

MOSAIC CO  
Form 10-K/A  
July 31, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended May 31, 2012

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from      to

Commission file number 001-32327

**The Mosaic Company**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-1026454**  
(I.R.S. Employer  
Identification No.)

**3033 Campus Drive**

**Suite E490**

**Plymouth, Minnesota 55441**

**(800) 918-8270**

(Address and zip code of principal executive offices and registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class</b>                      | <b>Name of each exchange on which registered</b> |
|---|--|
| <b>Common Stock, par value \$0.01 per share</b> | <b>New York Stock Exchange</b>                   |

**Securities registered pursuant to Section 12(g) of the Act: NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 30, 2011, the aggregate market value of the registrant's voting common stock held by stockholders, other than directors, executive officers, subsidiaries of the Registrant and any other person known by the Registrant as of the date hereof to beneficially own ten percent or more of any class of Registrant's outstanding voting common stock, and consisting of shares of Common Stock and Class A Common Stock, was approximately \$19.0 billion based upon the closing price of a share of Common Stock on the New York Stock Exchange on that date.

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Indicate the number of shares outstanding of each of the registrant's classes of common stock: 296,720,433 shares of Common Stock, 128,759,772 shares of Class A Common Stock and 0 shares of Class B Common Stock, each par value \$0.01 per share, as of July 11, 2012.

### ***DOCUMENTS INCORPORATED BY REFERENCE***

1. Portions of the registrant's definitive proxy statement to be delivered in conjunction with the 2012 Annual Meeting of Stockholders (Part III)

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**Table of Contents****EXPLANATORY NOTE**

This amendment (the *Amendment*) to the Annual Report on Form 10-K of The Mosaic Company (*Mosaic* or the *Company*) for the fiscal year ended May 31, 2012 (the *Fiscal 2012 10-K*) is being filed to correct the same typographical error in the Management's Discussion and Analysis of Financial Condition (the *Management's Analysis*) and in Note 22 (*Note 22*) of the Notes to Consolidated Financial Statements in the Fiscal 2012 10-K with respect to the reporting of our undiscounted estimated future closure and post-closure costs related to our Florida and Louisiana Gypstacks. Specifically, the amount disclosed for undiscounted estimated future closure and post-closure costs has been corrected from \$1.439 million to \$1,439 million. In addition, this Amendment corrects the calculation of our estimated interest payments on long-term debt in our Contractual Cash Obligations Table to include estimated interest payments on our recently issued \$450 million aggregate principal amount of 3.750% Senior Notes due 2021 and \$300 million aggregate principal amount of 4.875% Senior Notes due 2041. Specifically, the total amount of the estimated interest payments disclosed has been corrected from \$222.7 million to \$810.0 million and the total amount of contractual cash obligations has been corrected from \$6,516.3 million to \$7,103.6 million.

The Amendment does not change the Consolidated Statements of Earnings, Consolidated Balance Sheets, Consolidated Statements of Cash Flows or Consolidated Statements of Equity. No other changes have been made to the original Fiscal 2012 10-K as previously filed on July 17, 2012. Except as amended by this report, this Amendment speaks as of the original filing date of the Fiscal 2012 10-K, does not reflect facts or events that may have occurred subsequent to the filing date of the Fiscal 2012 10-K, and does not modify or update in any way any other disclosures made in the original Fiscal 2012 10-K, or subsequent to any periods for which disclosure was otherwise provided in the original report. Accordingly, this Amendment should be read in conjunction with our filings with the Securities and Exchange Commission subsequent to the filing date of the original report.

**1. Management's Analysis**

The subsections entitled *Contractual Cash Obligations* and *Other Commercial Commitments* under *Off-Balance Sheet Arrangements and Obligations* in the *Management's Analysis* beginning on page F-23 of the Fiscal 2012 10-K are hereby amended to read in their entirety as follows:

**Contractual Cash Obligations**

The following is a summary of our contractual cash obligations as of May 31, 2012:

| <i>(in millions)</i>   | <b>Total</b>      | <b>Payments by Fiscal Year</b> |                    |                    |                          |
|--|-------------------|--------------------------------|--------------------|--------------------|--------------------------|
|  |                   | <b>Less than 1 year</b>        | <b>1 - 3 years</b> | <b>3 - 5 years</b> | <b>More than 5 years</b> |
| Long-term debt   | \$ 1,010.5        | \$ 0.5                         | \$ 2.2             | \$ 7.1             | \$ 1,000.7               |
| Estimated interest payments on long-term debt <sup>(a)</sup> | 810.0             | 50.3                           | 99.9               | 98.7               | 561.1                    |
| Operating leases   | 112.4             | 41.1                           | 40.9               | 16.5               | 13.9                     |
| Purchase commitments <sup>(b)</sup>                          | 4,691.4           | 1,874.0                        | 492.4              | 225.1              | 2,099.9                  |
| Pension and postretirement liabilities <sup>(c)</sup>        | 479.3             | 39.7                           | 89.4               | 94.7               | 255.5                    |
| <b>Total contractual cash obligations</b>                    | <b>\$ 7,103.6</b> | <b>\$ 2,005.6</b>              | <b>\$ 724.8</b>    | <b>\$ 442.1</b>    | <b>\$ 3,931.1</b>        |

<sup>(a)</sup> Based on interest rates and debt balances as of May 31, 2012.

<sup>(b)</sup> Based on prevailing market prices as of May 31, 2012. The majority of items more than 5 years is our estimated purchase commitment from our equity investee, the Miski Mayo Mine.

<sup>(c)</sup> Fiscal 2013 pension plan payments are based on minimum funding requirements. For years thereafter, pension plan payments are based on expected benefits paid. The postretirement plan payments are based on projected benefit payments.

**Table of Contents****Other Commercial Commitments**

The following is a summary of our other commercial commitments as of May 31, 2012:

| <i>(in millions)</i> | <b>Total</b>    | <b>Commitment Expiration by Fiscal Year</b> |                        |                        |                              |
|----------------------|-----------------|---|------------------------|------------------------|------------------------------|
|                      |                 | <b>Less than 1<br/>year</b>                 | <b>1 - 3<br/>years</b> | <b>3 - 5<br/>years</b> | <b>More than 5<br/>years</b> |
| Letters of credit    | \$ 22.0         | \$ 22.0                                     | \$                     | \$                     | \$                           |
| Surety bonds         | 185.2           | 137.7                                       | 47.3                   |                        | 0.2                          |
| <b>Total</b>         | <b>\$ 207.2</b> | <b>\$ 159.7</b>                             | <b>\$ 47.3</b>         | <b>\$</b>              | <b>\$ 0.2</b>                |

The surety bonds and letters of credit generally expire within one year or less but a substantial portion of these instruments provide financial assurance for continuing obligations and, therefore, in most cases, must be renewed on an annual basis. We primarily incur liabilities for reclamation activities in our Florida operations and for phosphogypsum management system ( *Gypstack* ) closure in our Florida and Louisiana operations where, in order to obtain necessary permits, we must either pass a test of financial strength or provide credit support, typically in the form of surety bonds or letters of credit. As of May 31, 2012, we had \$171.3 million in surety bonds outstanding for mining reclamation obligations in Florida. We have letters of credit directly supporting mining reclamation activity of \$1.9 million. The surety bonds generally require us to obtain a discharge of the bonds or to post additional collateral (typically in the form of cash or letters of credit) at the request of the issuer of the bonds.

We are subject to financial responsibility obligations for our Gypstacks in Florida and Louisiana. We are currently in compliance with these financial assurance requirements because our financial strength permits us to meet applicable financial strength tests. However, at various times we have not met the applicable financial strength tests and there can be no assurance that we will be able to meet applicable financial strength tests in Florida and Louisiana in the future. In the event we do not meet either the Florida or Louisiana financial strength test, we could be required to seek an alternate financial strength test acceptable to state regulatory authorities or provide credit support, which may include surety bonds, letters of credit and cash escrows. Cash escrows would be classified as restricted cash on our Consolidated Balance Sheets. Assuming we maintain our current levels of liquidity and capital resources, we do not expect that the Florida and Louisiana requirements will have a material effect on our results of operations, liquidity or capital resources.

Currently, financial assurance requirements in Florida and Louisiana for the closure of Gypstacks are, in general terms, based upon the same assumptions and associated estimated values, as the AROs recognized for financial reporting purposes. For financial reporting purposes, we recognize the AROs based on the estimated future closure and post-closure costs, the undiscounted value of which is approximately \$1,439 million. The value of the AROs for closure of Mosaic's Gypstacks, discounted to the present value based on a credit-adjusted risk-free rate, is reflected on our Consolidated Balance Sheets in the amount of approximately \$407 million as of May 31, 2012. Compliance with the financial assurance requirements in Florida and Louisiana are based on the undiscounted Gypstack closure estimates.

