

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

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FILER

MOSAIC CO

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

- 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)

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:

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

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.

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

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

(b) 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.

(c) 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.

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Other Commercial Commitments

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

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

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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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>	<u>Incorporated Herein by Reference to</u>	<u>Filed with Electronic Submission</u>
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.) Corp. (“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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Exhibit		Incorporated Herein by	Filed with
No.	Description	Reference to	Electronic
			Submission
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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Exhibit		Incorporated Herein by	Filed with
No.	Description	Reference to	Electronic
			Submission
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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Exhibit No.	Description	Incorporated Herein by Reference to	Filed with Electronic Submission
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

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Consent of Independent Registered Public Accounting Firm

The Board of Directors
The Mosaic Company:

We consent to the incorporation by reference in the registration statement (No. 333-142268, 333-120503, 333-120501, and 333-120878) on Form S-8 and on Form S-3 (No. 333-175087 and 333-177251) of The Mosaic Company of our report dated July 17, 2012, with respect to the consolidated balance sheets of The Mosaic Company as of May 31, 2012 and 2011, and the related consolidated statements of earnings, equity, and cash flows for each of the years in the three-year period ended May 31, 2012, and all related financial statement schedules, and the effectiveness of internal control over financial reporting as of May 31, 2012, which report appears in the May 31, 2012 annual report on Form 10-K of The Mosaic Company.

/s/ KPMG LLP

Minneapolis, Minnesota
July 30, 2012

Certification Required by Rule 13a-14(a)

I, James T. Prokopanko, certify that:

1. I have reviewed this amendment to the annual report on Form 10-K of The Mosaic Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

Date: July 30, 2012

/s/ James T. Prokopanko

James T. Prokopanko
Chief Executive Officer and President
The Mosaic Company

Certification Required by Rule 13a-14(a)

I, Lawrence W. Stranghoener, certify that:

1. I have reviewed this amendment to the annual report on Form 10-K of The Mosaic Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

Date: July 30, 2012

/s/ Lawrence W. Stranghoener

Lawrence W. Stranghoener
Executive Vice President and Chief Financial Officer
The Mosaic Company

**Investments in Non-Consolidated Companies
(Tables)**

12 Months Ended

May 31, 2012

[Equity Method Investments and Joint Ventures](#)

[\[Abstract\]](#)

[Schedule of Equity Method Investments \[Table Text Block\]](#)

A summary of our equity-method investments, which were in operation as of May 31, 2012, is as follows:

<u>Entity</u>	<u>Economic Interest</u>
Gulf Sulphur Services LTD., LLLP	50.0%
River Bend Ag, LLC	50.0%
IFC S.A.	45.0%
Yunnan Three Circles Sinochem Cargill Fertilizers Co. Ltd.	35.0%
Miski Mayo Mine	35.0%
Canpotex Limited	37.1%

The summarized financial information shown below includes all non-consolidated companies carried on the equity method.

<u>(in millions)</u>	<u>May 31,</u>		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
Net sales	\$ 4,938.4	\$ 4,061.7	\$ 3,617.5
Net earnings (loss)	97.9	0.5	(17.0)
Mosaic's share of equity in net earnings (loss)	13.3	(5.0)	(10.9)
Total assets	1,776.0	1,690.6	2,290.9
Total liabilities	1,005.0	1,022.5	1,580.0
Mosaic's share of equity in net assets	282.8	247.2	259.6

Cargill Transaction (Details) (USD \$) In Millions, except Per Share data, unless otherwise specified	1 Months Ended		3 Months Ended	12 Months Ended		
	Sep. 29, 2011	Oct. 06, 2011	Nov. 17, 2011	May 31, 2012	May 31, 2011	May 31, 2010
<u>Cargill Transaction [Abstract]</u>						
<u>Former percentage ownership by Cargill and certain of its subsidiaries</u>				64.00%		
<u>Distributions To/From Related Party</u>				\$ 18.5	\$ 0	\$ 0
<u>Conversion of Stock [Line Items]</u>						
<u>Conversion of Stock, Type of Stock Converted</u>	Class A Common Stock, Series A-4	Class B Common Stock				
<u>Class of Stock Disclosures [Abstract]</u>						
<u>Stock Repurchased During Period, Shares</u>			21.3			
<u>Common Stock, Redemption Price Per Share</u>			\$ 54.58			
<u>Common Stock, Redemption Date</u>			Nov. 16, 2011			
<u>Payments for Repurchase of Common Stock</u>				\$ 1,162.5	\$ 0	\$ 0
<u>Shares Designated To Be Sold</u>				157.0		
<u>Shares Received By Exchanging Cargill Stockholders</u>				128.8		
<u>Shares Received By Exchanging Cargill Stockholders After Split Off</u>				178.3		
<u>Percentage Of Outstanding Shares Held By Cargill After Split Off</u>				40.00%		
<u>Percentage Voting Power Of Cargill After Split Off</u>				82.00%		
<u>Shares Received By Cargill Debt Holders</u>				107.5		
<u>Shares Sold Secondary Offer</u>				115.0		
Common Class A [Member]						
<u>Conversion of Stock [Line Items]</u>						
<u>Conversion of Stock, Shares Converted</u>	(20.7)	113.0				
Class B common stock [Member]						
<u>Conversion of Stock [Line Items]</u>						
<u>Conversion of Stock, Shares Converted</u>		(113.0)				
Common Stock [Member]						
<u>Conversion of Stock [Line Items]</u>						
<u>Conversion of Stock, Shares Converted</u>	20.7					

**Share-based Payments
(Tables)**

**12 Months Ended
May 31, 2012**

[Disclosure of Compensation
Related Costs, Share Based
Payments \[Abstract\]](#)

[Disclosure of Share-based
Compensation Arrangements
by Share-based Payment
Award \[Table Text Block\]](#)

Weighted average assumptions used in option valuations:

	Years ended May 31,		
	2012	2011	2010
Expected volatility	51.80%	60.46%	60.50%
Expected dividend yield	0.28%	0.44%	0.40%
Expected term (in years)	5.0	6.0	6.0
Risk-free interest rate	1.46%	2.13%	3.01%

[Schedule of Share-based
Compensation, Stock Options,
Activity \[Table Text Block\]](#)

	Shares (in millions)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding as of June 1, 2011	2.4	\$ 37.88	6.3	\$ 89.2
Granted	0.2	70.62		
Exercised	(0.1)	21.21		
Outstanding as of May 31, 2012	2.5	\$ 41.93	5.8	\$ 34.6
Exercisable as of May 31, 2012	1.9	\$ 36.72	4.9	\$ 33.9

[Schedule of Share-based
Compensation, Restricted
Stock Units Award Activity
\[Table Text Block\]](#)

	Shares (in millions)	Weighted Average Grant Date Fair Value Per Share
Restricted stock units as of June 1, 2011	0.5	\$ 55.23
Granted	0.2	66.32
Issued and canceled	(0.1)	78.85
Restricted stock units as of May 31, 2012	0.6	\$ 54.47

[Schedule of Nonvested
Performance-based Units
Activity \[Table Text Block\]](#)

A summary of the assumptions used to estimate the fair value of performance units is as follows:

	Year ended May 31,
	2012
Weighted average assumptions used in performance unit valuations:	
Expected volatility	54.72%
Expected dividend yield	0.28%
Expected term (in years)	3.0
Risk-free interest rate	0.69%

	Shares (in millions)	Weighted Average Grant Date Fair Value Per Share
Granted	0.1	\$ 81.10
Issued and canceled	-	81.10
Outstanding as of May 31, 2012	0.1	\$ 81.10

**Variable Interest Entities
(Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended
May 31, May May
2012 31, 31,
2011 2010

The carrying amounts and classification of assets and liabilities included in our Consolidated Balance Sheets for these consolidated entities are as follows:

<u>Current Assets</u>	\$	\$	
	6,581.1	6,684.9	
<u>Current Liabilities</u>	1,917.7	1,928.5	
<u>Non Current Liabilities</u>	0	0	
<u>Net sales to external customers of VIEs</u>	11,107.8	9,937.8	6,759.1
<u>VIE, Fixed rate Senior Secured Note due December 15, 2010</u>	0.5	48.0	
Variable Interest Entity Primary Beneficiary [Member]			

The carrying amounts and classification of assets and liabilities included in our Consolidated Balance Sheets for these consolidated entities are as follows:

<u>Current Assets</u>	138.6	230.0
<u>Non Current Assets</u>	49.4	50.7
<u>Total Assets</u>	188.0	280.7
<u>Current Liabilities</u>	39.6	63.0
<u>Total Liabilities</u>	39.6	63.0

Variable Interest Entity Phos Chem [Member]

The carrying amounts and classification of assets and liabilities included in our Consolidated Balance Sheets for these consolidated entities are as follows:

<u>Net sales to external customers of VIEs</u>	\$	\$	\$
	2,400.0	2,300.0	1,600.0

**Significant Accounting
Policies (Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

May 31, 2012 May 31, 2011 May 31, 2010

Cost Of Goods And Services Sold [Abstract]

<u>Canadian Resource Tax And Royalty Expense</u>	\$ 327.1	\$ 294.2	\$ 127.9
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Sales And Receivables Associated With Canpotex [Line Items]

<u>Receivables, net</u>	751.6	926.0	
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<u>Sales Revenue Goods Net</u>	11,107.8	9,937.8	6,759.1
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Accounts Receivable Net Noncurrent Abstract

<u>Accounts Receivable Gross Noncurrent</u>	16.9	27.8	
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<u>Allowance For Doubtful Accounts Receivable Noncurrent</u>	13.5	20.4	
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Canpotex [Member]

Sales And Receivables Associated With Canpotex [Line Items]

<u>Receivables, net</u>	200.7	186.4	
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<u>Sales Revenue Goods Net</u>	\$ 1,300.0	\$ 992.9	\$ 602.1
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**Accounting for Derivative
Instruments and Hedging
Activities (Details 4) (USD \$)
In Millions, unless otherwise
specified**

**May 31,
2012**

Derivative Credit Risk Related Contingent Features [Abstract]

The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a liability position \$ 59.7

Required collateral assets to be posted if the credit-risk contingent features of these underlying agreements were triggered. \$ 57.3

**Fair Value Measurements
(Tables)**

**12 Months Ended
May 31, 2012**

[Fair Value Measurements](#)

[\[Abstract\]](#)

[Schedule of assets and liabilities included in our Consolidated Balance Sheets that are recognized at fair value on a recurring basis, and indicates the fair value heirarchy utilized to determine such fair value](#)

(in millions)	May 31, 2012			
	Total	Level 1	Level 2	Level 3
Assets				
Foreign currency derivatives	\$ 23.8	\$ 20.1	\$ 3.7	\$ -
Commodity derivatives	5.8	0.4	5.4	-
Freight derivatives	1.1	-	-	1.1
Total assets at fair value	<u>\$ 30.7</u>	<u>\$ 20.5</u>	<u>\$ 9.1</u>	<u>\$ 1.1</u>
Liabilities				
Foreign currency derivatives	\$ 36.7	\$ 0.3	\$ 36.4	\$ -
Commodity derivatives	23.5	-	23.5	-
Freight derivatives	0.5	-	-	0.5
Total liabilities at fair value	<u>\$ 60.7</u>	<u>\$ 0.3</u>	<u>\$ 59.9</u>	<u>\$ 0.5</u>

[Schedule of carrying amounts and estimated fair values of our financial instruments](#)

The carrying amounts and estimated fair values of our financial instruments are as follows:

(in millions)	May 31,			
	2012		2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash and cash equivalents	\$ 3,811.0	\$ 3,811.0	\$ 3,906.4	\$ 3,906.4
Accounts receivable	751.6	751.6	926.0	926.0
Accounts payable trade	912.4	912.4	941.1	941.1
Short-term debt	42.5	42.5	23.6	23.6
Long-term debt, including current portion	1,010.5	1,116.9	809.3	881.5

Significant Accounting Policies (Policies)

12 Months Ended
May 31, 2012

[Significant Accounting Policies Disclosure](#)

[\[Abstract\]](#)

[Basis of Consolidation](#)

Statement Presentation and Basis of Consolidation

The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“**U.S. GAAP**”). Throughout the Notes to Consolidated Financial Statements, amounts in tables are in millions of dollars except for per share data and as otherwise designated. References in this report to a particular fiscal year are to the twelve months ended May 31 of that year.

