

RECORDATION NO. 27206-A FILED

JUN 11 '08

2-32 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com



June 9, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated February 28, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27206.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Mosaic Canada Crop Nutrition, LP
3033 Campus Drive, Suite E490
Plymouth, MN 55441

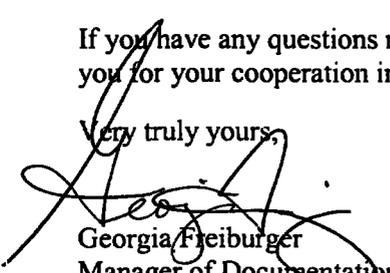
A description of the railroad equipment covered by the enclosed document is one hundred forty seven (147) 4600/4750 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(MOCA002)

ASSGN. NO.: MOCA002

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28 day of February, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Mosaic Canada Crop Nutrition, LP ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 5, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 28, 2008 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Gokulsky

Name: SUSAN GOKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

Executed on this 28th day of February, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of February, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

MOSAIC CANADA CROP NUTRITION, LP
By: 4379934 Canada Ltd. Its: General Partner

ATTEST:

By: L.W. Stranghoener

Name: L.W. Stranghoener

Title: Vice President

By: Jason Van Meet

Name: Jason Van Meet

Title: Senior Treasury Analyst

Executed on this 8 day of February, 2008.

[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Hennepin

I, Mary J. Danielson, a Notary Public of the County and State aforesaid, certify that L.W. Stranghoener personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8 day of February, 2008

Mary J. Danielson
Notary Public

Commission Expires:

1-31-2009
(Notary Public)

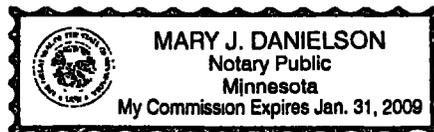


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred forty-seven (147)

DESCRIPTION OF CARS: 4600/4750 cu. ft. covered hopper cars equipped with trough hatches and gravity outlets and linings.

CAR NUMBERS:

FURX 814209	FURX 824677	NDYX 816230	NDYX 823506
FURX 814215	FURX 824851	NDYX 816237	NDYX 823511
FURX 815007	FURX 824853	NDYX 816239	NDYX 823530
FURX 815013	FURX 824857	NDYX 816395	NDYX 823533
FURX 815023	FURX 825955	NDYX 816451	NDYX 823534
FURX 815031	FURX 825966	NDYX 816458	NDYX 823535
FURX 815046	FURX 825978	NDYX 816464	NDYX 823538
FURX 815069	FURX 828227	NDYX 816465	NDYX 824513
FURX 815112	FURX 828232	NDYX 816475	NDYX 824625
FURX 815114	FURX 828259	NDYX 816481	NDYX 824630
FURX 815123	FURX 828276	NDYX 816498	NDYX 825014
FURX 815185	FURX 828284	NDYX 816499	NDYX 825028
FURX 815208	FURX 828305	NDYX 820959	NDYX 827712
FURX 815219	FURX 828308	NDYX 820961	NDYX 827935
FURX 815238	FURX 828318	NDYX 821549	NDYX 827948
FURX 815373	FURX 828353	NDYX 822302	NDYX 827965
FURX 815374	FURX 828563	NDYX 822316	NDYX 827973
FURX 815406	FURX 828598	NDYX 822318	NDYX 827974
FURX 815418	FURX 828732	NDYX 822358	NDYX 827985
FURX 815479	FURX 828905	NDYX 822382	NDYX 827993
FURX 815487	FURX 828984	NDYX 822396	NDYX 827998
FURX 816111	FURX 828992	NDYX 822433	NDYX 828007
FURX 816121	FURX 828999	NDYX 822439	NDYX 828022
FURX 816206	FURX 829005	NDYX 822966	NDYX 828037
FURX 816397	NDYX 815084	NDYX 823362	NDYX 829248
FURX 816708	NDYX 815122	NDYX 823397	NDYX 838008
FURX 816719	NDYX 815174	NDYX 823406	NDYX 838021
FURX 816724	NDYX 815181	NDYX 823408	NDYX 838024
FURX 816736	NDYX 815194	NDYX 823411	NDYX 838035
FURX 818661	NDYX 816171	NDYX 823460	NDYX 838038
FURX 818698	NDYX 816176	NDYX 823464	NDYX 838045
FURX 818700	NDYX 816182	NDYX 823466	NDYX 838050
FURX 818714	NDYX 816184	NDYX 823472	NDYX 838052
FURX 818762	NDYX 816193	NDYX 823481	NDYX 838057
FURX 823468	NDYX 816218	NDYX 823485	NDYX 838058
FURX 823497	NDYX 816220	NDYX 823491	NDYX 838061
FURX 824484	NDYX 816225	NDYX 823494	