

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
- 2. Name and address of receiving party(ies):
Name: Mosaic Phosphates Company
Address: PO Box 5790 - MS 190
Minneapolis, MN 55440-5790

Individual(s) ___ Association City: _____
 ___ General Partnership ___ Limited Partnership
 Corporation-Delaware
 ___ Other _____

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

Individuals citizenship, U.S.A. _____
 Association _____
 ___ General Partnership
 ___ Limited Partnership
 Corporation - Delaware
 ___ Other _____

- 3. Nature of conveyance:
 ___ Assignment ___ Merger
 ___ Security Agreement ___ Change of Name
 Other ___ Certificate of Amendment _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes ___ No

(Designation must be a separate document from Assignment)

Execution Date: October 22, 2004

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,019,222

Additional numbers attached? ___ Yes No

- 5. Name and address of party to whom correspondence concerning document

Name: Michael A. Bondi
 Internal Address: 4800 IDS Center
 80 South Eighth Street
 Minneapolis, Minnesota 55402-2100
 Street Address: 4800 IDS Center
 80 South Eighth Street
 City: Minneapolis State: MN 55402-2100

- 6. Total number of applications and registrations involved: 1 should be mailed:

- 7. Total fee (37 CFR 3.41): \$ 40.00
 ___ Enclosed
 Authorized to be charged to deposit account

- 8. Deposit Account Number: 16-0631
 (Attached duplicate copy of this page if paying by deposit account)

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.

Name of Person Signing:

Michael Bondi
Michael A. Bondi

06/01/05
Date

Total number of pages comprising cover sheet: 02

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

Do not detach this portion

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

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

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

Delaware

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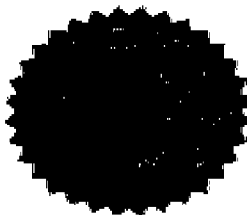
The First State

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3707079

DATE: 02-25-05

TRADEMARK
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RCM CORPORATION TRUST WILLM TFAM #2

(FRI) 10:22:04 17:19/17:17/NO. 4863796336 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 partners have duly executed this Certificate of Amendment this 22nd day of October, 2004.

IMC GLOBAL OPERATIONS INC.

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

IMC PHOSPHATES MP INC.

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

PHOSPHATE ACQUISITION PARTNERS L.P.

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

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:19 PM 10/22/2004
FILED 06:19 PM 10/22/2004
SRV 040765634 - 3493656 FILE

ASSISTANT SECRETARY'S CERTIFICATE

The undersigned hereby 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: *Robert J. Rivera*
Assistant 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, 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-AGRICOMP, 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