The accompanying Consolidated Financial Statements include the accounts of Mosaic and its majority owned subsidiaries, as well as the accounts of certain variable interest entities (“**VIEs**”) for which we are the primary beneficiary as described in Note 13. Certain investments in companies where we do not have control but have the ability to exercise significant influence are accounted for by the equity method.

[Accounting Estimates](#)

Accounting Estimates

Preparation of the Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The more significant estimates made by management relate to the recoverability of non-current assets including goodwill, the useful lives and net realizable values of long-lived assets, environmental and reclamation liabilities including asset retirement obligations (“**AROs**”), the costs of our employee benefit obligations for pension plans and postretirement benefits, income tax related accounts including the valuation allowance against deferred income tax assets, Canadian resource tax and royalties, inventory valuation and accruals for pending legal and environmental matters. Actual results could differ from these estimates.

[Revenue Recognition](#)

Revenue Recognition

Revenue on North American sales is recognized when the product is delivered to the customer and/or when the risks and rewards of ownership are otherwise transferred to the customer and when the price is fixed or determinable. Revenue on North American export sales is recognized upon the transfer of title to the customer and when the other revenue recognition criteria have been met, which generally occurs when product enters international waters. Revenue from sales originating outside of North America is recognized upon transfer of title to the customer based on contractual terms of each arrangement and when the other revenue recognition criteria have been met. Shipping and handling costs are included as a component of cost of goods sold.

[Income Taxes](#)

Income Taxes

In preparing our Consolidated Financial Statements, we utilize the asset and liability approach in accounting for income taxes. We recognize income taxes in each of the jurisdictions in which we have a presence. For each jurisdiction, we estimate the actual amount of income taxes currently payable or receivable, as well as deferred income tax assets and liabilities attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

A valuation allowance is provided for those deferred tax assets for which it is more likely than not that the related tax benefits will not be realized. We evaluate our ability to realize the tax benefits associated with deferred tax assets by analyzing the relative impact of all the available positive and negative evidence regarding our forecasted taxable income using both historical and projected future operating results, the reversal of existing taxable temporary differences, taxable income in prior carry-back years (if permitted) and the availability of tax planning strategies. A valuation allowance will be recorded in each jurisdiction in which a deferred income tax asset is recorded when it is more likely than not that the deferred income tax asset will not be realized. Changes in deferred tax asset valuation allowances, including those established in our Combination, impact income tax expense.

We recognize excess tax benefits or shortfalls associated with share-based compensation in equity only when realized. When assessing whether excess tax benefits or shortfalls relating to share-based compensation have been realized, we follow the with-and-without approach excluding any indirect effects of the excess tax effects. Under this approach, excess tax benefits or shortfalls related to share-based compensation are generally not deemed to be realized until after the utilization of all other applicable tax benefits or shortfalls available to us.

Accounting for uncertain income tax positions is determined by prescribing a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. This minimum threshold is that a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than a fifty percent likelihood of being realized upon ultimate settlement. We recognize interest and penalties within our provision for income taxes on our Consolidated Statements of Earnings.

We have not recorded U.S. deferred income taxes on certain of our non-U.S. subsidiaries' undistributed earnings as such amounts are intended to be reinvested outside of the United States indefinitely. However, should we change our business and tax strategies in the future and decide to repatriate a portion of these earnings to one of our U.S. subsidiaries, including cash maintained by these non-U.S. subsidiaries, additional tax liabilities would be incurred. It is not practical to estimate the amount of additional U.S. tax liabilities we would incur.

[Canadian Resource Taxes and Royalties](#)

Canadian Resource Taxes and Royalties

We pay Canadian resource taxes consisting of the Potash Production Tax and resource surcharge. The Potash Production Tax is a Saskatchewan provincial tax on potash production and consists of a base payment and a profits tax. The profits tax is calculated on the potash content of each tonne

sold from each Saskatchewan mine, net of certain operating expenses and a depreciation allowance. We also pay a percentage of the value of resource sales from our Saskatchewan mines. In addition to the Canadian resource taxes, royalties are payable to the mineral owners with respect to potash reserves or production of potash. These resource taxes and royalties are recorded in our cost of goods sold. Our Canadian resource tax and royalty expenses were \$327.1 million, \$294.2 million and \$127.9 million for fiscal 2012, 2011 and 2010, respectively.

Foreign Currency Translation

Foreign Currency Translation

The Company's reporting currency is the U.S. dollar; however, for operations located in Canada and Brazil, the functional currency is the local currency. Assets and liabilities of these foreign operations are translated to U.S. dollars at exchange rates in effect at the balance sheet date, while income statement accounts and cash flows are translated to U.S. dollars at the average exchange rates for the period. For these operations, translation gains and losses are recorded as a component of accumulated other comprehensive income in equity until the foreign entity is sold or liquidated. Transaction gains and losses result from transactions that are denominated in a currency other than the functional currency of the operation, primarily accounts receivable in our Canadian entities denominated in U.S. dollars, and accounts payable in Brazil denominated in U.S. dollars. These foreign currency transaction gains and losses are presented separately in the Consolidated Statement of Earnings.

Cash and Cash Equivalents

Cash and Cash Equivalents

Cash and cash equivalents include short-term, highly liquid investments with original maturities of 90 days or less, and other highly liquid investments that are payable on demand such as money market accounts, certain certificates of deposit and repurchase agreements. The carrying amount of such cash equivalents approximates their fair value due to the short-term and highly liquid nature of these instruments.

Concentration of Credit Risk

Concentration of Credit Risk

In the U.S., we sell our products to manufacturers, distributors and retailers primarily in the Midwest and Southeast. Internationally, our phosphate and potash products are sold primarily through two North American export associations. A concentration of credit risk arises from our sales and accounts receivable associated with the international sales of potash product through Canpotex. We consider our concentration risk related to the Canpotex receivable to be mitigated by their credit policy which requires the underlying receivables to be substantially insured or secured by letters of credit. As of May 31, 2012 and 2011, \$200.7 million and \$186.4 million, respectively, of accounts receivable were due from Canpotex. In fiscal 2012, 2011 and 2010, sales to Canpotex were \$1.3 billion, \$992.9 million and \$602.1 million, respectively.

Receivables and Allowance for Doubtful Accounts

Receivables and Allowance for Doubtful Accounts

Accounts receivable are recorded at face amount less an allowance for doubtful accounts. On a regular basis, we evaluate outstanding accounts receivable and establish the allowance for doubtful accounts based on a combination of specific customer circumstances as well as credit conditions and a history of write-offs and subsequent collections.

Included in other assets are long-term accounts receivable of \$16.9 million and \$27.8 million as of May 31, 2012 and 2011, respectively. In accordance with our allowance for doubtful accounts policy, we have recorded allowances against these long-term accounts receivable of \$13.5 million and \$20.4 million, respectively.

Inventories

Inventories

Inventories of raw materials, work-in-process products, finished goods and operating materials and supplies are stated at the lower of cost or market. Costs for substantially all finished goods and work-in-process inventories include materials, production labor and overhead and are determined using the weighted average cost basis. Cost for substantially all raw materials is determined using the first-in first-out cost basis.

Market value of our inventory is defined as forecasted selling prices less reasonably predictable selling costs (net realizable value). Significant management judgment is involved in estimating forecasted selling prices including various demand and supply variables. Examples of demand variables include grain and oilseed prices, stock-to-use ratios and changes in inventories in the crop nutrients distribution channels. Examples of supply variables include forecasted prices of raw materials, such as phosphate rock, sulfur, ammonia, and natural gas, estimated operating rates and industry crop nutrient inventory levels. Results could differ materially if actual selling prices differ materially from forecasted selling prices. Charges for lower of cost or market are recognized in our Consolidated Statements of Earnings in the period when there is evidence of a decline of market value below cost.

To determine the cost of inventory, we allocate fixed expense to the costs of production based on the normal capacity, which refers to a range of production levels and is considered the production expected to be achieved over a number of periods or seasons under normal circumstances, taking into account the loss of capacity resulting from planned maintenance. Fixed overhead costs allocated to each unit of production should not increase due to abnormally low production. Those excess costs are recognized as a current period expense. When a production facility is completely shut down temporarily, it is considered "idle", and all related expenses are charged to cost of goods sold.

Property, Plant and Equipment ***Property, Plant and Equipment***

Property, plant and equipment are stated at cost. Costs of significant assets include capitalized interest incurred during the construction and development period. Repairs and maintenance, including planned major maintenance and plan turnaround costs, are expensed when incurred.

Depletion expenses for mining operations, including mineral reserves, are generally determined using the units-of-production method based on estimates of recoverable reserves. Depreciation is computed principally using the straight-line method over the following useful lives: machinery and equipment three to 25 years, and buildings and leasehold improvements three to 40 years.

We estimate initial useful lives based on experience and current technology. These estimates may be extended through sustaining capital programs. Factors affecting the fair value of our assets may also affect the estimated useful lives of our assets and these factors can change. Therefore, we periodically review the estimated remaining lives of our facilities and other significant assets and adjust our depreciation rates prospectively where appropriate.

Leases

Leases

Leases in which the risk of ownership is retained by the lessor are classified as operating leases. Leases which substantially transfer all of the benefits and risks inherent in ownership to the lessee are classified as capital leases. Assets acquired under capital leases are depreciated on the same basis as property, plant and equipment. Rental payments are expensed on a straight-line basis. Leasehold improvements are depreciated over the depreciable lives of the corresponding fixed assets or the related lease term, whichever is shorter.

Investments

Investments

Except as discussed in Note 13 of our Notes to Consolidated Financial Statements, with respect to variable interest entities, investments in the common stock of affiliated companies in which our ownership interest is 50% or less and in which we exercise significant influence over operating and financial policies are accounted for using the equity method which includes eliminating the effects of any material intercompany transactions.

Recoverability of Long-Lived Assets

Recoverability of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The carrying amount of a long-lived asset group is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset group. If it is determined that an impairment loss has occurred, the loss is measured as the amount by which the carrying amount of the long-lived asset group exceeds its fair value.

