

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):
Phosphate Resource Partners Limited Partnership
- 2. Name and address of receiving party(ies):
Name: Phosphate Acquisition Partners L.P.
Address: PO Box 5790 - MS 190
Minneapolis, MN 55440

Individual(s) Association City:
 General Partnership Limited Partnership
 Corporation Individuals citizenship , U.S.A.
 Other _____ Association
 Additional name(s) of conveying party(ies) attached? Yes No General Partnership
 Limited Partnership - Delaware
 Corporation
 Other

- 3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Merger
 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 19, 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)
 788,751

Additional numbers attached? Yes No

- 5. Name and address of party to whom correspondence concerning document should be mailed:
 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
- 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

Date

06/02/05

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

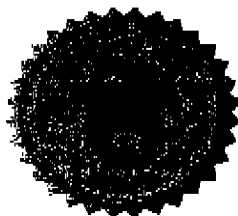
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The First State

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 MERGER, WHICH MERGES:

"PHOSPHATE RESOURCE PARTNERS LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "PHOSPHATE ACQUISITION PARTNERS L.P." UNDER THE NAME OF "PHOSPHATE ACQUISITION PARTNERS L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF OCTOBER, A.D. 2004, AT 11:53 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3768769 8100M

AUTHENTICATION: 3418933

040752461

DATE: 10-19-04

TRADEMARK
REEL: 003125 FRAME: 0904

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 11:53 AM 10/19/2004
 FILED 11:53 AM 10/19/2004
 SRV 040752461 - 3768769 FILE

CERTIFICATE OF MERGER

OF

PHOSPHATE RESOURCE PARTNERS LIMITED PARTNERSHIP

INTO

PHOSPHATE ACQUISITION PARTNERS L.P.

Pursuant to Title 6, Sec. 17-211 of the Delaware Revised Uniform Limited Partnership Act, the undersigned surviving limited partnership submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation of each of the domestic limited partnerships which are to merge are:

<u>Name</u>	<u>Jurisdiction</u>
Phosphate Resource Partners Limited Partnership	Delaware
Phosphate Acquisition Partners L.P.	Delaware

2. An agreement and plan of merger has been approved and executed by each of the domestic limited partnerships which are to merge.
3. The name of the surviving limited partnership is: Phosphate Acquisition Partners L.P.
4. The agreement of merger is on file at a place of business of the surviving limited partnership, which is located at 100 South Saunders Road, Suite 300, Lake Forest, Illinois 60045.
5. A copy of the agreement of merger will be furnished by the surviving limited partnership, on request and without cost, to any partner of either of the domestic limited partnerships or any person holding an interest in either of the domestic limited partnerships which are to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 19th day of October, 2004.

PHOSPHATE ACQUISITION PARTNERS L.P.

By: PRP-GP LLC, a Delaware limited liability company and its administrative managing general partner

By: 
Name: P. Reid Forter
Title: Chairman, President and Chief Executive Officer