

11-09-2000



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**RECORDATION FORM COVER SHEET  
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New

Resubmission (Non-Recordation)  
Document ID#

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

**Conveyance Type**

Assignment  Security Agreement

License  Change of Name

Merger  Other   
*U.S. Government*  
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Departmental File  Secret File

**Conveying Party(ies)**

Mark if additional names of conveying parties attached

Name (line 1)  Execution Date Month Day Year

Name (line 2)

**Second Party**

Name (line 1)  Execution Date Month Day Year

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
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**Correspondent Name and Address** Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Application Number(s) or Patent Number(s)**  Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month Day Year

**Patent Cooperation Treaty (PCT)**  
Enter PCT application number  PCT  PCT   
only if a U.S. Application Number PCT  PCT  PCT   
has not been assigned.

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

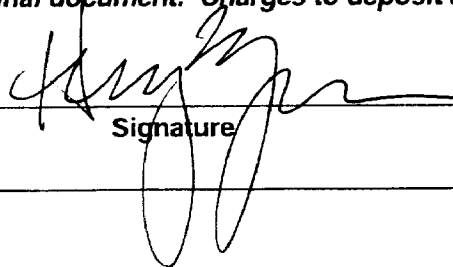
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Harvey L. Yusman, Esq.



10/24/2000  
Date

Name of Person Signing

Signature

Date

LICENSORS: IMC-Agrico Company  
Phosphate Resource Partners Limited Partnership

LICENSEE: The Agrotain Company, LLC

**MEMORANDUM OF LICENSE AGREEMENT**

THIS MEMORANDUM OF LICENSE AGREEMENT (the "Memorandum") is made as of July 7, 2000, among IMC-Agrico Company, a Delaware general partnership having a business address at 2345 Waukegan Road, Bannockburn, Illinois 60015 and Phosphate Resource Partners Limited Partnership, a Delaware limited partnership having a business address at 2345 Waukegan Road, Bannockburn, Illinois 60015 (collectively the "Licensors"), and The Agrotain Company, LLC, a Missouri limited liability company, having a business address at One Angelica Street, St. Louis, Missouri 63147 (the "Licensee").

**WITNESSETH**

WHEREAS, on July 7, 2000, Licensors and Licensee entered into a License Agreement (the "Agreement") with respect to the licensing of certain patents and trademarks owned or controlled by Licensors, several of which were issued by or registered in the U.S. Patent and Trademark Office (collectively, the "U.S. Intellectual Property"), for use in protecting certain urease inhibitors and related products; and

WHEREAS, Licensors and Licensee desire to provide notice of the Agreement and certain terms and provisions contained therein by recordation of this Memorandum against the U.S. Intellectual Property listed on Schedule A (being the United States issued patents portion of the "Licensed Patents") and Schedule B (being the United States issued trademarks portion of the "Licensed Trademarks") attached hereto and by this reference, incorporated herein.

NOW, THEREFORE, Licensors and Licensee hereby give notice of the following matters contained in or with respect to the Agreement:

1. **Definitions.** The capitalized terms used in this Memorandum, unless the context requires otherwise, are defined herein and have the same meanings as set forth in the Agreement. Those additional capitalized terms pertinent to this Memorandum are as follows:

*Affiliate* shall mean any person or entity which, directly or indirectly through one or more intermediaries, controls, is controlled by or is under the common control of any party hereto.

*Agrotain* shall mean a Urease Inhibitor product developed by Licensors and comprised of a Urease Inhibitor in a proprietary solvent formulation of Licensors.

*Business* shall mean the business of developing, manufacturing, selling and distributing Urease Inhibitors, Agrotain and the Super Products and all other products, the manufacture or use of which is covered under the scope of any one or more claims of the Licensed Patents and the Urease Inhibitor Patents for **exclusive** applications in: (i) enhancing, regulating or effecting, directly or in combination with nitrogen fertilizers or other products, the growth of any and every kind of plants (including, without limitation, crops), and (ii) all odor control uses, except the Odor Control Business. *Business* shall also mean the business of developing, manufacturing, selling and distributing Urease Inhibitors, Agrotain, the Super Products and all other products, the manufacture or use of which is covered under the scope of any one or more claims of the Licensed Patents and the Urease Inhibitor Patents for **non-exclusive** applications in testing, research and development, but not the commercialization or sale, of any product or process. *Business* shall not include the Odor Control Business or the Existing Products Business.

*Existing Products Business* shall mean the business of developing, manufacturing, selling and distributing those products which Licensors currently develop, manufacture, sell and distribute, and which comprise phosphate and potash animal feed products, diammonium phosphate (a.k.a. "DAP"), monoammonium phosphate (a.k.a. "MAP"), potash, including sulfate of potash (a.k.a. "SOP") and sulfate of potash magnesia (a.k.a. "Sul-Po-Mag"), triple super phosphate, and derivatives and combinations thereof.