Goodwill

Goodwill

Goodwill is carried at cost, not amortized, and represents the excess of the purchase price and related costs over the fair value assigned to the net identifiable assets of a business acquired. We test goodwill for impairment at the reporting unit level on an annual basis or upon the occurrence of events that may indicate possible impairment. The goodwill impairment test is performed in two phases. The first step compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. However, if the carrying amount of the reporting unit exceeds its fair value, the implied fair value of the reporting unit's goodwill would be compared with the carrying amount of that goodwill. An impairment loss would be recorded to the extent that the carrying amount of goodwill exceeds its implied fair value. We have established the second quarter of our fiscal year as the period for our annual test for impairment of goodwill and the test resulted in no impairment in the periods presented.

Environmental Costs

Environmental Costs

Accruals for estimated costs are recorded when environmental remediation efforts are probable and the costs can be reasonably estimated. In determining these accruals, we use the most current information available, including similar past experiences, available technology, consultant evaluations, regulations in effect, the timing of remediation and cost-sharing arrangements.

Asset Retirement Obligations

Asset Retirement Obligations

We recognize AROs in the period in which we have an existing legal obligation associated with the retirement of a tangible long-lived asset, and the amount of the liability can be reasonably estimated. The ARO is recognized at fair value when the liability is incurred. Upon initial recognition of a liability, that cost is capitalized as part of the related long-lived asset and depreciated on a straight-line basis over the remaining estimated useful life of the related asset. The liability is adjusted in subsequent periods through accretion expense which represents the increase in the present value of the liability due to the passage of time. Such depreciation and accretion expenses are included in cost of goods sold for operating facilities and other operating expense for indefinitely closed facilities.

Litigation

Litigation

We are involved from time to time in claims and legal actions incidental to our operations, both as plaintiff and defendant. We have established what we currently believe to be adequate accruals for pending legal matters. These accruals are established as part of an ongoing worldwide assessment of claims and legal actions that takes into consideration such items as advice of legal counsel, individual developments in court proceedings, changes in the law, changes in business focus, changes in the litigation environment, changes in opponent strategy and tactics, new developments as a result of ongoing discovery, and past experience in defending and settling similar claims. The litigation accruals at any time reflect updated assessments of the then-existing claims and legal actions. The final outcome or potential settlement of litigation matters could differ materially from the accruals which we have established. For significant individual cases, we accrue legal costs expected to be incurred.

Pension and Other Postretirement Benefits

Pension and Other Postretirement Benefits

Mosaic offers a number of benefit plans that provide pension and other benefits to qualified employees. These plans include defined benefit pension plans, supplemental pension plans, defined contribution plans and other postretirement benefit plans.

We accrue the funded status of our plans, which is representative of our obligations under employee benefit plans and the related costs, net of plan assets measured at fair value. The cost of pensions and other retirement benefits earned by employees is generally determined with the assistance of an actuary using the projected benefit method prorated on service and management's

best estimate of expected plan investment performance, salary escalation, retirement ages of employees and expected healthcare costs.

Share-Based Compensation

Share-Based Compensation

We measure the cost of employees' services received in exchange for an award of equity instruments based on grant-date fair value of the award, and recognize the cost over the period during which the employee is required to provide service in exchange for the award. Our granted awards consist of stock options that generally vest annually in equal amounts over a three-year period and have an exercise price equal to the fair market value of our common stock on the date of grant, restricted stock units that generally cliff vest after three years and have a fair value equal to the market price of our stock at the date of grant and performance units that vest after a three-year period and are recorded at their fair value at the grant date. We recognize compensation expense for awards on a straight-line basis over the requisite service period.

Derivative and Hedging Activities

Derivative Activities

We periodically enter into derivatives to mitigate our exposure to foreign currency risks and the effects of changing commodity and freight prices. We record all derivatives on the Consolidated Balance Sheets at fair value. The fair value of these instruments is determined by using quoted market prices, third party comparables, or internal estimates. We net our derivative asset and liability positions when we have a master netting arrangement in place. Changes in the fair value of the foreign currency, commodity, and freight derivatives are immediately recognized in earnings because we do not apply hedge accounting treatment to these instruments.

Fair Value

We determine the fair market values of our derivative contracts and certain other assets based on the fair value hierarchy described below, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels within its hierarchy that may be used to measure fair value.

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3: Values generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect our own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

**Fair Value Measurements
(Details) (USD \$)
In Millions, unless otherwise
specified**

May 31, 2012

<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	\$ 30.7
<u>Derivative liabilities at fair value</u>	60.7
Foreign currency [Member]	
<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	23.8
<u>Derivative liabilities at fair value</u>	36.7
Commodity [Member]	
<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	5.8
<u>Derivative liabilities at fair value</u>	23.5
Freight Contracts [Member]	
<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	1.1
<u>Derivative liabilities at fair value</u>	0.5
Level 1 [Member]	
<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	20.5
<u>Derivative liabilities at fair value</u>	0.3
Level 1 [Member] Foreign currency [Member]	
<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	20.1
<u>Derivative liabilities at fair value</u>	0.3
Level 1 [Member] Commodity [Member]	
<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	0.4
<u>Derivative liabilities at fair value</u>	0
Level 1 [Member] Freight Contracts [Member]	
<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	0
<u>Derivative liabilities at fair value</u>	0
Level 2 [Member]	
<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	9.1
<u>Derivative liabilities at fair value</u>	59.9
Level 2 [Member] Foreign currency [Member]	
<u>Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]</u>	
<u>Derivative assets at fair value</u>	3.7
<u>Derivative liabilities at fair value</u>	36.4
Level 2 [Member] Commodity [Member]	

Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]

<u>Derivative assets at fair value</u>	5.4
<u>Derivative liabilities at fair value</u>	23.5

Level 2 [Member] | Freight Contracts [Member]

Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]

<u>Derivative assets at fair value</u>	0
<u>Derivative liabilities at fair value</u>	0

Level 3 [Member]

Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]

<u>Derivative assets at fair value</u>	1.1
<u>Derivative liabilities at fair value</u>	0.5

Level 3 [Member] | Foreign currency [Member]

Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]

<u>Derivative assets at fair value</u>	0
<u>Derivative liabilities at fair value</u>	0

Level 3 [Member] | Commodity [Member]

Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]

<u>Derivative assets at fair value</u>	0
<u>Derivative liabilities at fair value</u>	0

Level 3 [Member] | Freight Contracts [Member]

Fair Value Assets And Liabilities Measured On Recurring Basis [Abstract]

<u>Derivative assets at fair value</u>	1.1
<u>Derivative liabilities at fair value</u>	\$ 0.5

**Income Taxes (10-K Details
3) (USD \$)**

**12 Months Ended
May 31, 2012**

Alternative Minimum Tax Credit
Carryforward [Member]

[Tax Carryforward \[Line Items\]](#)

[Tax Credit Carryforward, Amount](#) \$ 88,100,000

[Tax Credit Carryforward,
Expiration Dates](#) indefinitely

Net Operating Loss Carryforward
[Member]

[Tax Carryforward \[Line Items\]](#)

[Operating Loss Carryforwards](#) 491,600,000

[Operating Loss Carryforwards,
Expiration Dates](#) majority of our net operating loss carryforwards relate to Brazil and can be
carried forward indefinitely

[Operating Loss Carryforwards,
Limitations on Use](#) limited to 30 percent of taxable income each year

Capital Loss Carryforward
[Member]

[Tax Carryforward \[Line Items\]](#)

[Capital Loss Carryforwards](#) 18,900,000

Foreign Tax Credit Carryforward
[Member]

[Tax Carryforward \[Line Items\]](#)

[Tax Credit Carryforward, Amount](#) 529,700,000

[Tax Credit Carryforward,
Expiration Dates](#) expiration date of fiscal 2019

[Tax Credit Carryforward,
Limitations on Use](#) To fully utilize our foreign tax credit carryforwards we will need taxable
income totaling approximately \$3 billion in the U.S.

[Future taxable income needed to
fully utilize carryforwards](#) \$ 3,000,000,000

**Pension Plans and Other
Benefits - Plan Asset FV
Measurements (Details)
(USD \$)
In Millions, unless otherwise
specified**

**May 31,
2012** **May
31,
2011**

United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities US Entities [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	\$ 44.6	\$ 44.4
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities US Entities [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities US Entities [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	44.6	44.4
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities US Entities [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities Non US Entities [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	24.4	25.9
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities Non US Entities [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities Non US Entities [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	24.4	25.9
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities Non US Entities [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities Real Estate Entities [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	15.6	13.7
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities Real Estate Entities [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		

Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities Real Estate Entities [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Equity Securities Real Estate Entities [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	15.6	13.7
United States Pension Plans Of U S Entity Defined Benefit [Member] Fixed Income Securities [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	323.0	286.1
United States Pension Plans Of U S Entity Defined Benefit [Member] Fixed Income Securities [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Fixed Income Securities [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	323.0	286.1
United States Pension Plans Of U S Entity Defined Benefit [Member] Fixed Income Securities [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Private Equity Funds [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	8.2	9.1
United States Pension Plans Of U S Entity Defined Benefit [Member] Private Equity Funds [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Private Equity Funds [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Private Equity Funds [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	8.2	9.1
United States Pension Plans Of U S Entity Defined Benefit [Member] Fair Value Of U S Plan Assets [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	415.8	379.2

United States Pension Plans Of U S Entity Defined Benefit [Member] Fair Value Of U S Plan Assets [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
United States Pension Plans Of U S Entity Defined Benefit [Member] Fair Value Of U S Plan Assets [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	392.0	356.4
United States Pension Plans Of U S Entity Defined Benefit [Member] Fair Value Of U S Plan Assets [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	23.8	22.8
Foreign Pension Plans Defined Benefit [Member] Equity Securities US Entities [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	51.9	60.7
Foreign Pension Plans Defined Benefit [Member] Equity Securities US Entities [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Equity Securities US Entities [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	51.9	60.7
Foreign Pension Plans Defined Benefit [Member] Equity Securities US Entities [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Fixed Income Securities [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	90.3	67.4
Foreign Pension Plans Defined Benefit [Member] Fixed Income Securities [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Fixed Income Securities [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	90.3	67.4
Foreign Pension Plans Defined Benefit [Member] Fixed Income Securities [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Private Equity Funds [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	6.6	7.2

Foreign Pension Plans Defined Benefit [Member] Private Equity Funds [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Private Equity Funds [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Private Equity Funds [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	6.6	7.2
Foreign Pension Plans Defined Benefit [Member] Cash And Cash Equivalents [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	5.9	18.6
Foreign Pension Plans Defined Benefit [Member] Cash And Cash Equivalents [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	5.9	18.6
Foreign Pension Plans Defined Benefit [Member] Cash And Cash Equivalents [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Cash And Cash Equivalents [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Equity Securities Canadian Entities [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	50.0	58.3
Foreign Pension Plans Defined Benefit [Member] Equity Securities Canadian Entities [Member] Fair Value Inputs Level 1 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Equity Securities Canadian Entities [Member] Fair Value Inputs Level 2 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	50.0	58.3
Foreign Pension Plans Defined Benefit [Member] Equity Securities Canadian Entities [Member] Fair Value Inputs Level 3 [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Fair value of asset	0	0
Foreign Pension Plans Defined Benefit [Member] Equity Securities Non US Non Canadian Entities [Member]		

Defined Benefit Plan Disclosure [Line Items]

