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08-21-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks

Documents or copy thereof

1. Name of conveying party(ies):
IMC-AGRICO COMPANY

08/14/01

Individual
 General Partnership
 Corporation-State

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

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

Name: IMC PHOSPHATES COMPANY

Internal Address:

Street Address: 100 South Saunders Rd., Ste. 300

City: Lake Forrest State: IL Zip: 60045 Country: USA

Individual(s) Citizenship: U.S.A.
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State
 Other:

AUG 14 2001

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

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)
USAN 75/616,442 for the mark CONSERVE-N filed January 6, 1999

B. Trademark registration No.(s)

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 Brown & Wood
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 *Nathanael G. Barnes* August 14, 2001
Name of Person Signing Signature Date

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

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

Commissioner of Patents and Trademarks
Box Assignment
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