

RECORDATION NO. 25796-F FILED

JUL 21 '10 -3 25 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

VIA UPS 2<sup>nd</sup> DAY AIR

July 20, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, D. C. 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

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 December 30, 2009, 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 25796.

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

Lessor: First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018	Lessee: Mosaic Crop Nutrition, LLC 3033 Campus Drive, Suite E490 Plymouth, MN 55441
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A description of the railroad equipment covered by the enclosed document is for one hundred (100) 4750 cu. ft. capacity, covered hopper cars, having 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 \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Dunne". The signature is fluid and cursive, with a long horizontal line extending to the right.

Marcia Dunne  
Senior Documentation Specialist

Enclosures  
(MOCN005)

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ASSGN. NO.: MOCN005

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of June, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Mosaic Crop Nutrition, LLC, ("Lessee"), a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 29, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 30, 2009, 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  
VICE PRESIDENT

Title: \_\_\_\_\_

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 1st day of JULY, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COCK

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 1st day of July, 2010.

Georgia Freiburger  
Notary Public

My Commission Expires:

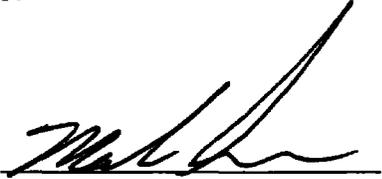
6-2012  
(Notary Public)



**LESSEE:**

MOSAIC CROP NUTRITION, LLC

ATTEST:

By: 

Name: Mark J. Isaacson

Title: Vice President – Law

By: 

Name: Lawrence W. Stranghoener

Title: Vice President & Chief Financial Officer

Executed on this 1st day of June, 2010.

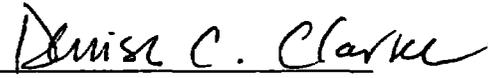
[CORPORATE SEAL]

STATE OF Minnesota

COUNTY OF Hennepin

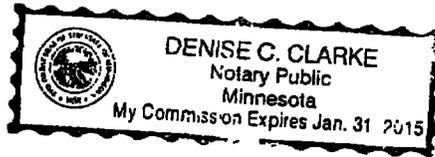
I, Denise Clarke, a Notary Public of the County and State aforesaid, certify that Lawrence W. Stranghoener, Vice President and Chief Financial Officer personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of June, 2010.

  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 4750 cu. ft. covered hopper cars equipped with trough hatches and Miner gravity gates, 263,000/268,000 TWR.

CAR NUMBERS:

FURX	822773	FURX	825047	FURX	828771
FURX	822785	FURX	825049	FURX	829021
FURX	822816	FURX	825130	FURX	829023
FURX	822825	FURX	825134	FURX	829026
FURX	822839	FURX	825356	FURX	829028
FURX	822891	FURX	825420	FURX	829405
FURX	823049	FURX	825448	FURX	829465
FURX	823306	FURX	826053	FURX	829813
FURX	823313	FURX	826057	FURX	829863
FURX	823325	FURX	826114	FURX	829884
FURX	823331	FURX	826151	FURX	830147
FURX	823426	FURX	826251	FURX	830170
FURX	824261	FURX	826255	FURX	830440
FURX	824275	FURX	826271	FURX	830516
FURX	824305	FURX	826289	FURX	830827
FURX	824347	FURX	826500	FURX	830860
FURX	824349	FURX	827615	FURX	830908
FURX	824419	FURX	827635	FURX	831027
FURX	824693	FURX	827636	FURX	831042
FURX	824814	FURX	827652	FURX	831045
FURX	824815	FURX	827653	FURX	832483
FURX	824875	FURX	827666	FURX	832697
FURX	824883	FURX	827668	FURX	833087
FURX	824884	FURX	827678	NDYX	823567
FURX	824940	FURX	827688	NDYX	823766
FURX	824953	FURX	827696	NDYX	823793
FURX	824960	FURX	827777	NDYX	825160
FURX	824968	FURX	828189	NDYX	825411
FURX	824971	FURX	828245	NDYX	825432
FURX	824972	FURX	828405	NDYX	829501
FURX	824973	FURX	828435	NDYX	830332
FURX	824975	FURX	828437	NDYX	831031
FURX	824979	FURX	828526		
FURX	825020	FURX	828617		