Fair value of asset 33.9 38.6
Foreign Pension Plans Defined Benefit [Member] | Equity Securities Non US Non Canadian Entities [Member] | Fair Value Inputs Level 1 [Member]

Defined Benefit Plan Disclosure [Line Items]

Fair value of asset 0 0
Foreign Pension Plans Defined Benefit [Member] | Equity Securities Non US Non Canadian Entities [Member] | Fair Value Inputs Level 2 [Member]

Defined Benefit Plan Disclosure [Line Items]

Fair value of asset 33.9 38.6
Foreign Pension Plans Defined Benefit [Member] | Equity Securities Non US Non Canadian Entities [Member] | Fair Value Inputs Level 3 [Member]

Defined Benefit Plan Disclosure [Line Items]

Fair value of asset 0 0
Foreign Pension Plans Defined Benefit [Member] | Fair Value Of Canadian Plan Assets [Member]

Defined Benefit Plan Disclosure [Line Items]

Fair value of asset 238.6 250.8
Foreign Pension Plans Defined Benefit [Member] | Fair Value Of Canadian Plan Assets [Member] | Fair Value Inputs Level 1 [Member]

Defined Benefit Plan Disclosure [Line Items]

Fair value of asset 5.9 18.6
Foreign Pension Plans Defined Benefit [Member] | Fair Value Of Canadian Plan Assets [Member] | Fair Value Inputs Level 2 [Member]

Defined Benefit Plan Disclosure [Line Items]

Fair value of asset 226.1 225.0
Foreign Pension Plans Defined Benefit [Member] | Fair Value Of Canadian Plan Assets [Member] | Fair Value Inputs Level 3 [Member]

Defined Benefit Plan Disclosure [Line Items]

Fair value of asset \$ 6.6 \$ 7.2

**Property, Plant and
Equipment (Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

May 31, 2012 May 31, 2011 May 31, 2010

Property, Plant and Equipment [Line Items]

Property, plant and equipment, at cost \$ 10,830.1 \$ 9,611.7

Less: accumulated depreciation and depletion 3,284.2 2,975.8

Property, plant and equipment, net 7,545.9 6,635.9

Depreciation, depletion and amortization expense and capitalized

Depreciation, depletion and amortization expense 508.1 447.4 445.0

Capitalized interest on major construction projects 55.7 57.1 37.3

Land [Member]

Property, Plant and Equipment [Line Items]

Property, plant and equipment, at cost 187.7 176.4

Mining Properties and Mineral Rights [Member]

Property, Plant and Equipment [Line Items]

Property, plant and equipment, at cost 2,791.0 2,861.0

Building Improvements [Member]

Property, Plant and Equipment [Line Items]

Property, plant and equipment, at cost 1,456.0 1,083.8

Machinery and Equipment [Member]

Property, Plant and Equipment [Line Items]

Property, plant and equipment, at cost 4,872.6 4,266.1

Construction in Progress [Member]

Property, Plant and Equipment [Line Items]

Property, plant and equipment, at cost \$ 1,522.8 \$ 1,224.4

**Accounting for Derivative
Instruments and Hedging
Activities (Details 2) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

**May 31, May 31, May 31,
2012 2011 2010**

Foreign Exchange Contract [Member] Cost of goods sold [Member]			
<u>Derivative Instruments Gain Loss Recognized In Income Net</u>			
<u>[Abstract]</u>			
<u>Derivative Instruments Gain Loss Recognized In Net Earnings</u>	\$ (23.9)	\$ 6.8	\$ (6.9)
Foreign Exchange Contract [Member] Foreign currency transaction gain (loss) [Member]			
<u>Derivative Instruments Gain Loss Recognized In Income Net</u>			
<u>[Abstract]</u>			
<u>Derivative Instruments Gain Loss Recognized In Net Earnings</u>	(4.0)	7.9	30.6
Commodity Contract [Member] Cost of goods sold [Member]			
<u>Derivative Instruments Gain Loss Recognized In Income Net</u>			
<u>[Abstract]</u>			
<u>Derivative Instruments Gain Loss Recognized In Net Earnings</u>	(16.0)	8.3	79.6
Freight Contracts [Member] Cost of goods sold [Member]			
<u>Derivative Instruments Gain Loss Recognized In Income Net</u>			
<u>[Abstract]</u>			
<u>Derivative Instruments Gain Loss Recognized In Net Earnings</u>	\$ (2.0)	\$ (2.0)	\$ 0

**Pension Plans and Other
Benefits - Est Future Defined
Benefit Pension Plan Pmts
(Details) (North American
Pension Plans [Member],
USD \$)**

May 31, 2012

**In Millions, unless otherwise
specified**

North American Pension Plans [Member]

Defined Benefit Plan Disclosure [Line Items]

<u>2012</u>	\$ 37.1
<u>2013</u>	38.1
<u>2014</u>	39.3
<u>2015</u>	41.1
<u>2016</u>	42.8
<u>2017-2020</u>	\$ 236.4

Guarantees and Indemnities
(Details) (USD \$)
In Millions, unless otherwise
specified

May 31, 2012

[Guarantees And Indemnities \[Abstract\]](#)

[Guarantee Obligations Maximum Exposure](#) \$ 38.6

**Pension Plans and Other
Benefits - Est Future Other
Benefit Plan Pmts (Details)
(USD \$)**

May 31, 2012

**In Millions, unless otherwise
specified**

Other North American Postretirement Benefit Plans [Member]

Estimated Future Benefit Payments And Subsidies Receipts Other Plans [Line Items]

<u>2012</u>	\$ 6.3
<u>2013</u>	6.1
<u>2014</u>	5.9
<u>2015</u>	5.6
<u>2016</u>	5.2
<u>2017-2020</u>	19.1

Medicare Part D Adjustments [Member]

Estimated Future Benefit Payments And Subsidies Receipts Other Plans [Line Items]

<u>2012</u>	0.6
<u>2013</u>	0.6
<u>2014</u>	0.6
<u>2015</u>	0.6
<u>2016</u>	0.5
<u>2017-2020</u>	\$ 1.9

**Accounting for Derivative
Instruments and Hedging
Activities (Details 3) (USD \$)
In Millions, unless otherwise
specified**

May 31, 2012 May 31, 2011

<u>Derivative Instruments Fair Value Assets [Abstract]</u>		
<u>Total fair value of derivative assets</u>	\$ 30.7	\$ 24.1
<u>Derivative Instruments Fair Value Liabilities [Abstract]</u>		
<u>Total fair value of derivative liabilities</u>	(60.7)	(11.8)
Foreign Exchange Contract [Member] Other Current Assets [Member]		
<u>Derivative Instruments Fair Value Assets [Abstract]</u>		
<u>Total fair value of derivative assets</u>	23.8	19.1
Foreign Exchange Contract [Member] Accrued liabilities [Member]		
<u>Derivative Instruments Fair Value Liabilities [Abstract]</u>		
<u>Total fair value of derivative liabilities</u>	(36.7)	(4.3)
Commodity Contract [Member] Other Current Assets [Member]		
<u>Derivative Instruments Fair Value Assets [Abstract]</u>		
<u>Total fair value of derivative assets</u>	5.8	0.9
Commodity Contract [Member] Other assets [Member]		
<u>Derivative Instruments Fair Value Assets [Abstract]</u>		
<u>Total fair value of derivative assets</u>	0	0.6
Commodity Contract [Member] Accrued liabilities [Member]		
<u>Derivative Instruments Fair Value Liabilities [Abstract]</u>		
<u>Total fair value of derivative liabilities</u>	(15.2)	(5.1)
Commodity Contract [Member] Other Noncurrent Liabilities [Member]		
<u>Derivative Instruments Fair Value Liabilities [Abstract]</u>		
<u>Total fair value of derivative liabilities</u>	(8.3)	(1.5)
Freight Contracts [Member] Other Current Assets [Member]		
<u>Derivative Instruments Fair Value Assets [Abstract]</u>		
<u>Total fair value of derivative assets</u>	1.1	3.5
Freight Contracts [Member] Accrued liabilities [Member]		
<u>Derivative Instruments Fair Value Liabilities [Abstract]</u>		
<u>Total fair value of derivative liabilities</u>	\$ (0.5)	\$ (0.9)

**Income Taxes (10-K Details
1) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended
May 31, 2012 May 31, 2011 May 31, 2010

Deferred tax liabilities:

<u>Depreciation and amortization</u>	\$ 761.6	\$ 566.0	
<u>Depletion</u>	465.4	483.9	
<u>Partnership tax bases differences</u>	105.4	94.3	
<u>Undistributed earnings of non-U.S. subsidiaries</u>	215.8	215.8	
<u>Other liabilities</u>	91.9	120.6	
<u>Total deferred tax liabilities</u>	1,640.1	1,480.6	

Before valuation allowance

<u>Alternative minimum tax credit carryforwards</u>	88.1	110.8	
<u>Capital loss carryforwards</u>	7.1	11.8	
<u>Foreign tax credit carryforwards</u>	529.7	527.9	
<u>Net operating loss carryforwards</u>	168.8	195.9	
<u>Post-retirement and post-employment benefits</u>	54.2	46.2	
<u>Reclamation and decommissioning accruals</u>	220.2	212.0	
<u>Other assets</u>	190.5	217.2	
<u>Subtotal</u>	1,258.6	1,321.8	
<u>Valuation allowance</u>	(180.2)	(209.2)	
<u>Net deferred tax assets</u>	1,078.4	1,112.6	
<u>Net deferred tax liabilities</u>	(561.7)	(368.0)	

Current:

<u>Federal</u>	314.5	134.9	85.2
<u>State</u>	61.0	52.0	15.8
<u>Non-U.S.</u>	77.0	380.1	194.5
<u>Total Current</u>	452.5	567.0	295.5

Deferred:

<u>Federal</u>	7.4	99.2	(6.4)
<u>State</u>	9.0	7.0	6.9
<u>Non-U.S.</u>	242.5	79.6	51.3
<u>Total Deferred</u>	258.9	185.8	51.8
<u>Provision for income taxes</u>	711.4	752.8	347.3

Effective Income Tax Rate Continuing Operations Tax Rate Reconciliation

[Abstract]

<u>Computed tax at the federal statutory rate of 35%</u>	35.00%	35.00%	35.00%
<u>State and local income taxes, net of federal income tax benefit</u>	1.60%	1.30%	1.30%
<u>Percentage depletion in excess of basis</u>	(6.60%)	(4.50%)	(10.50%)
<u>Non-U.S. income and withholding taxes</u>	(2.90%)	(7.50%)	(1.10%)
<u>Change in valuation allowance</u>	0.40%	0.50%	4.50%
<u>Other items (none in excess of 5% of computed tax)</u>	(0.40%)	(1.80%)	0.00%
<u>Effective tax rate</u>	27.10%	23.00%	29.20%

Income Loss From Continuing Operations Before Income Taxes Minority Interest And Income Loss From Equity Method Investments [Abstract]

<u>United States earnings</u>	1,412.7	1,477.5	598.1
<u>Non-U.S. earnings</u>	1,216.2	1,793.8	591.6
<u>Earnings from consolidated companies before income taxes</u>	2,628.9	3,271.3	1,189.7

Changes in unrecognized tax benefits for all jurisdictions for the year ended May 31, 2011 were as follows:

