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November 8, 2005

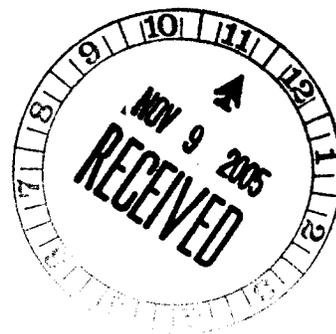
VIA FEDEX

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW, Suite 700
Washington, D.C. 20423

RECORDATION NO. 14599-Q FILED

NOV 09 '05

12-45 PM



SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board two copies of the Termination of Lease of Railroad Equipment ("Termination").

The parties thereto are as follows:

U.S. Bank National Association - LESSOR/ OWNER TRUSTEE
as Lessor, solely as Owner
Trustee
225 Assylum Street, 23rd Floor
Hartford, CT 06103

Potash Corp. - PCS Sales (USA), - LESSEE
Inc., as Lessee
1101 Skokie Blvd.
Northbrook, IL 60062

The Termination is a full and complete termination of that certain Lease of Railroad Equipment dated as of February 1, 1985 and recorded under Recordation No. 14599-A on March 22, 1985 and should be recorded under the next available letter under Recordation No. 14599.

The equipment covered by the Termination is all the equipment covered in the Lease of Railroad Equipment and its subsequent amendments.

The recordation fee of \$33.00 is enclosed. After recordation, please return counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

"Termination of Lease of Railroad Equipment under Recordation No. 14599."

Very truly yours,



Anna Maria Vistica

AMV:mk

NOV 09 '05

12-45 PM

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

SURFACE TRANSPORTATION BOARD

This Termination of Lease of Railroad Equipment terminates the Lease of Railroad Equipment (the "Lease") dated February 1, 1985 between (a) U.S. Bank National Association (as successor to The Connecticut National Bank, "USB"), as Lessor not in its individual capacity but solely as Owner Trustee for Sojitz America Capital Corporation (as successor to Nichimen America Inc., "Sojitz"), as Beneficiary under a Trust Agreement dated as of February 1, 1985 between USB, as Owner Trustee, and Sojitz, and (b) PCS Phosphate Company, Inc. (as successor to Texasgulf Inc.), as Lessee.

WHEREAS, the Lease was recorded with the Interstate Commerce Commission on March 22, 1985 under Recordation Number 14599-A; and

WHEREAS, Amendment to Lease of Railroad Equipment dated April 8, 1985 was recorded with the Surface Transportation Board ("STB") on March 11, 1997 under Recordation No. 14599-H; and

WHEREAS, Second Amendment to Lease Agreement dated February 29, 1996 was recorded with STB on March 11, 1997 under Recordation No. 14599-I; and

WHEREAS, Notice dated February 24, 1997 that on April 8, 1996 The Bank of New York succeeded to the interests of Wachovia Bank of North Carolina, N.A. as Indenture Trustee, pursuant to the Indenture and Security Agreement dated as of February 1, 1985, the Participation Agreement dated as of February 1, 1985, and the Lease of Railroad Equipment dated February 1, 1985 was recorded with STB on March 11, 1997 under Recordation No. 14599-M; and

WHEREAS, the parties hereto wish to terminate the Lease; and

WHEREAS, all conditions to the termination of the Lease set forth in Section 5.1 of the Lease have been complied with; and

WHEREAS, the parties hereto intend to record this Termination of Lease of Railroad Equipment with STB in order to release the lien against the Equipment constituted by the Lease.

NOW THEREFORE, in consideration of the premises and certain agreements between the parties hereto, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby terminate the Lease of Railroad Equipment.

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

This Termination of Lease of Railroad Equipment terminates the Lease of Railroad Equipment (the "Lease") dated February 1, 1985 between (a) U.S. Bank National Association (as successor to The Connecticut National Bank, "USB"), as Lessor not in its individual capacity but solely as Owner Trustee for Sojitz America Capital Corporation (as successor to Nichimen America Inc., "Sojitz"), as Beneficiary under a Trust Agreement dated as of February 1, 1985 between USB, as Owner Trustee, and Sojitz, and (b) PCS Phosphate Company, Inc., (as successor to Texasgulf Inc.), as Lessee.

WHEREAS, the Lease was recorded with the Interstate Commerce Commission on March 22, 1985 under Recordation Number 14599-A; and

WHEREAS, Amendment to Lease of Railroad Equipment dated April 8, 1985 was recorded with the Surface Transportation Board ("STB") on March 11, 1997 under Recordation No. 14599-H; and

WHEREAS, Second Amendment to Lease Agreement dated February 29, 1996 was recorded with STB on March 11, 1997 under Recordation No. 14599-I; and

WHEREAS, Notice dated February 24, 1997 that on April 8, 1996 The Bank of New York succeeded to the interests of Wachovia Bank of North Carolina, N.A. as Indenture Trustee, pursuant to the Indenture and Security Agreement dated as of February 1, 1985, the Participation Agreement dated as of February 1, 1985, and the Lease of Railroad Equipment dated February 1, 1985 was recorded with STB on March 11, 1997 under Recordation No. 14599-M; and

WHEREAS, the parties hereto wish to terminate the Lease; and

WHEREAS, all conditions to the termination of the Lease set forth in Section 5.1 of the Lease have been complied with; and

WHEREAS, the parties hereto intend to record this Termination of Lease of Railroad Equipment with STB in order to release the lien against the Equipment constituted by the Lease.

NOW THEREFORE, in consideration of the premises and certain agreements between the parties hereto, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby terminate the Lease of Railroad Equipment.

