

March 28, 2001

3/30/01

RECORDATION
TRADEMARK

04-02-2001



101657195

To the Honorable Director of Patents and Trademarks. Please record the a

1. Name of conveying party(ies): Union Oil Company of California

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

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

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

Name: Agrium U.S. Inc.
Internal Address: _____

Street Address: Suite 1400, Stanford Place 3

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 3, 2000

4582 South Ulser Street
City Denver State CO ZIP 80237

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 Other _____

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

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

A. Trademark Application No.(s) 75/734,853; 76/014,199

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 1,620,691; 2,043,626; 2,066,853; 1,824,006; 2,336,211; 2,076,821; 1,999,670; 2,295,656

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

Name: Alexandra J. Horne
Internal Address: SKJERVEN MORRILL MacPHERSON LLP
Street Address: 25 METRO DRIVE, SUITE 700
City SAN JOSE State CA ZIP 95110

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41):\$ 265

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 19-2386
(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.

Alexandra J. Horne Alexandra J. Horne March 28, 2001
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 5

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

Do not detach this portion

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

**Director of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-011), Washington, D.C. 20231.

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03/30/2001 GTDN11 00000393 192386 1620691

01 FC:481 40.00 CH
02 FC:482 225.00 CH

TRADEMARK
REEL: 002262 FRAME: 0388

ASSIGNMENT OF TRADEMARK

WHEREAS UNION OIL COMPANY OF CALIFORNIA ("Assignor"), whose principal office or place of business is 376 S. Valencia Avenue, Brea, California, 92823 has agreed to transfer to AGRIMUM U.S. INC. ("Assignee"), whose principal office or place of business is Suite 1400, Stanford Place 3, 4582 South Ulster Street, Denver, Colorado, USA, 80237, the trademarks in the attached Schedule "A", and all goodwill and reputation attached thereto and all rights in any matured cause of action related thereto in the United States and throughout the World (all of which is hereinafter called the "Trademark"); and

WHEREAS Assignee, is desirous of acquiring all right, title and interest in and to the said Trademark, all goodwill and reputation attached thereto and all rights in any matured cause of action related thereto;

NOW THEREFORE in consideration of the terms of an Agreement between the Assignor and the Assignee, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor, hereby sells, assigns, transfers and sets over unto the said Assignee, the entire and exclusive right, title and interest in and to said Trademark, including all goodwill and reputation attached or related thereto and any matured cause of action related to said Trademark.

EXECUTED in the City of Brea, in the State of California, this 30th day of November, 2000.

UNION OIL COMPANY OF CALIFORNIA

Per: 

Name: Kim D. S. Alsop

Title: Director, Corporate Development

TRADEMARK

REEL: 002262 FRAME: 0389

SCHEDULE "A"

Trademarks	Registration/Application Number
N-pHURIC	1,620,691
N-pHURIC	2,043,626
Nphuric GTO	2,066,853
PHAIRWAY DESIGN	1,824,006
PHAIRWAY	2,336,211
FEEDING YOUR BUSINESS	2,076,821
FEEDING YOUR BUSINESS	1,999,670
ONE CHOICE, MANY SOLUTIONS	2,295,656
RIGHT AS RAIN	75/734853
SIP SHELTER-IN-PLACE	76/014199
ALASKA NITROGEN PRODUCTS	3262 (AK)

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

BOX NO FEE
 COMMISSIONER FOR TRADEMARKS
 2900 Crystal Drive
 Arlington, VA 22202-3513

REVOCATION AND NEW POWER OF ATTORNEY

Agrium U.S. Inc., owner of the trademark applications and registrations listed in Exhibit A, attached hereto, hereby revokes any and all previous Powers of Attorney and appoints the following attorneys at law, of the firm of Skjerven Morrill MacPherson LLP, whose address is 25 Metro Drive, Suite 700, San Jose, California 95110, to prosecute this application, to register with full power of substitution, association and revocation, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the certificate of registration:

Michael P. Adams	Mary Jo Bertani	Frank S. Hiscox
Alexandra J. Horne	Ken John Koestner	Don C. Lawrence
John A. Livingstone II	Theodore P. Lopez	Alan H. MacPherson
Christopher L. Graff	Alison de Runtz	Dana Brody-Brody
&	Stephen A. Terrile	

LAW OFFICES OF
 SKJERVEN MORRILL
 MACPHERSON LLP

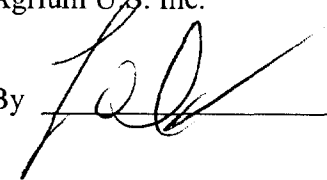
25 METRO DRIVE
 SUITE 700
 SAN JOSE, CA 95110
 (408) 453-9200
 FAX (408) 453-7979

Applicant requests that all communications in this matter be directed to:

Alexandra J. Horne
Skjerven, Morrill, MacPherson LLP
25 Metro Drive, Suite 700
San Jose, California 95110
Tel: 1-408-453-9200
Fax: 1-408-453-7979

Dated: March 23, 2001

Respectfully submitted,
Agrium U.S. Inc.

By 

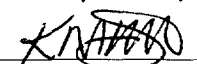
Name: **LESLIE O'DONOGHUE**

Title: **Vice President,
General Counsel &
Corporate Secretary**

CERTIFICATE OF EXPRESS MAIL DELIVERY

Sir/Madam:

I hereby certify that this paper and/or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated below and is addressed to BOX NO FEE, Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513. The Express Mail mailing label number of this document and all enclosures referred to herein is EL403810365 US.

Signature: 

Date: 3-28-01

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SKJERVEN MORRILL
MACPHERSON LLP

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EXHIBIT A

<u>Atty Dkt. No.</u>	<u>Mark</u>	<u>Reg./Ser. No.</u>	<u>Reg./Filing Date</u>
TA-581 US	N-PHURIC (Design)	1,620,691	11/06/1990
TA-582 US	N-PHURIC	2,043,626	03/11/1997
TA-583 US	N-PHURIC GTO	2,066,853	06/03/1997
TA-584 US	PHAIRWAY (Design)	1,824,006	03/01/1994
TA-585 US	PHAIRWAY	2,336,211	03/28/2000
TA-586 US	FEEDING YOUR BUSINESS	2,076,821	07/08/1997
TA-586-1 US	FEEDING YOUR BUSINESS	1,999,670	09/10/1996
TA-588 US	ONE CHOICE, MANY SOLUTIONS	2,295,656	11/30/1999
TA-594 US	POPCORN	902,853	11/24/1970

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