<u>Gross unrecognized tax benefits</u>	263.5	228.8	
<u>Prior year tax positions - increases</u>	103.1	30.2	
<u>Current year tax positions</u>	146.9	41.8	
<u>Prior year tax positions - decreases</u>	(34.8)	(48.2)	
<u>Settlements</u>	0	0	
<u>Effect of currency translation on unrecognized tax benefits</u>	(1.8)	10.9	
<u>Gross unrecognized tax benefits</u>	476.9	263.5	228.8
<u>The amount of unrecognized tax benefits that, if recognized, would affect our effective tax rate in future periods</u>	288.5		
<u>Accrued interest and penalties related to unrecognized tax benefits, which are reflected in other noncurrent liabilities</u>	52.0	50.9	
<u>Valuation Allowance [Abstract]</u>			
<u>Net change in the deferred tax asset valuation allowance during the period</u>	\$ 29.0	\$ 52.1	\$ 41.5

[Guarantees And Indemnities](#)

[\[Abstract\]](#)

[Guarantees and Indemnities](#)

[\[Text Block\]](#)

18. GUARANTEES AND INDEMNITIES

We enter into various contracts that include indemnification and guarantee provisions as a routine part of our business activities. Examples of these contracts include asset purchase and sale agreements, surety bonds, financial assurances to regulatory agencies in connection with reclamation and closure obligations, commodity sale and purchase agreements, and other types of contractual agreements with vendors and other third parties. These agreements indemnify counterparties for matters such as reclamation and closure obligations, tax liabilities, environmental liabilities, litigation and other matters, as well as breaches by Mosaic of representations, warranties and covenants set forth in these agreements. In many cases, we are essentially guaranteeing our own performance, in which case the guarantees do not fall within the scope of the accounting and disclosures requirements under U.S. GAAP.

Our more significant guarantees and indemnities are as follows:

Guarantees to Brazilian Financial Parties. From time to time, we issue guarantees to financial parties in Brazil for certain amounts owed the institutions by certain customers of Mosaic. The guarantees are for all or part of the customers' obligations. In the event that the customers default on their payments to the institutions and we would be required to perform under the guarantees, we have in most instances obtained collateral from the customers. We monitor the nonperformance risk of the counterparties and have noted no material concerns regarding their ability to perform on their obligations. The guarantees generally have a one-year term, but may extend up to two years or longer depending on the crop cycle, and we expect to renew many of these guarantees on a rolling twelve-month basis. As of May 31, 2012, we have estimated the maximum potential future payment under the guarantees to be \$38.6 million. The fair value of our guarantees is immaterial to the Consolidated Financial Statements as of May 31, 2012 and May 31, 2011.

Other Indemnities. Our maximum potential exposure under other indemnification arrangements can range from a specified dollar amount to an unlimited amount, depending on the nature of the transaction. Total maximum potential exposure under these indemnification arrangements is not estimable due to uncertainty as to whether claims will be made or how they will be resolved. We do not believe that we will be required to make any material payments under these indemnity provisions.

Because many of the guarantees and indemnities we issue to third parties do not limit the amount or duration of our obligations to perform under them, there exists a risk that we may have obligations in excess of the amounts described above. For those guarantees and indemnities that do not limit our liability exposure, we may not be able to estimate what our liability would be until a claim is made for payment or performance due to the contingent nature of these arrangements. See Note 2 of our Notes to Consolidated Financial Statements for additional information for indemnification provisions related to the Cargill Transaction .

**Related Party Transactions
(Tables)**

**12 Months Ended
May 31, 2012**

[Related Party Transactions](#)

[\[Abstract\]](#)

[Schedule of related party transactions](#)

In summary, the Consolidated Statements of Earnings included the following transactions with Cargill, while Cargill was considered a related party:

(in millions)	Years ended May 31,	
	2011	2010
Transactions with Cargill included in net sales	\$ 238.1	\$ 127.9
Transactions with Cargill included in cost of goods sold	146.8	96.4
Transactions with Cargill included in selling, general and administrative expenses	6.1	8.2
Interest income received from Cargill	0.2	-

The Consolidated Statements of Earnings included the following transactions with our non-consolidated companies:

(in millions)	Years ended May 31,		
	2012	2011	2010
Transactions with non-consolidated companies included in net sales	\$ 1,321.2	\$ 1,015.7	\$ 624.0
Transactions with non-consolidated companies included in cost of goods sold	557.3	511.3	273.0

**Variable Interest Entities
(Tables)**

**12 Months Ended
May 31, 2012**

Variable Interest Entities

[Abstract]

**Schedule of variable interest
entities**

The carrying amounts and classification of assets and liabilities included in our Consolidated Balance Sheets for these consolidated entities are as follows:

<u>(in millions)</u>	May 31, 2012	May 31, 2011
Current assets	\$ 138.6	\$ 230.0
Non current assets	49.4	50.7
Total assets	<u>\$ 188.0</u>	<u>\$ 280.7</u>
Current liabilities	\$ 39.6	\$ 63.0
Non current liabilities	-	-
Total liabilities	<u>\$ 39.6</u>	<u>\$ 63.0</u>

**Accounting for Derivative
Instruments and Hedging
Activities (Details) (USD \$)
In Millions, unless otherwise
specified**

May 31, 2012 May 31, 2011

Foreign Exchange Contract [Member]

Derivative Instrument

Foreign currency derivatives \$ 1,869.2 \$ 1,118.9

Commodity Contract [Member]

Derivative Instrument

Natural gas derivatives (MMbtu) 24,300,000 22,500,000

Freight Contracts [Member]

Derivative Instrument

Ocean freight contracts (Tonnes) 2,100,000 3,100,000

**Commitments (Details) (USD
\$)**

12 Months Ended
May 31, 2012 **May 31, 2011** **May 31, 2010**
tonnes

Unrecorded Unconditional Purchase Obligation [Abstract]

<u>2012</u>	\$		
		1,874,000,000	
<u>2013</u>		315,800,000	
<u>2014</u>		176,600,000	
<u>2015</u>		117,700,000	
<u>2016</u>		107,400,000	
<u>Subsequent years</u>		2,099,900,000	
<u>Total</u>		4,691,400,000	

A schedule of future minimum lease payments under non-cancelable operating leases follows:

<u>2012</u>	41,100,000
<u>2013</u>	24,600,000
<u>2014</u>	16,300,000
<u>2015</u>	10,200,000
<u>2016</u>	6,300,000
<u>Subsequent years</u>	13,900,000
<u>Total</u>	112,400,000

Rental expense and purchases made for the fiscal period were as follows:

<u>Purchases made under long-term commitments during the reporting period</u>	3,100,000,000	2,200,000,000	1,300,000,000
<u>Contracts Revenue</u>	158,200,000	186,800,000	66,100,000

Surety Bonds Outstanding [Abstract]

<u>Surety bonds outstanding for mining reclamation obligations</u>	171,300,000
<u>Surety bonds outstanding for other than mining reclamation obligations</u>	13,900,000
<u>Total amount of surety bonds outstanding</u>	\$ 185,200,000

Long Term Supply Contract [Line Items]

<u>Amount Of Tonnes Granted</u>	100,000
<u>Amount Of Tonnes Taken</u>	1,100,000
<u>Amount Of Tonnes Credited</u>	1,300,000

**Accumulated Other
Comprehensive Income
(Tables)**

**12 Months Ended
May 31, 2012**

[Components Of
Accumulated Other
Comprehensive Income Loss
Net Of Tax \[Abstract\]
Schedule Of Accumulated
Other Comprehensive Income
Loss \[Table Text Block\]](#)

(in millions)	Balance		Balance		Balance		Balance
	May 31, 2009	2010 Change	May 31, 2010	2011 Change	May 31, 2011	2012 Change	May 31, 2012
Cumulative foreign currency translation adjustment, net of tax of \$27.5 million in 2012	\$ 286.8	\$ 97.1	\$ 383.9	\$ 384.8	\$ 768.7	\$ (303.5)	\$ 465.2
Net actuarial gain (loss) and prior service cost, net of tax of \$41.8 million in 2012	<u>(28.2)</u>	<u>(66.3)</u>	<u>(94.5)</u>	<u>36.0</u>	<u>(58.5)</u>	<u>(28.7)</u>	<u>(87.2)</u>
Accumulated other comprehensive income	\$ <u>258.6</u>	\$ <u>30.8</u>	\$ <u>289.4</u>	\$ <u>420.8</u>	\$ <u>710.2</u>	\$ <u>(332.2)</u>	\$ <u>378.0</u>

12 Months Ended
May 31, 2012

SCHEDULE II. VALUATION AND QUALIFYING ACCOUNTS
For the Years ended May 31, 2012, 2011, and 2010
In millions

Column A	Column B	Column C		Column D	Column E
Description	Balance	Additions		Deductions	Balance
	Beginning of Period	Charges or (Reductions) to Costs and Expenses	Charges or (Reductions) to Other Accounts ^(a)		at End of Period ^(b)
Allowance for doubtful accounts, deducted from accounts receivable in the balance sheet:					
Year ended May 31, 2010	31.2	2.0	1.0	(5.5)	28.7
Year ended May 31, 2011	28.7	(3.0)	(0.1)	(2.0)	23.6
Year ended May 31, 2012	23.6	-	(5.1)	(0.1)	18.4
Income tax valuation allowance, related to deferred income taxes					
Year ended May 31, 2010	115.6	53.0	(11.5)	-	157.1
Year ended May 31, 2011	157.1	23.8	36.5	(8.2)	209.2
Year ended May 31, 2012	209.2	6.2	(35.2)	-	180.2

- (a) For fiscal 2012, the income tax valuation allowance adjustment was recorded to accumulated other comprehensive income and deferred taxes. For fiscal 2011, the income tax valuation allowance adjustment was recorded to accumulated other comprehensive income and deferred taxes. For fiscal 2010, the income tax valuation allowance adjustment was recorded to accumulated other comprehensive income.
- (b) Allowance for doubtful accounts balance includes \$13.5 million, \$20.4 million and \$19.5 million of allowance on long-term receivables recorded in other long term assets for the years ended May 31, 2012, 2011 and 2010, respectively.