*Odor Control Business* shall mean the business of developing, manufacturing, using, selling or distributing products for applications in Production Animal ammonia and waste odor control.

*Production Animals* shall mean cattle, hogs or poultry, and any other mammals or fowl raised for food consumption or hunted as game.

*Super Products* shall mean any products whose manufacture, use or sale is covered under the scope of any one or more claims of Licensors' United States Patents No. 4,994,100; 5,352,265 and 5,364,438, and their respective foreign patent equivalents.

*Urease Inhibitor* shall mean a compound within the scope of a claim of the Urease Inhibitor Patents or mixtures of two or more of said compounds.

*Urease Inhibitor Patents* shall mean, *inter alia*, the United States patents: 4,540,428; 4,462,819; 4,539,037; 4,517,002; 4,530,714; 4,517,003; 4,517,005; 4,517,004; 4,518,413; 4,528,020; 4,517,007; 4,537,614; 4,629,491; 4,696,693; 4,824,783; and 4,624,695, and any reissues, continuations and/or divisions thereof; all of which have been sub-licensed by Licensors to Licensee pursuant to the limitations, terms and conditions of that certain Sublicense Agreement dated as of July 7, 2000 (the "Sublicense Agreement").

2. License Grant. Subject to the limitations, terms and conditions set forth in the Agreement, Licensors granted to Licensee an exclusive license to use and apply the Licensed Patents and the Licensed Trademarks


throughout the world solely for and in connection with the operation of the Business.

3. Term. The Agreement shall terminate upon the expiration of the last-to-expire Licensed Patent or December 31, 2015, whichever occurs first.
4. Entire Agreement. Executed counterparts of the Agreement, which set forth the rights and obligations of Licensors and Licensee with respect to the subject matter hereof, is contained in the files of the parties hereto.

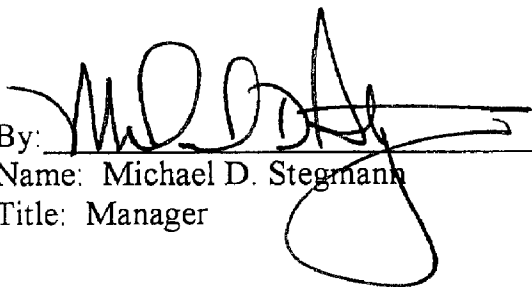
IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

IMC-AGRICO COMPANY

By: IMC-Agrico MP, Inc.,  
Its Managing Partner

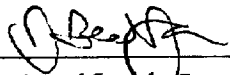
By:   
Name: J. Bradford James  
Title: Vice President

THE AGROTAIN COMPANY, LLC

By:   
Name: Michael D. Stegmann  
Title: Manager

PHOSPHATE RESOURCE PARTNERS  
LIMITED PARTNERSHIP

By: IMC Global Inc.,  
Its Administrative Managing General Partner

By:   
Name: J. Bradford James  
Title: Vice President

## SCHEDULE A

### United States Patents

1. Title: Homogeneous Granular Nitrogen Fertilizer  
Patent Number: 4,994,100  
Issue Date: February 19, 1991
2. Title: Granular Urea Based Fertilizer  
Patent Number: 5,352,265  
Issue Date: October 4, 1994
3. Title: Fluid Urea Containing Fertilizer  
Patent Number: 5,364,438  
Issue Date: November 15, 1994
4. Title: Formulation For Fertilizer Additive Concentrate  
Patent Number: 5,698,003  
Issue Date: December 16, 1997

together with any reissues, continuations and/or divisions of any of the foregoing patents, as well as other United States patents and patent applications which are necessary for or have been utilized in conducting those applications of the Business for which exclusive rights are granted in the Agreement and which are owned or licensed by Licensors, or either of them, or any of their respective Affiliates, as of July 7, 2000, but shall not include any patents which are the subject of the Sublicense Agreement.

## SCHEDULE B

### United States Trademarks

1.                   Mark:     AGRICO TURF  
Registration Number: 1,692,249  
Registration Date:   June 9, 1992
  
2.                   Mark:     AGROTAIN  
Registration Number: 1,899,499  
Registration Date:   June 13, 1995
  
3.                   Mark:     SUPER N  
Registration Number: 1,481,237  
Registration Date:   March 22, 1988
  
4.                   Mark:     SUPER U  
Registration Number: 1,666,342  
Registration Date:   December 3, 1991

together with the registrations thereof and all common law rights relating thereto,  
whether or not said marks are registered in the U. S. Patent and Trademark Office.