

RECORDATION NO. 27561 FILED

JUL 10 '08 -12 30 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 10, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 January 29, 2007, 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: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Mosaic Crop Nutrition, LLC
3033 Campus Drive, Suite E490
Plymouth, Minnesota 55441

Anne K. Quinlan, Esquire
July 10, 2008
Page 2

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

40 covered hopper railcars within the series AEX 13948 - AEX 14003 as more particularly set forth in the attachment to the document

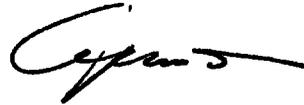
A short summary of the document to appear in the index is:

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 29 day of January 2007, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Mosaic Crop Nutrition, LLC, a Delaware limited liability company, whose mailing address is 3033 Campus Drive, Suite E490, Plymouth, Minnesota 55441 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement #078012005MCN dated effective as of July 1, 2005 (the "Master Lease"), and Deal #R01090 dated effective as of January 1, 2007 (the "Schedule"), whereby Lessor leases to Lessee forty (40) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

LESSEE:

MOSAIC CROP NUTRITION, LLC

By: L.W. Stranghoener

Printed

Name: Lawrence W. Stranghoener

Title: Vice President and Chief

Finance

Executive Officer

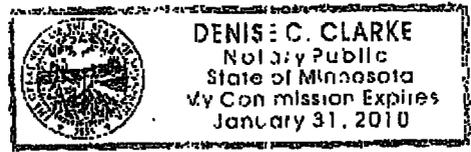
Date: January 29, 2007

STATE OF Minnesota)

COUNTY OF Hennepin) SS:

The foregoing instrument was acknowledged before me this 29th day of January, 2007, by Lawrence W. Stranghoener, the VP - CFO of Mosaic Crop Nutrition, LLC, a Delaware limited liability company, on behalf of the company.

Denise C. Clarke
Notary Public



LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah
Printed
Name: Rasesh H. Shah

Title: President, Rail Group

Date: 2/5/07

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 5th day of February, 2007, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie A. Delisle
Notary Public

Notary Public, State of Ohio
My Commission Expires 02/28/2010

EXHIBIT A

Car List

Forty (40) Covered Hoppers

1	AEX 013948	21	AEX 013984
2	AEX 013949	22	AEX 013985
3	AEX 013950	23	AEX 013986
4	AEX 013967	24	AEX 013987
5	AEX 013968	25	AEX 013988
6	AEX 013969	26	AEX 013989
7	AEX 013970	27	AEX 013990
8	AEX 013971	28	AEX 013991
9	AEX 013972	29	AEX 013992
10	AEX 013973	30	AEX 013993
11	AEX 013974	31	AEX 013994
12	AEX 013975	32	AEX 013995
13	AEX 013976	33	AEX 013996
14	AEX 013977	34	AEX 013997
15	AEX 013978	35	AEX 013998
16	AEX 013979	36	AEX 013999
17	AEX 013980	37	AEX 014000
18	AEX 013981	38	AEX 014001
19	AEX 013982	39	AEX 014002
20	AEX 013983	40	AEX 014003

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: 7/10/08



Robert W. Alvord