**Financing Arrangements -
Refinance of Senior Notes
(Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

	May 31, 2012	May 31, 2011	May 31, 2010
<u>Debt Instrument [Line Items]</u>			
<u>Debt Instrument, Offering Date</u>	2011-10-24		
<u>Proceeds from issuance of long-term debt</u>	\$ 748.0	\$ 17.6	\$ 2.1
<u>Payments Of Debt Extinguishment Costs Including Interest And Principal</u>	505.0		
<u>Extinguishment Of Debt [Line Items]</u>			
<u>Amount to be redeemed</u>	469.3		
<u>Early Redemption Charge</u>	20.0		
Total Senior Notes due 2021 and 2041 [Member]			
<u>Debt Instrument [Line Items]</u>			
<u>Debt Instrument, Face Amount</u>	750.0		
<u>Proceeds from issuance of long-term debt</u>	736.0		
Notes Payable Due 2021 [Member]			
<u>Debt Instrument [Line Items]</u>			
<u>Debt Instrument, Face Amount</u>	450.0		
<u>Stated interest rate on senior notes</u>	3.75%		
Notes Payable Due 2041 [Member]			
<u>Debt Instrument [Line Items]</u>			
<u>Debt Instrument, Face Amount</u>	300.0		
<u>Stated interest rate on senior notes</u>	4.875%		
Notes Payable Due 2016 [Member]			
<u>Debt Instrument [Line Items]</u>			
<u>Stated interest rate on senior notes</u>	7.625%		
Debentures Due 2018 [Member]			
<u>Debt Instrument [Line Items]</u>			
<u>Debt Instrument, Face Amount</u>	89.0		
Debentures Due 2028 [Member]			
<u>Debt Instrument [Line Items]</u>			
<u>Debt Instrument, Face Amount</u>	\$ 147.1		

Cash Flow Information
(Details) (USD \$)
In Millions, unless otherwise
specified

12 Months Ended
May May May
31, 31, 31,
2012 2011 2010

Interest Paid [Abstract]

Interest paid

\$ 76.7 \$ 100.2 \$ 97.3

Less amount capitalized

55.7 57.1 37.3

Interest, net

21.0 43.1 60.0

Income taxes paid

516.4 535.2 488.5

Increase (decrease) in accounts payable during the period reported in Investing Activities that arose from acquiring or constructing property, plant and equipment

\$ 56.7 \$ 100.1 \$ 67.2

**Pension Plans and Other
Benefits (Tables)**

**12 Months Ended
May 31, 2012**

[Defined Benefit Plans And
Other Postretirement Benefit
Plans Disclosures \[Abstract\]
Schedule Of Defined Benefit
Plans Disclosures \[Text Block\]](#)

The year-end status of the North American plans was as follows:

(in millions)	Pension Plans		Postretirement Benefit Plans	
	2012	2011	2012	2011
Change in projected benefit obligation:				
Benefit obligation at beginning of year	\$ 694.3	\$ 635.5	\$ 60.1	\$ 99.7
Service cost	5.6	5.0	0.3	0.4
Interest cost	34.5	36.2	2.6	3.1
Plan amendments	-	5.8	-	-
Actuarial loss (gain)	59.3	28.4	4.0	(38.7)
Currency fluctuations	(15.5)	18.4	(0.9)	1.1
Employee contribution	-	-	0.1	0.1
Benefits paid	(34.9)	(35.0)	(6.3)	(5.6)
Projected benefit obligation at end of year	<u>\$ 743.3</u>	<u>\$ 694.3</u>	<u>\$ 59.9</u>	<u>\$ 60.1</u>
Change in plan assets:				
Fair value at beginning of year	\$ 630.0	\$ 522.4	\$ -	\$ -
Currency fluctuations	(12.9)	14.6	-	-
Actual return	45.4	85.6	-	-
Company contribution	26.8	42.4	6.2	5.5
Employee contribution	-	-	0.1	0.1
Benefits paid	(34.9)	(35.0)	(6.3)	(5.6)
Fair value at end of year	<u>\$ 654.4</u>	<u>\$ 630.0</u>	<u>\$ -</u>	<u>\$ -</u>
Funded status of the plans as of May 31	<u>\$ (88.9)</u>	<u>\$ (64.3)</u>	<u>\$ (59.9)</u>	<u>\$ (60.1)</u>
Amounts recognized in the consolidated balance sheets:				
Current liabilities	\$ (0.6)	\$ (0.7)	\$ (6.3)	\$ (7.0)
Noncurrent liabilities	(88.3)	(63.6)	(53.6)	(53.1)
Amounts recognized in accumulated other comprehensive (income) loss				
Prior service costs (credits)	\$ 13.2	\$ 15.2	\$ (4.9)	\$ (6.6)
Actuarial (gain)/loss	131.3	99.5	(8.9)	(14.5)

[Schedule Of Net Benefit Costs
\[Table Text Block\]](#)

(in millions)	Pension Plans			Postretirement Benefit Plans		
	2012	2011	2010	2012	2011	2010
Net Periodic Benefit Cost						
Service cost	\$ 5.6	\$ 5.0	\$ 3.7	\$ 0.3	\$ 0.4	\$ 0.7
Interest cost	34.5	36.2	37.3	2.6	3.1	5.5
Expected return on plan assets	(35.8)	(38.0)	(41.2)	-	-	-
Amortization of:						
Prior service cost/(credit)	1.3	0.9	1.5	(1.7)	(2.3)	(17.3)
Actuarial (gain)/loss	13.4	7.4	0.1	(1.8)	(0.7)	(0.8)
Net periodic benefit (income) cost	<u>\$ 19.0</u>	<u>\$ 11.5</u>	<u>\$ 1.4</u>	<u>\$ (0.6)</u>	<u>\$ 0.5</u>	<u>\$ (11.9)</u>

Other Changes in Plan Assets and Benefit

Obligations Recognized in Other

Comprehensive Income

Prior service cost (credit) recognized in other comprehensive income	\$ (1.3)	\$ 4.9	\$ 1.6	\$ 5.8	\$ 2.3	\$ (2.3)
Net actuarial loss (gain) recognized in other comprehensive income	<u>36.3</u>	<u>(26.7)</u>	<u>59.1</u>	<u>1.7</u>	<u>(38.0)</u>	<u>39.0</u>
Total recognized in other comprehensive income	<u>\$ 35.0</u>	<u>\$ (21.8)</u>	<u>\$ 60.7</u>	<u>\$ 7.5</u>	<u>\$ (35.7)</u>	<u>\$ 36.7</u>
Total recognized in net periodic benefit (income)						

cost and other comprehensive income \$ 54.0 \$ (10.3) \$ 62.1 \$ 6.9 \$ (35.2) \$ 24.8

[Schedule Of Expected Benefit Payments \[Table Text Block\]](#)

(in millions)	Pension Plans		Other Postretirement		Medicare Part D	
	Benefit Payments		Plans Benefit Payments		Adjustments	
2013	\$	37.1	\$	6.3	\$	0.6
2014		38.1		6.1		0.6
2015		39.3		5.9		0.6
2016		41.1		5.6		0.6
2017		42.8		5.2		0.5
2018-2022		236.4		19.1		1.9

US Pension Plan Assets	2012	Plan Assets	2011	Plan Assets
	Target	as of May 31,	Target	as of May 31,
<i>Asset Category</i>				
U.S. equity securities	12%	11%	12%	12%
Non-U.S. equity securities	7%	6%	7%	7%
Real estate	3%	4%	3%	4%
Fixed income	75%	77%	75%	75%
Private equity	3%	2%	3%	2%
Total	100%	100%	100%	100%

Canadian Pension Plan Assets	2012	Plan Assets	2011	Plan Assets
	Target	as of May 31,	Target	as of May 31,
<i>Asset Category</i>				
Canadian equity securities	22%	21%	22%	23%
U.S. equity securities	24%	22%	24%	24%
Non-U.S. equity securities	15%	14%	15%	15%
Fixed income	30%	38%	30%	28%
Private equity	9%	3%	9%	3%
Other	0%	2%	0%	7%
Total	100%	100%	100%	100%

[Schedule of Allocation of Plan Assets \[Table Text Block\]](#)

(in millions)	May 31, 2012			
	Total	Level 1	Level 2	Level 3
U.S. Pension Plan Assets				
<i>Asset Category</i>				
Equity securities:				
U.S.	\$ 44.6	\$ -	\$ 44.6	\$ -
International	24.4	-	24.4	-
Real estate	15.6	-	-	15.6
Fixed income ^(a)	323.0	-	323.0	-
Private equity funds ^(b)	8.2	-	-	8.2
Total assets at fair value	\$ 415.8	\$ -	\$ 392.0	\$ 23.8

(in millions)	May 31, 2011			
	Total	Level 1	Level 2	Level 3
U.S. Pension Plan Assets				
<i>Asset Category</i>				
Equity securities:				
U.S.	\$ 44.4	\$ -	\$ 44.4	\$ -
International	25.9	-	25.9	-
Real estate	13.7	-	-	13.7
Fixed income ^(a)	286.1	-	286.1	-

Private equity funds ^(b)	9.1	-	-	9.1
Total assets at fair value	\$ 379.2	\$ -	\$ 356.4	\$ 22.8

(in millions)		May 31, 2012			
Canadian Pension Plan Assets		Total	Level 1	Level 2	Level 3
<i>Asset Category</i>					
Cash	\$	5.9	\$ 5.9	\$ -	\$ -
Equity securities:					
Canadian		50.0	-	50.0	-
U.S.		51.9	-	51.9	-
Non-U.S. international		33.9	-	33.9	-
Fixed income ^(a)		90.3	-	90.3	-
Private equity funds ^(b)		6.6	-	-	6.6
Total assets at fair value	\$	238.6	\$ 5.9	\$ 226.1	\$ 6.6

(in millions)		May 31, 2011			
Canadian Pension Plan Assets		Total	Level 1	Level 2	Level 3
<i>Asset Category</i>					
Cash	\$	18.6	\$ 18.6	\$ -	\$ -
Equity securities:					
Canadian		58.3	-	58.3	-
U.S.		60.7	-	60.7	-
Non-U.S. international		38.6	-	38.6	-
Fixed income ^(a)		67.4	-	67.4	-
Private equity funds ^(b)		7.2	-	-	7.2
Total assets at fair value	\$	250.8	\$ 18.6	\$ 225.0	\$ 7.2

[Schedule Of Effect Of Significant Unobservable Inputs Changes In Plan Assets \[Table Text Block\]](#)

(in millions)	U.S Pension Assets	Canadian Pension Assets
Balance as of June 1, 2010	\$ 19.8	\$ 7.4
Net realized and unrealized gains/(losses)	3.4	0.5
Purchases, issuances, settlements, net	(0.4)	(0.7)
Balance as of May 31, 2011	22.8	7.2
Net realized and unrealized gains/(losses)	1.6	0.7
Purchases, issuances, settlements, net	(0.6)	(1.3)
Balance as of May 31, 2012	\$ 23.8	\$ 6.6

[Schedule of Assumptions Used \[Table Text Block\]](#)

	Pension Plans			Postretirement Benefit Plans		
	2012	2011	2010	2012	2011	2010
Discount rate	4.44%	5.13%	5.61%	3.92%	4.54%	5.71%
Expected return on plan assets	6.29%	6.87%	6.92%	-	-	-
Rate of compensation increase	4.00%	4.00%	4.00%	-	-	-

	Pension Plans			Postretirement Benefit Plans		
	2012	2011	2010	2012	2011	2010
Discount rate	5.13%	5.61%	7.16%	4.54%	5.71%	6.73%
Expected return on plan assets	6.87%	6.92%	6.92%	-	-	-
Rate of compensation increase	4.00%	4.00%	4.00%	-	-	-

[Schedule of Health Care Cost Trend Rates \[Table Text Block\]](#)

	2012	2011	2010
Health care cost trend rate assumption for the next fiscal year	8.00%	8.50%	9.25%
Rate to which the cost trend is assumed to decline (the ultimate trend rate)	5.50%	5.50%	5.50%

[Schedule of Effect of One-Percentage-Point Change in Assumed Health Care Cost Trend Rates \[Table Text Block\]](#)

