

RE 08-09-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101805124

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):

IMC KALIUM LTD.

8-1-01

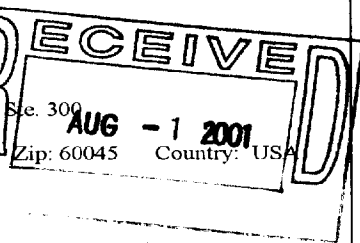
2. Name and Address of receiving party(ies):

Name: IMC USA INC.

Internal Address:

Street Address: 100 South Saunders Rd. Ste. 300

City: Lake Forrest State: Illinois



Zip: 60045 Country: USA

Individual(s) Citizenship: U.S.A.

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, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

- Individual
- General Partnership
- Corporation-State Delaware
- Association
- Limited Partnership
- Other -

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other -
- Merger
- Change of Name

Execution Date: June 26, 2000

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark registration No.(s)

USRN 1,730,489 for the mark WATERSHED registered November 10, 1992

Additional numbers attached? Yes No

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

Name: Nathanael G. Barnes
Internal Address: Sidley & Austin
Street Address: 717 North Harwood St., Suite 3400
City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 18-1260

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.

Nathanael G. Barnes
Name of Person Signing

Signature

8/1/01

Date

Total number of pages comprising cover sheet 3

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

Our Ref: 49721/tba

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

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Box Assignment
Washington, D.C. 20231

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TRADEMARK
REEL: 002344 FRAME: 0496

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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 "IMC KALIUM LTD.", CHANGING ITS NAME FROM "IMC KALIUM LTD." TO "IMC USA INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2135276 8100

AUTHENTICATION: 1055060

010156765

DATE: 03-30-01

TRADEMARK
REEL: 002344 FRAME: 0497

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF IMC KALIUM LTD.**

The undersigned officer, Rose Marie Williams, Secretary, of IMC Kalium Ltd., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify that:

1. Article One of the Certificate of Incorporation of the Company is hereby amended in its entirety as follows:

"ARTICLE ONE

The name of the corporation is IMC USA Inc."

- 2 This Certificate of Amendment was duly adopted by sole director and the sole stockholder of the Company according to the provisions of Sections 141 (f), 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have hereunto subscribed my name this
23rd day of June, 2000.

IMC KALIUM LTD.

By: Rose Marie Williams
Rose Marie Williams
Secretary