MP, Inc., a Delaware corporation (the "Managing Partner"), and (iv) IMC-Agrico Company, a Delaware general partnership (the "Partnership").

WITNESSETH

WHEREAS, Operations, PLP and the Managing Partner are parties to an Amended and Restated Partnership Agreement dated as of July 1, 1993, as further amended and restated as of May 26, 1995, as further amended by the Amendment and Agreement under the Partnership Agreement dated January 23, 1996, as further amended by the Second Amendment and Agreement under the Partnership Agreement dated January 1, 1997 (as amended, the "Partnership Agreement"), as further amended by the Third Amendment and Agreement under the Partnership Agreement dated August 1, 1997 and as further amended by the Fourth Amendment and Agreement under the Partnership Agreement dated December 22, 1997;

WHEREAS, Operations, PLP, the Managing Partner and the Partnership desire to amend the Partnership Agreement to change the name of the Partnership;

NOW, THEREFORE, in consideration of the covenants and agreements herein set forth and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The first sentence of Section 2.02 of the Agreement is hereby amended and replaced in its entirety with the following:

"The Partnership is to be known as "IMC Phosphates Company" or such other name as the Partners shall unanimously decide."

IN WITNESS WHEREOF, the parties have signed this Amendment as of the date first written above.

IMC GLOBAL OPERATIONS INC.

By: Mary Ann Hynes
Name: Mary Ann Hynes
Title: Senior Vice President

PHOSPHATE RESOURCE PARTNERS,
LIMITED PARTNERSHIP, by IMC GLOBAL INC., its
Administrative Managing Partner

By: Mary Ann Hynes
Name: Mary Ann Hynes
Title: Senior Vice President

IMC-AGRICO MP, INC.

By: Mary Ann Hynes
Name: Mary Ann Hynes
Title: Vice President

IMC AGRICO COMPANY

By: IMC-Agrico MP, Inc., its managing general partner

By: Mary Ann Hynes
Name: Mary Ann Hynes
Title: Vice President