(in millions)	Fiscal year that the rate reaches the ultimate trend rate					
	2012		2011		2010	
	One	One	One	One	One	One
	Percentage	Percentage	Percentage	Percentage	Percentage	Percentage
	Point	Point	Point	Point	Point	Point
	Increase	Decrease	Increase	Decrease	Increase	Decrease
Total service and interest cost	\$ 0.2	(0.1)	\$ 0.1	(0.1)	\$ 0.1	(0.1)
Postretirement benefit obligation	2.7	(2.3)	2.5	(2.5)	2.6	(2.4)

[Cargill Transaction](#)

[\[Abstract\]](#)

[Cargill Transaction \[Text Block\]](#)

2. CARGILL TRANSACTION

On May 25, 2011, we consummated the first in a series of transactions intended to result in the split-off and orderly distribution of Cargill's approximately 64% equity interest in us through a series of public offerings (the "*Cargill Transaction*"). These transactions include the following:

- A Merger (the "*Merger*") between a subsidiary of GNS II (U.S.) Corp. ("*GNS*") and MOS Holdings Inc. ("*MOS Holdings*") that had the effect of recapitalizing our prior Common Stock into three classes: Common Stock, Class A Common Stock and Class B Common Stock. The Common Stock is substantially identical to our prior Common Stock, and all three new classes had the same economic rights as our prior Common Stock. Holders of the Common Stock and the Class A Common Stock have one vote per share on all matters on which they are entitled to vote, whereas holders of the Class B Common Stock had ten votes per share solely for the election of directors and one vote per share on all other matters on which they were entitled to vote. The Class A Common Stock is and the Class B Common Stock was subject to transfer restrictions, have or had conversion rights and class voting rights, and are or were not publicly traded. Following the Merger, our Common Stock continues to trade under the ticker symbol MOS.
- Prior to the Merger, GNS was a wholly-owned subsidiary of the company then known as The Mosaic Company. The Merger made GNS the parent company of MOS Holdings. In connection with the Merger, the company formerly known as The Mosaic Company was renamed MOS Holdings Inc. and GNS was renamed The Mosaic Company.
- In the Merger, a portion of our Common Stock held by Cargill was converted, on a one-for-one basis, into the right to receive Class A Common Stock and Class B Common Stock. Each other outstanding share of our prior Common Stock (including a portion of the shares of our prior Common Stock held by Cargill) was converted into the right to receive a share of our Common Stock.
- Cargill conducted a split-off (the "*Split-off*") in which it exchanged 178.3 million of our shares that it received in the Merger for shares of Cargill stock held by certain Cargill stockholders (the "*Exchanging Cargill Stockholders*"). Immediately after the Split-off, the Exchanging Cargill Stockholders held approximately 40% of our total outstanding shares that represented approximately 82% of the total voting power with respect to the election of our directors.
- Cargill also exchanged the remaining 107.5 million of our shares that it received in the Merger with certain holders of Cargill debt (the "*Exchanging Cargill Debt Holders*") for such Cargill debt (the "*Debt Exchange*").
- Certain of the Exchanging Cargill Stockholders (the "*MAC Trusts*") and the Exchanging Cargill Debt Holders (collectively, the "*Selling Stockholders*") then sold an aggregate of 115.0 million shares of our Common Stock that they

received in the Split-off and the Debt Exchange in an underwritten secondary public offering (the initial “*Formation Offering*”).

In fiscal 2011, Cargill reimbursed us for \$18.5 million in the aggregate of fees and expenses we incurred in connection with the matters described above and negotiation of the Cargill Transaction; such reimbursement was recorded as a capital contribution in stockholders' equity.

Pursuant to a ruling from the U.S. Internal Revenue Service, the Merger, Split-off and Debt Exchange were tax-free to Cargill, Mosaic and their respective stockholders.

In fiscal 2012, we completed several additional transactions in furtherance of the planned orderly distribution of our stock that the Exchanging Cargill Stockholders acquired from Cargill in the Split-off:

- On September 29, 2011, we converted 20.7 million shares of our Class A Common Stock, Series A-4, to Common Stock in connection with their sale in an underwritten public secondary offering by the MAC Trusts. In accordance with our Restated Certificate of Incorporation, each such converted share of Class A Common Stock, Series A-4, was subsequently retired and cancelled and may not be reissued, and the number of authorized shares of Class A Common Stock was reduced by a corresponding amount.
- On October 6, 2011, our stockholders approved the conversion of each of our approximately 113.0 million outstanding shares of Class B Common Stock on a one-for-one basis into shares of the corresponding series of Class A Common Stock. In accordance with our Restated Certificate of Incorporation, each such converted share of Class B Common Stock was subsequently retired and cancelled and may not be reissued, and the number of authorized shares of Class B Common Stock was reduced by a corresponding amount.
- On November 17, 2011, we purchased an aggregate 21.3 million shares of our Class A Common Stock, Series A-4, from the MAC Trusts. The purchase price was \$54.58 per share, the closing price for our Common Stock on November 16, 2011, resulting in a total purchase price of approximately \$1.2 billion. This repurchase completed the disposition of the 157.0 million shares designated to be sold during the 15-month period following the Split-off by the Selling Stockholders.

All other shares of our stock (approximately 128.8 million shares in the aggregate) received by the Exchanging Cargill Stockholders and not sold in the initial Formation Offering are generally subject to transfer restrictions and are to be released in three equal annual installments beginning on November 26, 2013, unless they are sold prior to the release date. We would, at the request of the MAC Trusts or at our own election, register certain of our shares for sale in a secondary offering that could occur each year beginning May 26, 2013. The maximum number of shares that may be included in each such offering is to be determined by the lead underwriter chosen by us for such offering.

Following May 23, 2016, the MAC Trusts will have two rights to request that we file a registration statement under the Securities Act of 1933, pursuant to which the MAC Trusts could sell any remaining shares they received in the Split-off.

Our agreements with Cargill and the Exchanging Cargill Stockholders also contain additional provisions relating to private and market sales under specified conditions.

We have agreed that, among other things, and subject to certain exceptions:

- We will not engage in certain prohibited acts (“*Prohibited Acts*”) until May 26, 2013, unless we receive an opinion, satisfactory to Cargill, that such action will not result in the Merger, Split-off or Debt Exchange being treated as taxable transactions. Our ability to obtain such an opinion would potentially give us the flexibility to take such actions based on the then-present facts and circumstances. Receipt of any such opinion does not relieve us of our potential indemnification obligations, described below, for engaging in a Prohibited Act.
- We will indemnify Cargill for certain taxes and tax-related losses imposed on Cargill if we engage in a Prohibited Act or in the event we are in breach of representations or warranties made in support of the tax-free nature of the Merger, Split-off and Debt Exchange, if our Prohibited Act or breach causes the Merger, Split-off and/or Debt Exchange to fail to qualify as tax-free transactions.

Generally speaking, Prohibited Acts include:

- Entering into any agreements, understandings, arrangements or substantial negotiations pursuant to which any person would acquire, increase or have the right to acquire or increase such person's ownership interest in us, provided that equity issuances, redemptions or repurchases from the MAC Trusts and approvals of transfers within an agreed-upon “basket” (initially up to approximately 40.6 million shares and subject to reductions in the event of redemptions or repurchases) are not Prohibited Acts.
- Approving or recommending a third-party tender offer or exchange offer for our stock or causing or permitting any merger, reorganization, combination or consolidation of Mosaic or MOS Holdings.
- Causing our “separate affiliated group” (as defined in the Internal Revenue Code) to fail to be engaged in the fertilizer business.
- Reclassifying, exchanging or converting any shares of our stock into another class or series, or changing the voting rights of any shares of our stock (other than the conversion of Class B Common Stock to Class A Common Stock) or declaring or paying a stock dividend in respect of our common stock.
- Facilitating the acquisition of Mosaic's stock by any person or coordinating group (as defined in IRS regulations) (other than Cargill and its subsidiaries), if such acquisition would result in any person or coordinating group beneficially owning 10% or more of our outstanding Common Stock.
- Facilitating participation in management or operation of the Company (including by becoming a director) by a person or coordinating group (as defined in IRS regulations) (other than Cargill and its subsidiaries) who beneficially owns 5% or more of our outstanding Common Stock.

Investments in Non-Consolidated Companies (USD \$) In Millions, unless otherwise specified	12 Months Ended			May 31, 2012	May 31, 2012	May 31, 2012	May 31, 2012	May 31, 2011	May 31, 2012	Sep. 29, 2010
	May 31, 2012	May 31, 2011	May 31, 2010	Gulf Sulphur Services LTD., LLLP [Member]	River Bend Ag, LLC [Member]	IFC S.A. [Member]	Yunnan Three Circles Sinochem Fertilizers Co. Ltd. [Member]	Mayo Miski Mine [Member]	Mayo Miski Mine [Member]	Canpotex Limited [Member]

Schedule Of Equity Method Investments [Line Items]

<u>Ownership interest</u>				50.00%	50.00%	45.00%	35.00%	35.00%	35.00%	37.10%	20.10%
<u>Gross sales proceeds received by all investors</u>	\$ 4,938.4	\$ 4,061.7	\$ 3,617.5								
<u>Realized pretax gain on sale of equity method investee</u>	\$ 0	\$ 685.6	\$ 0								

Income Taxes (Table)

12 Months Ended
May 31, 2012

[Income Tax Disclosure](#)

[\[Abstract\]](#)

[Provision For Income Taxes](#)

[\[Table Text Block\]](#)

[Schedule Of Effective Income](#)

[Tax Rate \[Table Text Block\]](#)

The provision for income taxes for the years ended May 31 consisted of the following:

(in millions)	2012	2011	2010
<i>Current:</i>			
Federal	\$ 314.5	\$ 134.9	\$ 85.2
State	61.0	52.0	15.8
Non-U.S.	77.0	380.1	194.5
Total current	<u>452.5</u>	<u>567.0</u>	<u>295.5</u>
<i>Deferred:</i>			
Federal	7.4	99.2	(6.4)
State	9.0	7.0	6.9
Non-U.S.	242.5	79.6	51.3
Total deferred	<u>258.9</u>	<u>185.8</u>	<u>51.8</u>
Provision for income taxes	<u>\$ 711.4</u>	<u>\$ 752.8</u>	<u>\$ 347.3</u>

The components of earnings from consolidated companies before income taxes, and the effects of significant adjustments to tax computed at the federal statutory rate, were as follows:

(in millions)	2012	2011	2010
United States earnings	\$ 1,412.7	\$ 1,477.5	\$ 598.1
Non-U.S. earnings	<u>1,216.2</u>	<u>1,793.8</u>	<u>591.6</u>
Earnings from consolidated companies before income taxes	<u>\$ 2,628.9</u>	<u>\$ 3,271.3</u>	<u>\$ 1,189.7</u>
Computed tax at the U.S. federal statutory rate of 35%	35.0%	35.0%	35.0%
State and local income taxes, net of federal income tax benefit	1.6%	1.3%	1.3%
Percentage depletion in excess of basis	(6.6%)	(4.5%)	(10.5%)
Impact of offshore earnings	(2.9%)	(7.5%)	(1.1%)
Change in valuation allowance	0.4%	0.5%	4.5%
Other items (none in excess of 5% of computed tax)	<u>(0.4%)</u>	<u>(1.8%)</u>	<u>0.0%</u>
Effective tax rate	<u>27.1%</u>	<u>23.0%</u>	<u>29.2%</u>

[Schedule Of Deferred Tax](#)

