

03-04-2004

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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102651822

3/4/04

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

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

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other -

Execution Date: January 1, 2004

2. Name and Address of receiving party(ies):
 Name: IMC Chemicals Sales Inc.
 Internal Address:
 Street Address: 9401 Indian Creek Parkway
 City: Overland Park State: Kansas Zip: 66210 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

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: n/a

A. Trademark Application No.(s)
 SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
 SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Dusan Clark
 Internal Address: Sidley Austin Brown & Wood LLP
 Street Address: 717 North Harwood St., Suite 3400
 City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$290.00 + \$120.00 (expedited fee) = \$410.00
 Enclosed
 Authorized to be charged to deposit account

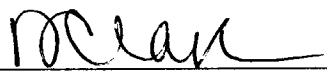
8. Deposit account number: 18-1260

03/05/2004 DBYRNE 0000003E 181260 1532474

01 FC:8521 40.00 DA
02 FC:8522 250.00 DA
03 FC:8523 120.00 DA

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.

Dusan Clark  03/02/04
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet 3

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

Do not detach this portion

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.

SCHEDULE A

MATTER NO.	TRADEMARK	COUNTRY	APP. NO.	FILING DATE	REG. NO.	ISSUE DATE
49721/14002	FOLIAREL	UNITED STATES	73/545907	6/27/85	1532474	4/4/89
49721/07507	PYROBOR	UNITED STATES	71/345,696	1/6/34	312,963	5/15/34
49721/00713	THREE ELEPHANT	UNITED STATES	73/417549	3/17/1983	1279427	5/29/1984
49721/00706	THREE ELEPHANT	UNITED STATES	72/130995	10/31/1961	745263	2/19/1963
49721/00726	THREE ELEPHANT	UNITED STATES	76/460275	10/15/2002	2,741,696	7/29/2003
49721/00707	THREE ELEPHANT (& DESIGN)	UNITED STATES	72/139258	3/7/1962	747438	4/2/1963
49721/00710	THREE ELEPHANT (& DESIGN)	UNITED STATES	72/139260	3/7/1962	747499	4/2/1963
49721/00725	THREE ELEPHANT (& DESIGN)	UNITED STATES	76/460024	10/15/2002	2,804,336	1/13/2004
49721/02001	ZINBOREL	UNITED STATES	75/597920	12/2/1998	2530224	1/15/2002

U.S. PROPOSED APPLICATIONS

MATTER NO.	TRADEMARK	COUNTRY	APP. NO.	FILING DATE	REG. NO.	ISSUE DATE
49721/68301	BIOCARB	UNITED STATES	78/373,637	2/25/04		
49721/31301	SQUARE WITHIN AN OCTAGON (LOGO ONLY)	UNITED STATES	tba	2/25/04		

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS, dated as of January 1, 2004 ("Assignment"), by IMC Chemicals Inc., a Delaware corporation ("Assignor"), in favor of IMC Chemicals Sales Inc., a Delaware corporation ("Assignee").

WITNESSETH

WHEREAS, Assignor and Assignee are parties to the Transfer Agreement, dated as of January 1, 2004 (the "Transfer Agreement"); and

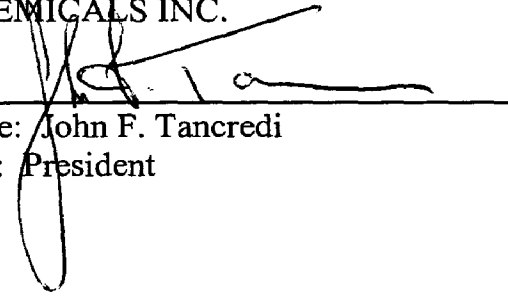
WHEREAS, Assignor desires to assign, transfer and convey to Assignee, and Assignee desires to acquire and assume all of Assignor's right, title, benefit, privileges and interest in, to, and under the Trademarks (as defined in the Transfer Agreement) set forth on Schedule A hereto, and all goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys to Assignee, Assignor's entire right, title, benefit, privileges and interest in, to, and under (i) the Trademarks, (ii) the goodwill of the business symbolized by the Trademarks, (iii) all income, royalties, damages, and payments now or hereafter due or payable in respect to the Trademarks, and (iv) all causes of action (either in law or equity) and the right to sue, counterclaim, and recover for past, present, and future infringement, dilution, or misappropriation of the rights assigned to Assignee, respectively, hereunder, and all rights corresponding thereto throughout the world.

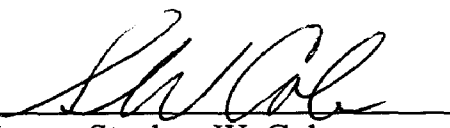
Assignor shall reasonably cooperate with Assignee in executing appropriate assignment documents provided by Assignee required for completing the formalities to secure to Assignee the rights hereby transferred, upon request of Assignee.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed as of the date above first written.

ASSIGNOR:
IMC CHEMICALS INC.

By: 
Name: John F. Tancredi
Title: President

Acknowledged and Accepted:
ASSIGNEE:
IMC CHEMICALS SALES INC.

By: 
Name: Stephen W. Cole
Title: Vice President

IMC CHEMICALS INC. TRADEMARKS SCHEDULE

U.S. REGISTERED OR PENDING MARKS

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