In connection with the Company's efforts to achieve resolution of certain environmental matters, the U.S. Department of Justice and the U.S. Environmental Protection Agency, together with the States of Louisiana and Florida, seek to require Mosaic to provide financial assurances for the closure of Gypstacks that are significantly more burdensome than the current requirements and would require Mosaic to pre-fund a meaningful portion of the estimated costs to close all the Gypstacks currently, rather than the costs estimated at the end of their useful lives. The estimated closure costs for our Gypstacks using the government's approach would result in substantially higher estimates. These costs are generally expected to be paid in the normal course of our Phosphates business over three decades or more after a Gypstack has been closed. In addition, we currently estimate that capital expenditures related to other obligations that would be required to achieve resolution of these environmental matters would likely be in excess of \$150 million in the aggregate over a period of several years. See the discussion under "EPA RCRA Initiative" in Note 22 of our Notes to Consolidated Financial Statements for more information on this matter.

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**2. Notes to Consolidated Financial Statements: Note 22**

The material under EPA RCRA Initiative in Note 22 beginning on page F-82 of the Fiscal 2012 10-K Report is hereby amended to read as follows:

*EPA RCRA Initiative.* In 2003, the U.S. Environmental Protection Agency ( *EPA* ) Office of Enforcement and Compliance Assurance announced that it would be targeting facilities in mineral processing industries, including phosphoric acid producers, for a thorough review under the U.S. Resource Conservation and Recovery Act ( *RCRA* ) and related state laws. Mining and processing of phosphates generate residual materials that must be managed both during the operation of a facility and upon a facility's closure. Certain solid wastes generated by our phosphate operations may be subject to regulation under RCRA and related state laws. The EPA rules exempt extraction and beneficiation wastes, as well as 20 specified mineral processing wastes, from the hazardous waste management requirements of RCRA. Accordingly, certain of the residual materials which our phosphate operations generate, as well as process wastewater from phosphoric acid production, are exempt from RCRA regulation. However, the generation and management of other solid wastes from phosphate operations may be subject to hazardous waste regulation if the waste is deemed to exhibit a hazardous waste characteristic. As part of its initiative, we understand that EPA has inspected all or nearly all facilities in the U.S. phosphoric acid production sector to ensure compliance with applicable RCRA regulations and to address any imminent and substantial endangerment found by the EPA under RCRA. We have provided the EPA with substantial amounts of information regarding the process water recycling practices and the hazardous waste handling practices at our phosphate production facilities in Florida and Louisiana, and the EPA has inspected all of our currently operating processing facilities in the U.S. In addition to the EPA's inspections, our phosphate concentrates facilities have entered into consent orders to perform analyses of existing environmental data, to perform further environmental sampling as may be necessary, and to assess whether the facilities pose a risk of harm to human health or the surrounding environment.

We have received Notices of Violation ( *NOVs* ) from the EPA related to the handling of hazardous waste at our Riverview (September 2005), New Wales (October 2005), Mulberry (June 2006) and Bartow (September 2006) facilities in Florida. We understand that the EPA has issued similar NOVs to our competitors and referred the NOVs to the U.S. Department of Justice ( *DOJ* ) for further enforcement. We currently are engaged in discussions with the DOJ and EPA. We believe we have substantial defenses to most of the allegations in the NOVs, including but not limited to previous EPA regulatory interpretations and inspection reports finding that the process water handling practices in question comply with the requirements of the exemption for extraction and beneficiation wastes. We intend to evaluate various alternatives and continue discussions to determine if a negotiated resolution can be reached. If it cannot, we intend to vigorously defend these matters in any enforcement actions that may be pursued.

We are negotiating the terms of a possible settlement with the government, and the final terms are not yet agreed upon. If a settlement can be achieved, in all likelihood our commitments would be multi-faceted and would include the following:

Incurring capital expenditures likely to exceed \$150 million in the aggregate over a period of several years.

