Street Address: 4800 IDS Center

City: Minneapolis State: MN 55402-2100

80 South Eighth Street

700176639

CH \$65.00 160631 0616094

FORM PTO-1594 1/31/92

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1.	Name of conveying party(ies): IMC Phosphates Company	 Name and address of receiving party(ies): Name: Mosaic Phosphates Company Internal Address: Street Address: 3033 Campus Drive, Suite E490 Plymouth, MN 55441
Ad atta	Individual(s) Association City: General Partnership Limited Partners K Corporation-Delaware Other Iditional name(s) of conveying party(ies) ached? Yes _X No Nature of conveyance: Assignment Merger _ Security Agreement Change of Name K Other Certificate of Amendment	Individuals citizenship , U.S.A Association General Partnership Limited PartnershipX Corporation - Delaware Other If assignee is not domiciled in the United State:
Ex	ecution Date: October 22, 2004	
Ad	ditional name(s) & address(es) attached?	Yes NoX
4.	Application number(s) or registration numb	er(s):
	A. Trademark Application No.(s)	B. Trademark Registration No.(s) 616,094 1,023,076
	Additional numbers a	attached? <u> </u>
5.	Name and address of party to whom correspondence concerning document should be mailed:	 Total number of applications and registrations involved: 21
Inte 80	me: Michael A. Bondi ernal Address: 4800 IDS Center O South Eighth Street inneapolis, Minnesota 55402-2100	7. Total fee (37 CFR 3.41): \$ 65.00 Enclosed X Authorized to be charged to deposit account

count) TRADEMARK REEL: 003111 FRAME: 0096

8. Deposit Account Number: 16-0631

paying by deposit account)

(Attached duplicate copy of this page if

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9.	Statement	and si	gnature.

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.

Name of Person Signing:

Michael A Bondi

Date

Total number of pages comprising cover sheet: 02_____

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

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

Assistant Commissioner for Trademarks 2900 Crystal Drive Arlington, Virginia 22202-3514

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PAGE 1

The First State

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 PHOSPHATES COMPANY", CHANGING ITS NAME FROM "IMC PHOSPHATES COMPANY" TO "MOSAIC PHOSPHATES COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2004, AT 6:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3493656 8100 050163389



Daniet Smith Hindson

Harriet Smith Windsor, Secretary of State AUTHENTICATION: 3707079

DATE: 02-25-05

CORPORATION TRUST WILM, TF4M #2

(FRI) 10. 22' 04 17:19/° 17:17/NO. 4863796336 1: 2

CERTIFICATE OF AMENDMENT OF STATEMENT OF PARTNERSHIP EXISTENCE OF IMC PHOSPHATES COMPANY

- 1. The name of the general partnership is IMC Phosphates Company.
- 2. The Statement of Partnership Existence is hereby amended as follows:

Article First of the Statement of Partnership Existence is hereby amended to read in its entirety as follows:

"FIRST: The name of the general partnership is Mosaic Phosphates Company (the "Company")."

IN WITNESS WHEREOF, the undersigned general parmers have duly executed this Certificate of Amendment this 22nd day of October, 2004.

IMC GLORAL OPERATIONS INC.

By: /s/ Robert J. Peace
Name: Robert J. Peace
Title: Assistant Secretary

IMC PHOSPHATES MP INC.

By: /s/ Robert J. Pence
Name: Robert J. Pence
Title: Assistant Secretary

PHOSPHATE ACQUISITION PARINERS L.P.

By: PRP-GP LLC, as Administrative Managing General Partner

By: /s/ Robert J. Peace
Name: Robert J. Peace
Title: Secretary

State of Delawant Secretary of Statu Division of Corporati: ns Delivered 06:19 PM 10/22/12004 FILED 06:19 PM 10/22/12004 SRV 040765634 - 3493655 FILE

CHI SEFFERIT

ASSISTANT SECRETARY'S CERTIFICATE

The undersigned herby certifies that he is an Assistant Secretary of Mosaic Phosphates MP Inc., a Delaware corporation (the "Company"), that Mosaic Phosphates MP Inc. is the managing General Partner of Mosaic Phosphates Company, that attached hereto is a true and correct copy of an amendment dated as of June 26, 2002 to the Amended and Restated Partnership Agreement dated as of July 1, 1993 as further amended and restated as of May 26, 1995 of Mosaic Phosphates Company (formerly known as IMC Phosphates Company and IMC-Agrico Company), pursuant to which the name of IMC-Agrico Company was changed to IMC Phosphates Company.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 15th day of March 15, 2005.

By: Solut J. Secretary

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, ! 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 that 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 destire 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 in hereby acknowledged, the parties hereto agree as follows:

 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.

Name: Mary Ann Hynes

Title: SeniorVice President

PHOSPHATE RESOURCE PARTNERS, LIMITED PARTNERSHIP, by IMC GLOBAL INC., its Administrative Managing Partner

Name: Mary And Hynes Title: Senior Vice President

IMC-AGRICO-MP, INC.

Title: Vice President

IMC AGRICO COMPANY

By: IMC-Agrico MP, Inc., its managing general partner

Title: Vice President

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TRADEMARK REEL: 003111 FRAME: 0102

RECORDED: 05/04/2005