



10-05-2004



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Form PTO-1595
(Rev. 10/02)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

RIPPLEWOOD PHOSPHORUS U.S. LLC

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 07/20/2004

2. Name and address of receiving party(ies)

Name: UBS AG, Stamford Branch, 9-8-04

Internal Address: as Collateral Agent

Street Address: 677 Washington Boulevard

City: Stamford State: CT Zip: 06901

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

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) 711134/08 and

add'l numbers on attached Schedule I

B. Patent No.(s) 5235085 and

add'l numbers on attached Schedule I

Additional numbers attached? ☒ Yes ☐ No

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

Name: Luis Rodriguez

Internal Address: _____

Corporation Service Company
1133 Avenue of the Americas
Suite 3100
New York, NY 10035

City: _____ State: _____ Zip: _____

6. Total number of applications and patents involved: 78

7. Total fee (37 CFR 3.41).....\$ 3,120.00

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

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9. Signature.

MAUREEN P. MURPHY

Name of Person Signing

Maureen P. Murphy

Signature

September 3, 2004

Date

Total number of pages including cover sheet, attachments, and documents: 8

10/01/2004 ECOOPER 00000315 7113408

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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09-08-2004

U.S. Patent & TMO/TM Mail Rpt Dt. #11

PATENT
REEL: 015825 FRAME: 0123

SCHEDULE I
to
PATENT SECURITY AGREEMENT
PATENT REGISTRATIONS AND PATENT APPLICATIONS

Case Number	CR C	Country	AKZ	Status	Filing Date	Application Number	Issue Date	Patent Number
ACA5714	PD	US		GRD	10-Jul-92	911826/07	10-Aug-93	5235085
ACA5715	PD	US		GRD	10-Jul-92	911868/07	17-Aug-93	5237085
ACA5724		US	1	GRD	10-Sep-93	120142/08	30-May-95	5420327
ACA5744		US	1	GRD	15-Nov-93	152546/08	10-Oct-95	5457221
ACA5762	PD	US		GRD	08-Nov-93	148728/08	21-Feb-95	5391816
ACA5776		US	1	GRD	09-Feb-95	385860/08	06-Aug-96	5543544
ACA5776	PD	US		GRD	12-May-94	241890/08	30-May-95	5420326
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ACA5799	PD	US		PEN	13-Oct-94	322879/08		
ACA5803	PD	US		GRD	01-Nov-94	332671/08	24-Oct-00	6136997
ACA5806	PD	US		PEN	07-Dec-94	350601/08		
ACA5807	PD	US		GRD	07-Dec-94	350911/08	16-Apr-96	5508462
ACA5808		US	1	GRD	03-Aug-95	510685/08	08-Apr-97	5618867
ACA5817		US	1	GRD	09-Sep-96	711135/08	06-Aug-02	6429329
ACA5818	PD	US		GRD	10-Feb-95	386393/08	07-Oct-03	6630539
ACA5827	PD	US		GRD	09-May-95	438152/08	16-Jul-96	5536863
ACA5828	PD	US		GRD	09-May-95	438151/08	16-Jul-96	5536862
ACA5869	PD	US		GRD	28-Feb-96	608266/08	01-Apr-97	5616770
ACA5880	PD	US		GRD	23-May-96	652393/08	27-May-97	5633301
ACA5883	PD	US		GRD	27-Jun-96	671224/08	21-Oct-97	5679288
ACA5889	PD	US		GRD	29-Jul-96	681735/08	12-May-98	5750756
ACA5901		US	1	GRD	20-Jun-97	880095/08	06-Oct-98	5817857
ACA5901	PD	US		GRD	31-Oct-96	742079/08	17-Mar-98	5728859
ACA5912	PD	US		GRD	31-Jan-97	792311/08	16-Dec-97	5698736
ACA5932		US	1	GRD	15-Apr-02	122751/10	12-Nov-02	6479688
ACA5932	PD	US		GRD	21-May-97	859856/08	11-Jun-02	6403819
ACA5950	PD	US		GRD	17-Sep-97	932320/08	10-Nov-98	5833886
ACA5993		US	1	GRD	16-Jul-99	354694/09	05-Jun-01	6242631
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ACA6106		US	1	LDO	26-Apr-01	843554/09		
ACA6106		US	2	GRD	26-Apr-01	843431/09	26-Nov-02	6486339
ACA6108	P1	US		GRD	18-Feb-00	913928/09	27-May-03	6569928

