

May 11, 2001 54601



To the Honorable Director of Patents and Trademarks.

101718935

copy thereof.

1. Name of conveying party(ies): Union Oil Company of California

- Individual(s)
- General Partnership
- Corporation-State California
- Other _____
- Association
- Limited Partnership

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

3. Nature of Conveyance:

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

Execution Date: April 10, 2001

2. Name and address of receiving party(ies):

Name: Agrium U.S. Inc.

Internal Address: _____

Street Address: Suite 1400, Stanford Place 3

4582 South Ulser Street

City Denver State CO ZIP 80237

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State California

Other _____

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)

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

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ASSIGNMENT SERVICES
DIVISION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 737,431

Additional numbers attached? Yes No

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

Name: Alexandra J. Horne

Internal Address: SKJERVEN MORRILL MacPHERSON LLP

Street Address: 25 METRO DRIVE, SUITE 700

City SAN JOSE State CA ZIP 95110

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):\$ 40

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 19-2386

(Attach duplicate copy of this page if paying by deposit account)

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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.

Alexandra J. Horne
Name of Person Signing

Signature

May 11, 2001

Date

Total number of pages comprising cover sheet: 3

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

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

**Director of Patents and Trademarks
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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, (0651-011), Washington, D.C. 20231.

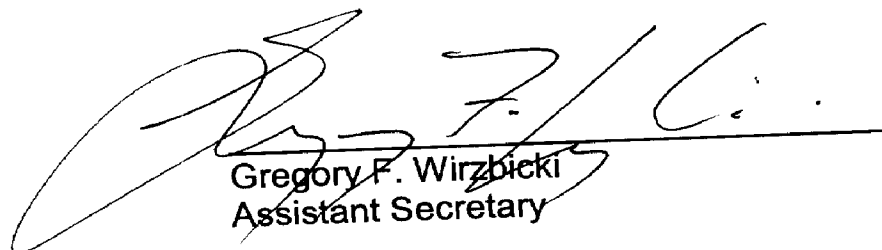
ASSIGNMENT OF TRADEMARK

WHEREAS UNION OIL COMPANY OF CALIFORNIA ("Assignor"), whose principal office or place of business is 2141 Rosecrans Avenue, Suite 4000, El Segundo, California, 90245 has agreed to transfer to AGRIMUM U.S. INC. ("Assignee"), whose principal office or place of business is Suite 1400, Stanford Place 3, 4582 South Ulster Street, Denver, Colorado, USA 80237, the trademark in the attached Schedule "A", and all goodwill and reputation attached thereto and all rights in any matured cause of action related thereto in the United States and throughout the World (all of which is hereinafter called the "Trademark"); and

WHEREAS Assignee, is desirous of acquiring all right, title and interest in and to the said Trademark, all goodwill and reputation attached thereto and all rights in any matured cause of action related thereto;

NOW THEREFORE in consideration of the terms of an Agreement between the Assignor and the Assignee, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor, hereby sells, assigns, transfers and sets over unto the said Assignee, the entire and exclusive right, title and interest in and to said Trademark, including all good will and reputation attached or related thereto and any matured cause of action related to said Trademark.

EXECUTED in the City of Brea, in the State of California, this 10th day of April 2001.


Gregory F. Wirzbicki
Assistant Secretary

SCHEDULE "A"

TRADEMARK

**REGISTRATION/SERIAL
NUMBER**

PMS

737431