Providing meaningful additional financial assurances for the Gypstacks. Currently, financial assurance requirements in Florida and Louisiana for the closure of Gypstacks are, in general terms, based upon the same assumptions and associated estimated values, with certain adjustments to comply with U.S. GAAP, as the AROs recognized for financial reporting purposes. For financial reporting purposes, we recognize the AROs based on the estimated future closure and post-closure costs, the undiscounted value of which is approximately \$1,439 million. The present value of the AROs for closure of Mosaic's Gypstacks reflected on our Consolidated Balance Sheets is approximately \$407 million as of May 31, 2012, and is reflected in accrued liabilities and other noncurrent liabilities in our Consolidated Balance Sheet. Compliance with the financial assurance requirements in Florida and Louisiana are based on the undiscounted Gypstack closure estimates. These financial assurance requirements can be satisfied through a variety of means, including

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satisfying a financial test or providing credit support in the form of surety bonds, letters of credit or cash escrows, among others. If a cash escrow is used in connection with these financial assurance requirements, any amounts agreed to would be classified as restricted cash on our consolidated balance sheets. In the context of a settlement of the government's enforcement action, the DOJ and EPA would insist on financial assurances for the closure of Gypstacks that are significantly more burdensome than the current requirements and would require Mosaic to pre-fund a substantial portion of the estimated costs to close the Gypstacks today, rather than at the end of their useful lives. The estimated closure costs for our Gypstacks using the government's approach for settlement purposes would result in meaningful higher total amounts than the AROs. While the government would ask for significant cash to be set aside by the Company currently, the reclamation and monitoring costs are generally expected to be paid in the normal course of our Phosphates business over three decades or more after a Gypstack has been closed.

We have also established accruals to address the estimated cost of civil penalties in connection this matter, which we do not believe would be material to our results of operations, liquidity or capital resources.

In light of our strong operating cash flows, liquidity and capital resources, we believe that we have sufficient liquidity and capital resources to be able to fund such capital expenditures, financial assurance requirements and civil penalties as part of a settlement. If a settlement cannot be agreed upon, we cannot predict the outcome of any litigation or estimate the potential amount or range of loss; however, we would face potential exposure to material costs should we fail in the defense of an enforcement action.



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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

THE MOSAIC COMPANY  
*(Registrant)*

/s/ James T. Prokopanko  
James T. Prokopanko  
Chief Executive Officer and President

Date: July 30, 2012

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| <b>Exhibit</b> |   | <b>Incorporated Herein by</b>   | <b>Filed with</b>            |
|----------------|---|---|------------------------------|
| <b>No.</b>     | <b>Description</b>  | <b>Reference to</b>   | <b>Electronic Submission</b> |
| 2.i.           | Agreement and Plan of Merger and Contribution, dated as of January 26, 2004, by and among IMC Global Inc. (now known as Mosaic Global Holdings Inc.), Global Nutrition Solutions, Inc. (now known as MOS Holdings Inc. ( MOS Holdings )), GNS Acquisition Corp., Cargill, Incorporated ( Cargill ) and Cargill Fertilizer, Inc., as amended by Amendment No. 1 to Agreement and Plan of Merger and Contribution, dated as of June 15, 2004, and as further amended by Amendment No. 2 to Agreement and Plan of Merger and Contribution, dated as of October 18, 2004* | Exhibit 2.1 to the Current Report on Form 8-K of Mosaic dated October 22, 2004, and filed on October 28, 2004**   |                              |
| 2.ii.          | Letter Agreement dated April 11, 2005, to Agreement and Plan of Merger and Contribution, dated as of January 26, 2004, by and among IMC Global Inc., Global Nutrition Solutions, Inc., Cargill and Cargill Fertilizer, Inc., as amended by Amendment No. 1 to Agreement and Plan of Merger and Contribution, dated as of June 15, 2004, and as further amended by Amendment No. 2 to Agreement and Plan of Merger and Contribution, dated as of October 18, 2004  | Exhibit 2 to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period ended February 28, 2005**   |                              |
| 2.iii.         | Form of Merger and Distribution Agreement, dated January 18, 2011, by and among MOS Holdings Inc., Cargill, The Mosaic Company ( Mosaic, formerly known as GNS II (U.S. Mosaic Company ( GNS )), GNS Merger Sub LLC, and, for the limited purposes set forth therein, the Margaret A. Cargill Foundation, the Acorn Trust, the Lilac Trust and the Anne Ray Charitable Trust*   | Annex A to the proxy statement/prospectus forming a part of the Registration Statement on Form S-4 filed by GNS pursuant to Rule 424(b)(3) of the Securities Act on April 11, 2011*** |                              |
| 2.iv.          | Form of Registration Agreement, dated January 18, 2011, by and among MOS Holdings, Cargill, Mosaic, the Margaret A. Cargill Foundation, the Acorn Trust, the Lilac Trust and the Anne Ray Charitable Trust  | Annex D to the proxy statement/prospectus forming a part of the Registration Statement on Form S-4 filed by GNS on February 4, 2011***  |                              |
| 2.v.           | Form of Tax Agreement, dated January 18, 2011, by and among MOS Holdings, Mosaic and Cargill (the Tax Agreement )   | Annex F to the proxy statement/prospectus forming a part of the Registration Statement on Form S-4 filed by GNS on February 4, 2011***  |                              |