Case Number	CR C	Country	AKZ	Status	Filing Date	Application Number	Issue Date	Patent Number
ACA6108	PD	US		PEN	19-Feb-99	253214/09		
ACA6114		US	2	PEN	29-Jul-03	628982/10		
ACA6114	PD	US		GRD	12-Apr-99	291153/09	17-Jul-01	6262135
ACA6124	PD	US		PEN	09-Sep-99	392434/09		
ACA6125	PD	US		GRD	10-Sep-99	393870/09	22-Aug-00	6107507
ACA6126*		US	1	GRD	11-Jun-01	878560/09	02-Apr-02	6365070
ACA6126*	PD	US		GRD	27-Sep-99	406529/09	30-Oct-01	6309565
ACA6143	P1	US		PEN	01-Mar-01	220408/10		
ACA6157	P1	US		PEN	22-Jun-01	312120/10		
ACA6184	P1	US		PEN	13-Nov-01	433968/10		
ACA6200	P1	US		PEN	08-Feb-02	467262/10		
ACA6218	P1	US		PEN	04-Oct-02	US2002/031917		
ACA6241	PD	US		ALL	13-May-02	144568/10		
ACA6300	PR	US		PEN	02-May-03	467412/60		
ACA6304	PR	US		PEN	22-May-03	472654/60		
ACA6311	PD	US		PEN	23-Dec-03	744466/10		
ACA6318	PR	US		PEN	29-Aug-03	498798/60		
ACB0681		US		GRD	06-Mar-91	665512/07	15-Sep-92	5147621
ACB0682		US		GRD	06-Mar-91	665511/07	15-Sep-92	5147622
ACD2424	P1	US		GRD	29-Aug-95	793439/08	28-Sep-99	5958993
ACR5929	PD	US		GRD	02-May-97	850312/08	21-Jul-98	5783730
AST5515		US	1	GRD	18-Oct-94	324862/08	20-Aug-96	5547614
ACA6325	PD	US		PEN	19 Dec 03	530932/60		
ACA6330	PD	US		PEN	01 Apr 04	558452/60		
ACD3033	PR	US		PEN	11 Feb 04	543280/60		
AAM5328	PD	US		GRD	27-Aug-87	090319/07	31-Jan-89	4801625
AST0019	PD	US		GRD	13-Jul-84	630460/06	30-Apr-85	4514524
AST0028		US	1	GRD	19-Jun-86	876056/06	24-Mar-87	4652485
AST0028		US	2	GRD	19-Jun-86	876055/06	31-Mar-87	4654105
AST0028	PD	US		GRD	25-Jan-85	695016/06	07-Oct-86	4616044
AST0037	PD	US		GRD	02-Jun-86	869538/06	21-Apr-87	4659854
AST0056	PD	US		GRD	23-Jul-87	076969/07	20-Mar-90	4910240
AST0095		US	2	GRD	12-Feb-87	026227/07	22-Feb-94	5288432
AST0190		US	1	GRD	26-Jun-87	066664/07	11-Apr-89	4820854
AST0190		US	2	GRD	06-Feb-89	306113/07	12-Dec-89	4886895
AST0190		US	4	GRD	31-Oct-90	606668/07	26-May-92	5117033
AST0190	PD	US		GRD	23-May-85	737374/06	29-Sep-87	4697030
AST5372	PD	US		GRD	27-May-88	199499/07	14-Nov-89	4880844

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AST5461		US	1	GRD	02-Mar-87	020829/07	28-Feb-89	4808744
AST5461		US	2	GRD	20-Oct-88	260342/07	28-Nov-89	4883892
AST5461		US	3	GRD	17-Oct-88	258536/07	28-Nov-89	4883891
AST5461		US	4	GRD	29-Sep-89	414781/07	17-Mar-92	5097057
AST5467		US	1	GRD	28-May-91	706138/07	29-Sep-92	5151539
AST5467	PD	US		GRD	03-Jul-89	374719/07	20-Aug-91	5041596
AST5487		US	2	GRD	24-Nov-92	982040/07	30-Nov-93	5266295
AST5522	PD	US		GRD	14-Aug-89	393164/07	21-Aug-90	4950757

Patent Security Agreement

Patent Security Agreement, dated as of July 20, 2004, by Ripplewood Phosphorus LLC (the "Borrower") and Ripplewood Phosphorus U.S. LLC (the "Original Guarantor," and together with the Borrower, the "Pledgors"), in favor of UBS AG, STAMFORD BRANCH, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, Pledgors are party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Patent Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into Credit Agreement, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Patent Collateral. Each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Patents of such Pledgor listed on Schedule I attached hereto; and
- (b) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Patent Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Patents made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Patent Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the release of the Collateral Agent's security interest in any Patents pursuant to the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in such Patents under this Patent Security Agreement.

[signature page follows]

IN WITNESS WHEREOF, each Pledgor has caused this Patent Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

RIPPLEWOOD PHOSPHORUS LLC

By: 
Name: Christopher P. Minnetian
Title: Secretary

RIPPLEWOOD PHOSPHORUS U.S. LLC

By: 
Name: Christopher P. Minnetian
Title: Secretary

[SIGNATURE PAGE TO PATENT SECURITY AGREEMENT]

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: 
Name: _____
Title: _____

William K. Goss
Branch
Banking Products
Garden, NY

By: 
Name: _____
Title: _____
Joseph P. Goss
Branch
Banking Products
Garden, NY

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SCHEDULE I
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ACA6184	P1	US		PEN	13-Nov-01	433968/10		
ACA6200	P1	US		PEN	08-Feb-02	467262/10		
ACA6218	P1	US		PEN	04-Oct-02	US2002/031917		
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AST5467		US	1	GRD	28-May-91	706138/07	29-Sep-92	5151539
AST5467	PD	US		GRD	03-Jul-89	374719/07	20-Aug-91	5041596
AST5487		US	2	GRD	24-Nov-92	982040/07	30-Nov-93	5266295
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