

RECORDATION NO. 26033 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
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DEC 15 '05 3-54 PM

SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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December 15, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 15, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street
Chicago, Illinois 60601

[Lessee: Mosaic USA LLC
Atria Corporate Center
3033 Campus Debtor, Suite E-490
Plymouth, Minnesota 55441]

Mr. Verron A. Williams
December 15, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

91 railcars within the series NAHX 82050 - NAHX 82535 and NAHX 800727 - NAHX 800949 as more particularly set forth in the equipment schedule attached to the document, and NAHX 63450.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

SUBCAGE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, General Electric Railcar Services Corporation, a Delaware corporation ("Lessor"), as lessor, has leased to Mosaic USA LLC ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means that certain Rider No. 8 to Car Leasing Agreement No. 4851-83, dated as of August 23, 1999, between Lessor, as lessor, and IMC Global Inc., as lessee, as extended by that certain Rider No. 8, Renewal No. 1, dated as of July 30, 2003, between Lessor, as lessor, and IMC USA Inc. LLC, as lessee, and by that certain Rider No. 8, Renewal No. 2, dated as of December 21, 2004, between Lessor, as lessor, and Lessee, as lessee, which incorporates by reference that certain Car Leasing Agreement No. 4851-83-02, dated as of January 5, 1995, between Lessor, as lessor, and Kalium Chemicals, Ltd., as lessee. (Kalium Chemicals, Ltd., the lessee party to Car Leasing Agreement No. 4851-83-02, was predecessor of IMC Global Inc., the lessee party to Rider No. 8, which was predecessor of IMC USA Inc. LLC, the lessee party to Renewal No. 1, which was predecessor of Mosaic USA LLC, the lessee party to Renewal No. 2.)

2. The addresses of the parties are as follows:

General Electric Railcar Services Corporation (Lessor)
161 North Clark Street
Chicago, IL 60601

Mosaic USA LLC (Lessee)
Atria Corporate Center
3033 Campus Drive, Suite E-490
Plymouth, MN 55441

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 15, 2005.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: [Signature]
Name: JAMES N. MURPHY
Title: VICE-PRESIDENT

State of ILLINOIS
County of COOK

On December 15, 2005, before me personally appeared James N. Murphy, to me personally known, who being by me duly sworn says that he is Vice President of General Electric Railcar Services Corporation and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said corporation.

[Signature]
Notary Public
My commission expires: 2/20/06

[NOTARIAL SEAL]



Description of Railcars**AAR**

<u>Unit Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>	
1	Mosaic USA LLC	NAHX	82050
2	Mosaic USA LLC	NAHX	82053
3	Mosaic USA LLC	NAHX	82054
4	Mosaic USA LLC	NAHX	82065
5	Mosaic USA LLC	NAHX	82086
6	Mosaic USA LLC	NAHX	82087
7	Mosaic USA LLC	NAHX	82102
8	Mosaic USA LLC	NAHX	82104
9	Mosaic USA LLC	NAHX	82106
10	Mosaic USA LLC	NAHX	82113
11	Mosaic USA LLC	NAHX	82122
12	Mosaic USA LLC	NAHX	82124
13	Mosaic USA LLC	NAHX	82139
14	Mosaic USA LLC	NAHX	82142
15	Mosaic USA LLC	NAHX	82149
16	Mosaic USA LLC	NAHX	82155
17	Mosaic USA LLC	NAHX	82157
18	Mosaic USA LLC	NAHX	82162
19	Mosaic USA LLC	NAHX	82163
20	Mosaic USA LLC	NAHX	82175
21	Mosaic USA LLC	NAHX	82179
22	Mosaic USA LLC	NAHX	82195
23	Mosaic USA LLC	NAHX	82204
24	Mosaic USA LLC	NAHX	82205
25	Mosaic USA LLC	NAHX	82211
26	Mosaic USA LLC	NAHX	82229
27	Mosaic USA LLC	NAHX	82235
28	Mosaic USA LLC	NAHX	82237
29	Mosaic USA LLC	NAHX	82243
30	Mosaic USA LLC	NAHX	82245
31	Mosaic USA LLC	NAHX	82255
32	Mosaic USA LLC	NAHX	82270
33	Mosaic USA LLC	NAHX	82273
34	Mosaic USA LLC	NAHX	82284
35	Mosaic USA LLC	NAHX	82291
36	Mosaic USA LLC	NAHX	82303
37	Mosaic USA LLC	NAHX	82305
38	Mosaic USA LLC	NAHX	82312
39	Mosaic USA LLC	NAHX	82319
40	Mosaic USA LLC	NAHX	82325
41	Mosaic USA LLC	NAHX	82332
42	Mosaic USA LLC	NAHX	82341
43	Mosaic USA LLC	NAHX	82348
44	Mosaic USA LLC	NAHX	82364
45	Mosaic USA LLC	NAHX	82368
46	Mosaic USA LLC	NAHX	82387
47	Mosaic USA LLC	NAHX	82391
48	Mosaic USA LLC	NAHX	82392
49	Mosaic USA LLC	NAHX	82407

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR</u>	
		<u>Reporting</u>	<u>Mark</u>
50	Mosaic USA LLC	NAHX	82408
51	Mosaic USA LLC	NAHX	82412
52	Mosaic USA LLC	NAHX	82416
53	Mosaic USA LLC	NAHX	82428
54	Mosaic USA LLC	NAHX	82435
55	Mosaic USA LLC	NAHX	82436
56	Mosaic USA LLC	NAHX	82437
57	Mosaic USA LLC	NAHX	82438
58	Mosaic USA LLC	NAHX	82443
59	Mosaic USA LLC	NAHX	82449
60	Mosaic USA LLC	NAHX	82457
61	Mosaic USA LLC	NAHX	82458
62	Mosaic USA LLC	NAHX	82464
63	Mosaic USA LLC	NAHX	82486
64	Mosaic USA LLC	NAHX	82501
65	Mosaic USA LLC	NAHX	82517
66	Mosaic USA LLC	NAHX	82519
67	Mosaic USA LLC	NAHX	82521
68	Mosaic USA LLC	NAHX	82530
69	Mosaic USA LLC	NAHX	82535
70	Mosaic USA LLC	NAHX	800727
71	Mosaic USA LLC	NAHX	800741
72	Mosaic USA LLC	NAHX	800744
73	Mosaic USA LLC	NAHX	800755
74	Mosaic USA LLC	NAHX	800758
75	Mosaic USA LLC	NAHX	800763
76	Mosaic USA LLC	NAHX	800767
77	Mosaic USA LLC	NAHX	800803
78	Mosaic USA LLC	NAHX	800807
79	Mosaic USA LLC	NAHX	800808
80	Mosaic USA LLC	NAHX	800809
81	Mosaic USA LLC	NAHX	800810
82	Mosaic USA LLC	NAHX	800824
83	Mosaic USA LLC	NAHX	800833
84	Mosaic USA LLC	NAHX	800853
85	Mosaic USA LLC	NAHX	800936
86	Mosaic USA LLC	NAHX	800941
87	Mosaic USA LLC	NAHX	800942
88	Mosaic USA LLC	NAHX	800946
89	Mosaic USA LLC	NAHX	800948
90	Mosaic USA LLC	NAHX	800949
91	Mosaic USA LLC	NAHX	63450

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/15/05



Robert W. Alvord