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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TR 101901765

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
IMC USA Inc.

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

Effective Date: October 30, 2001

2. Name and Address of receiving party(ies):
 Name: IMC Salt Inc.
 Internal Address:
 Street Address: 8300 College Boulevard
 City: Overland Park State: Kansas Zip: 66210 Country: USA

Individual(s) Citizenship:
 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

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)
 NOV 1 2001

B. Trademark registration No.(s)
 USRN 2,343,939 for the mark AG SELECT registered on 4/18/00
 USRN 2,310,029 for the mark FAST MELT registered on 1/10/00
 USRN 1,580,919 for the mark K-LIFE registered on 2/6/90
 USRN 2,367,162 for the mark NATURAL SALT registered on 7/11/00
 USRN 1,937,487 for the mark NATURE'S OWN registered on 11/21/95
 USRN 2,250,361 for the mark PROFESSIONAL BLEND registered on 6/1/99
 USRN 2,307,769 for the mark PURE MELT registered on 1/11/00
 USRN 2,322,165 for the mark RESIN KLEEN registered on 2/22/00
 USRN 1,070,471 for the mark SAFE STEP registered on 8/2/77
 USRN 1,730,489 for the mark WATERSHED registered on 11/10/92

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: 10

7. Total fee (37 CFR 3.41).....\$265.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 18-1260

11/27/2001 BBYRME 00000002 181260 2343939

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

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

Nathanael G. Barnes
 Signature

11/16/01
 Date

Total number of pages comprising cover sheet

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

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 (0651-0011), Washington, D.C. 20503.

ASSIGNMENT OF U.S. TRADEMARK RIGHTS
IMC USA Inc. to IMC Salt Inc.

This Agreement, effective October 30, 2001, is by and between IMC USA Inc. ("Assignor"), a Delaware corporation, having its principal corporate business address at 100 South Saunders Road, Suite 300, Lake Forest, Illinois 60045 and IMC Salt Inc. ("Assignee"), a Delaware corporation, having its principal corporate business address 8300 College Boulevard, Overland Park, Kansas 66210.

WHEREAS, Assignor is the owner of all right, title and interest, including all common law rights, in and to the trademarks recited in Appendix A, together with the trademark applications and registrations related thereto, as well as all goodwill of the business symbolized by said trademarks ("Marks");

WHEREAS, Assignee desires to acquire all right, title and interest in and to said Marks, as well as all goodwill of the business symbolized by said Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor by these presents, sells, assigns and transfers unto Assignee and its successors, assigns and legal representatives, all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by said Marks, together with the assignment of all rights to sue for past infringement of said Marks and all causes of action (either at law or equity) and the right of recovery, including but not limited to damages, for such past infringement, and the right to receive royalty income, the same to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives.

Assignor hereby agrees to execute all further agreements, instruments, certificates and

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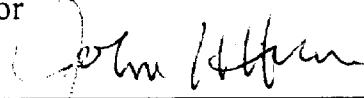
ASSIGNMENT OF U.S. TRADEMARK RIGHTS
IMC USA Inc. to IMC Salt Inc.

TRADEMARK
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other documents and to perform such other proper acts as Assignee or its successors or assigns may deem reasonably necessary to secure to Assignee or to its successors or assigns the rights hereby transferred.

Signed at Lake Forest, Illinois on this 30th day October, 2001.

IMC USA Inc.,
Assignor

By: 

Name: John U. Huber

Title: President

AGREED AND ACCEPTED:

Signed at Overland Park, Kansas on this 2nd day of November, 2001.

IMC Salt Inc.,
Assignee

By: 

Name: Robert F. Clark

Title: President

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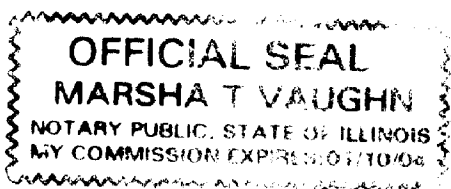
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STATE OF ILLINOIS)
)
COUNTY OF LAKE) SS:

BEFORE ME, the undersigned authority, on this day personally appeared John U. Huber, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledges to me that he executed same for the purposes and consideration therein expressed in the capacity therein stated and as an act and deed of said corporation.

Given under my hand and seal of Office this 30th day of October, 2001.



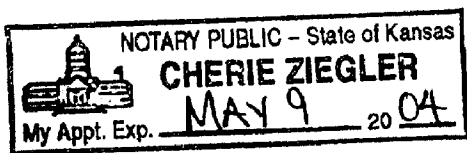
Marsha T. Vaughn
Notary Public

My Commission Expires: 1/10/2004

STATE OF KANSAS)
)
COUNTY OF JOHNSON) SS:

BEFORE ME, the undersigned authority, on this day personally appeared _____
ROBERT F. CLARK, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledges to me that he executed same for the purposes and consideration therein expressed in the capacity therein stated and as an act and deed of such corporation.

Given under my hand and seal of Office this 2ND day of NOV., 2001.



Cherie Ziegler
Notary Public

My Commission Expires: MAY 9, 2004

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APPENDIX A
ASSIGNMENT OF U.S. TRADEMARK RIGHTS

REGISTRATION NO.	MARK	REGISTRATION DATE
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2,343,939	AG SELECT	4/18/00
2,310,029	FAST MELT	1/10/00
1,580,919	K-LIFE	2/6/90
2,367,162	NATURAL SALT	7/11/00
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2,322,165	RESIN KLEEN	2/22/00
1,070,471	SAFE STEP	8/2/77
1,730,489	WATERSHED	11/10/92

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IMC USA Inc. to IMC Salt Inc.

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RECORDED: 11/16/2001

TRADEMARK
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