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| <b>Exhibit</b> |  | <b>Incorporated Herein by</b>   | <b>Filed with</b>            |
|----------------|--|---|------------------------------|
| <b>No.</b>     | <b>Description</b>   | <b>Reference to</b>   | <b>Electronic Submission</b> |
| 2.vi.          | Amendment, dated May 24, 2011, to Tax Agreement  | Exhibit 2.1 to the Current Report on Form 8-K12B of Mosaic dated 2011 and filed on May 25, 2011**                         |                              |
| 2.vii.         | Amended and Restated Governance Agreement, dated as of May 25, 2011, by and among MOS Holdings, Mosaic and each of the other parties thereto   | Exhibit 2.2 to the Current Report on Form 8-K12B of Mosaic dated 2011 and filed on May 25, 2011**                         |                              |
| 3.i.a.         | Restated Certificate of Incorporation of Mosaic  | Exhibit 3.1 to Mosaic's Form 8-K12B dated May 24, 2011, and filed on May 25, 2011**                                       |                              |
| 3.ii.          | Amended and Restated Bylaws of Mosaic  | Exhibit 3.2 to Mosaic's Current Report on Form 8-K12B dated May 24, 2011, and filed on May 25, 2011**                     |                              |
| 4.iii.         | Registrant hereby agrees to furnish to the Commission, upon request, with all instruments defining the rights of holders of each issue of long-term debt of the Registrant and its consolidated subsidiaries |   |                              |
| 10.iii.a.****  | The Mosaic Company 2004 Omnibus Stock and Incentive Plan (the Omnibus Incentive Plan), as amended October 8, 2009  | Appendix A to the Proxy Statement of The Mosaic Company dated August 25, 2009**   |                              |
| 10.iii.b.****  | Form of Employee Non-Qualified Stock Option under the Omnibus Incentive Plan   | Exhibit 10.iii.b. to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period Ended November 30, 2004**       |                              |
| 10.iii.c.****  | Description of Executive Physical Program  | Fourth Paragraph of Item 1.01 of the Current Report on Form 8-K of Mosaic dated May 26, 2005, and filed on June 1, 2005** |                              |
| 10.iii.d.****  | Description of Mosaic Management Incentive Program   |   | *****                        |
| 10.iii.e.****  | Form of Employee Non-Qualified Stock Option under the Omnibus Incentive Plan, effective August 1, 2005   | Exhibit 99.1 to the Current Report on Form 8-K of Mosaic dated August 2, 2006, and filed on August 2, 2006**              |                              |
| 10.iii.f.****  | Summary of Board of Director Compensation of Mosaic  | Exhibit 10.iii.f. to the Quarterly Report on Form 10-Q for the Fiscal Quarter Ended August 31, 2011**                     |                              |
| 10.iii.g.****  | Form of Employee Non-Qualified Stock Option under the Omnibus Incentive Plan, approved July 6, 2006  | Exhibit 99.3. to the Current Report on Form 8-K of Mosaic dated August 2, 2006, and filed on August 2, 2006**             |                              |

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|                |  | <b>Filed with</b>   |
|----------------|--|---|
| <b>Exhibit</b> |  | <b>Electronic</b>   |
| <b>No.</b>     | <b>Description</b>   | <b>Submission</b>   |
| 10.iii.h.****  | Form of Employee Non-Qualified Stock Option under the Omnibus Incentive Plan, approved July 30, 2008   | Exhibit 10.iii.a. to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period Ended August 31, 2008**   |
| 10.iii.i.****  | Form of Employee Restricted Stock Unit Award Agreement under the Omnibus Incentive Plan, approved July 30, 2008                                  | Exhibit 10.iii.b to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period Ended August 31, 2008**  |
| 10.iii.j.****  | Form of Indemnification Agreement between Mosaic and its directors and executive officers  | Exhibit 10.iii. to the Current Report on Form 8-K of Mosaic dated October 8, 2008, and filed on October 14, 2008**  |
| 10.iii.k.****  | Form of Mosaic Nonqualified Deferred Compensation Plan, as amended and restated effective October 9, 2008  | Exhibit 10.iii.b. to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period Ended November 30, 2008**   |
| 10.iii.l.****  | Form of Director Restricted Stock Unit Award Agreement under the Omnibus Incentive Plan, approved October 9, 2008                                | Exhibit 10.iii.c. to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period Ended November 30, 2008**   |
| 10.iii.m.****  | Description of Executive Financial Planning Program, as amended effective January 1, 2009  | Exhibit 10.iii.a. to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period Ended February 28, 2009**   |
| 10.iii.n.****  | Description of anti-dilution payments to directors and employees   | Item 5.02 of the Current Report on Form 8-K of Mosaic dated December 9, 2009, and filed on December 15, 2009**  |
| 10.iii.o.****  | Form of Senior Management Severance and Change in Control Agreement  | Exhibit 10.78 to Amendment No. 2 to Registration Statement on Form S-1 filed by GNS II (U.S.) Corp. pursuant to Rule 424(b)(3) of the Securities Act on May 12, 2011***** |
| 10.iii.p.****  | Form of Amendment dated April 13, 2011, to the Mosaic Nonqualified Deferred Compensation Plan, as amended and restated effective October 9, 2008 | Exhibit 10.iii.r. to the Annual Report on Form 10-K of Mosaic for the Fiscal Year Ended May 31, 2011**  |
| 10.iii.q.****  | Description of Cargill Special Compensation Awards   | Item 5.02 of the Current Report on Form 8-K of Mosaic dated June 9, 2011, and filed on June 15, 2011**  |
| 10.iii.r.****  | Form of Amendment dated May 11, 2011, to the Omnibus Incentive Plan  | Exhibit 10.iii.u. to the Annual Report on Form 10-K of Mosaic for the Fiscal Year Ended May 31, 2011**  |

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| <b>Exhibit No.</b> | <b>Description</b>   | <b>Incorporated Herein by Reference to</b>   | <b>Filed with Electronic Submission</b> |
|--------------------|--|--|---|
| 10.iii.s.****      | Form of Employee Nonqualified Stock Option under the Omnibus Incentive Plan, approved July 20, 2011  | Exhibit 10.iii.b. to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period ended August 31, 2011**  |   |
| 10.iii.t.****      | Form of Employee Restricted Stock Unit Award Agreement under the Omnibus Incentive Plan, approved July 20, 2011  | Exhibit 10.iii.c. to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period ended August 31, 2011**  |   |
| 10.iii.u.****      | Form of Performance Unit Award Agreement under the Omnibus Incentive Plan, approved August 29, 2011  | Exhibit 10.iii.d. to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period ended August 31, 2011**  |   |
| 10.iii.v.****      | Summary of executive life and disability plans   | The material under Compensation Discussion and Analysis Compensation Components and Process Employee Benefits Executive Life and Disability Plans in the Proxy Statement of Mosaic dated August 25, 2011** |   |
| 10.iii.w.****      | Form of Retention Award Agreement under the Omnibus Incentive Plan, approved July 20, 2011   | Exhibit 10.iii.g. to the Quarterly Report on Form 10-Q of Mosaic for the Quarterly Period ended August 31, 2011**  |   |
| 21                 | Subsidiaries of the Registrant   |  | *****                                   |
| 23.1               | Consent of KPMG LLP, independent registered public accounting firm for Mosaic  |  | X                                       |
| 24                 | Power of Attorney  |  | *****                                   |
| 31.1               | Certification of Chief Executive Officer Required by Rule 13a-14(a)  |  | X                                       |
| 31.2               | Certification of Chief Financial Officer Required by Rule 13a-14(a)  |  | X                                       |
| 32.1               | Certification of Chief Executive Officer Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code                               |  | *****                                   |
| 32.2               | Certification of Chief Financial Officer Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code                               |  | *****                                   |
| 95                 | Mine Safety Disclosures  |  | *****                                   |
| 101                | Interactive Data Files   |  | X                                       |
| *                  | Mosaic agrees to furnish supplementally to the Commission a copy of any omitted schedules and exhibits to the extent required by rules of the Commission upon request. |  |   |
| **                 | SEC File No. 001-32327   |  |   |
| ***                | Registration Statement No. 333-172076  |  |   |
| ****               | Denotes management contract or compensatory plan.  |  |   |
| *****              | Registration Statement No. 333-172253  |  |   |
| *****              | Previously filed with the Fiscal 2012 10-K   |  |   |