[Assets And Liabilities \[Table Text Block\]](#)

(in millions)	2012	2011
<i>Deferred tax liabilities:</i>		
Depreciation and amortization	\$ 761.6	\$ 566.0
Depletion	465.4	483.9
Partnership tax bases differences	105.4	94.3
Undistributed earnings of non-U.S. subsidiaries	215.8	215.8
Other liabilities	91.9	120.6
Total deferred tax liabilities	<u>\$ 1,640.1</u>	<u>\$ 1,480.6</u>
<i>Deferred tax assets:</i>		
Alternative minimum tax credit carryforwards	\$ 88.1	\$ 110.8
Capital loss carryforwards	7.1	11.8
Foreign tax credit carryforwards	529.7	527.9
Net operating loss carryforwards	168.8	195.9
Postretirement and post-employment benefits	54.2	46.2
Reclamation and decommissioning accruals	220.2	212.0
Other assets	190.5	217.2
Subtotal	<u>1,258.6</u>	<u>1,321.8</u>
Valuation allowance	<u>180.2</u>	<u>209.2</u>
Net deferred tax assets	<u>1,078.4</u>	<u>1,112.6</u>

[Summary Of Income Tax
Uncertainties \[Table Text
Block\]](#)

Net deferred tax liabilities

\$ (561.7) \$ (368.0)

(in millions)	May 31,	
	2012	2011
Gross unrecognized tax benefits, beginning of year	\$ 263.5	\$ 228.8
Gross increases:		
Prior year tax positions	103.1	30.2
Current year tax positions	146.9	41.8
Gross decreases:		
Prior year tax positions	(34.8)	(48.2)
Currency translation	(1.8)	10.9
Gross unrecognized tax benefits, end of year	\$ <u>476.9</u>	\$ <u>263.5</u>

22. CONTINGENCIES

We have described below judicial and administrative proceedings to which we are subject.

We have contingent environmental liabilities that arise principally from three sources: (i) facilities currently or formerly owned by our subsidiaries or their predecessors; (ii) facilities adjacent to currently or formerly owned facilities; and (iii) third-party Superfund or state equivalent sites. At facilities currently or formerly owned by our subsidiaries or their predecessors, the historical use and handling of regulated chemical substances, crop and animal nutrients and additives and by-product or process tailings have resulted in soil, surface water and/or groundwater contamination. Spills or other releases of regulated substances, subsidence from mining operations and other incidents arising out of operations, including accidents, have occurred previously at these facilities, and potentially could occur in the future, possibly requiring us to undertake or fund cleanup or result in monetary damage awards, fines, penalties, other liabilities, injunctions or other court or administrative rulings. In some instances, pursuant to consent orders or agreements with governmental agencies, we are undertaking certain remedial actions or investigations to determine whether remedial action may be required to address contamination. At other locations, we have entered into consent orders or agreements with appropriate governmental agencies to perform required remedial activities that will address identified site conditions. Taking into consideration established accruals of approximately \$27.3 million and \$41.7 million as of May 31, 2012 and 2011, respectively, expenditures for these known conditions currently are not expected, individually or in the aggregate, to have a material effect on our business or financial condition. However, material expenditures could be required in the future to remediate the contamination at known sites or at other current or former sites or as a result of other environmental, health and safety matters. Below is a discussion of the more significant environmental matters.

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 Phosphates 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 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.

EPA EPCRA Initiative. In July 2008, the DOJ sent a letter to major U.S. phosphoric acid manufacturers, including us, stating that the EPA's ongoing investigation indicates apparent violations of Section 313 of the Emergency Planning and Community Right-to-Know Act (“*EPCRA*”) at their phosphoric acid manufacturing facilities. Section 313 of EPCRA requires annual reports to be submitted with respect to the use or presence of certain toxic chemicals. DOJ and EPA also stated that they believe that a number of these facilities have violated Section 304 of EPCRA and Section 103 of the Comprehensive Environmental Response, Compensation and Liability Act (“*CERCLA*”) by failing to provide required notifications relating to the release of hydrogen fluoride from the facilities. The letter did not identify any specific violations by us or assert a demand for penalties against us. We cannot predict at this time whether the EPA and DOJ will initiate an enforcement action over this matter, what its scope would be, or what the range of outcomes of such a potential enforcement action might be.

Florida Sulfuric Acid Plants. On April 8, 2010, the EPA Region 4 submitted an administrative subpoena to us under Section 114 of the Federal Clean Air Act (the “*CAA*”) regarding compliance of our Florida sulfuric acid plants with the “New Source Review” requirements of the CAA. The request received by Mosaic appears to be part of a broader EPA national enforcement initiative focusing on sulfuric acid plants. We cannot predict at this time whether the EPA and DOJ will initiate an enforcement action over this matter, what its scope would be, or what the range of outcomes of such a potential enforcement action might be.

Other Environmental Matters. Superfund and equivalent state statutes impose liability without regard to fault or to the legality of a party's conduct on certain categories of persons who are considered to have contributed to the release of “hazardous substances” into the environment. Under Superfund, or its various state analogues, one party may, under certain circumstances, be required to bear more than its proportionate share of cleanup costs at a site where it has liability if payments cannot be obtained from other responsible parties. Currently, certain of our subsidiaries are involved or concluding involvement at several Superfund or equivalent state sites. Our remedial liability from these sites, alone or in the aggregate, currently is not expected to have a

material effect on our business or financial condition. As more information is obtained regarding these sites and the potentially responsible parties involved, this expectation could change.

We believe that, pursuant to several indemnification agreements, our subsidiaries are entitled to at least partial, and in many instances complete, indemnification for the costs that may be expended by us or our subsidiaries to remedy environmental issues at certain facilities. These agreements address issues that resulted from activities occurring prior to our acquisition of facilities or businesses from parties including, but not limited to, ARCO (BP); Beatrice Fund for Environmental Liabilities; Conoco; Conserv; Estech, Inc.; Kaiser Aluminum & Chemical Corporation; Kerr-McGee Inc.; PPG Industries, Inc.; The Williams Companies and certain other private parties. Our subsidiaries have already received and anticipate receiving amounts pursuant to the indemnification agreements for certain of their expenses incurred to date as well as future anticipated expenditures. Potential indemnification is not considered in our established accruals.

Phosphate Mine Permitting in Florida

Denial of the permits sought at any of our mines, issuance of the permits with cost-prohibitive conditions, or substantial delays in issuing the permits, legal actions that prevent us from relying on permits or revocation of permits may create challenges for us to mine the phosphate rock required to operate our Florida and Louisiana phosphate plants at desired levels or increase our costs in the future.

The Altman Extension of the Four Corners Mine. The Army Corps of Engineers (the “**Corps**”) issued a federal wetlands permit under the Clean Water Act (the “**CWA**”) for mining the Altman Extension (the “**Altman Extension**”) of our Four Corners phosphate rock mine in central Florida in May 2008. The Sierra Club, Inc. (the “**Sierra Club**”), Manasota-88, Inc. (“**Manasota-88**”), Gulf Restoration Network, Inc., People for Protecting Peace River, Inc. (“**People for Protecting Peace River**”) and the Environmental Confederation of Southwest Florida, Inc. sued the Corps in the United States District Court for the Middle District of Florida, Jacksonville Division (the “**Jacksonville District Court**”), seeking to vacate our permit to mine the Altman Extension (the “**Altman Extension Permit Litigation**”). Mining on the Altman Extension commenced and approximately 600 acres of the Altman Extension were mined and/or disturbed. The remaining approximately 1,200 acres of the Altman extension of our Four Corners mine are not currently in our near-term mining plan and we have moved the dragline that had been mining the Altman extension to another area of our Four Corners mine. In a June 26, 2012 order, the Jacksonville District Court declared the parties' pending motions for summary judgment moot. The Court set a deadline of August 30, 2012 for filing of new motions for summary judgment. We believe that the permit was issued in accordance with all applicable requirements and that it will ultimately be upheld.

Central Florida Phosphate District Area-Wide Environmental Impact Statement. In fiscal 2011, we were notified by the Corps that it planned to conduct an area-wide environmental impact statement (“**AEIS**”) for the central Florida phosphate district. On June 1, 2012 the Corps published notice of availability of the draft AEIS in the Federal Register. The Corps has announced that it will accept public comment on the draft AEIS through July 31, 2012. The Corps' current schedule calls for it to issue the AEIS in December 2012. This AEIS is expected to include information on environmental impacts upon which the Corps would rely in its consideration of our pending federal wetlands permits for our future Ona and DeSoto mines and an extension of our Wingate mine. We cannot predict the scope or actual timeline for this process, or what its outcome will be. Although we do not currently expect the outcome of the AEIS to

materially influence the conditions of future federal wetlands permits for our mining in central Florida, a protracted timeline for this process could delay our future permitting efforts.

Potash Antitrust Litigation

On September 11, 2008, separate complaints (together, the “***September 11, 2008 Cases***”) were filed in the United States District Courts for the District of Minnesota (the “***Minn-Chem Case***”) and the Northern District of Illinois (the “***Gage's Fertilizer Case***”), on October 2, 2008 another complaint (the “***October 2, 2008 Case***”) was filed in the United States District Court for the Northern District of Illinois, and on November 10, 2008 and November 12, 2008, two additional complaints (together, the “***November 2008 Cases***” and collectively with the September 11, 2008 Cases and the October 2, 2008 Case, the “***Direct Purchaser Cases***”) were filed in the United States District Court for the Northern District of Illinois (the “***Northern Illinois District Court***”) by Minn-Chem, Inc., Gage's Fertilizer & Grain, Inc., Kraft Chemical Company, Westside Forestry Services, Inc. d/b/a Signature Lawn Care, and Shannon D. Flinn, respectively, against The Mosaic Company, Mosaic Crop Nutrition, LLC and a number of unrelated defendants that allegedly sold and distributed potash throughout the United States. On November 13, 2008, the plaintiffs in the cases in the United States District Court for the Northern District of Illinois filed a consolidated class action complaint against the defendants, and on December 2, 2008 the Minn-Chem Case was consolidated with the Gage's Fertilizer Case. On April 3, 2009, an amended consolidated class action complaint was filed on behalf of the plaintiffs in the Direct Purchaser Cases. The amended consolidated complaint added Thomasville Feed and Seed, Inc. as a named plaintiff, and was filed on behalf of the named plaintiffs and a purported class of all persons who purchased potash in the United States directly from the defendants during the period July 1, 2003 through the date of the amended consolidated complaint (“***Class Period***”). The amended consolidated complaint generally alleges, among other matters, that the defendants: conspired to fix, raise, maintain and stabilize the price at which potash was sold in the United States; exchanged information about prices, capacity, sales volume and demand; allocated market shares, customers and volumes to be sold; coordinated on output, including the limitation of production; and fraudulently concealed their anticompetitive conduct. The plaintiffs in the Direct Purchaser Cases generally seek injunctive relief and to recover unspecified amounts of damages, including treble damages, arising from defendants' alleged combination or conspiracy to unreasonably restrain trade and commerce in violation of Section 1 of the Sherman Act. The plaintiffs also seek costs of suit, reasonable attorneys' fees and pre-judgment and post-judgment interest.

On September 15, 2008, separate complaints were filed in the United States District Court for the Northern District of Illinois by Gordon Tillman (the “***Tillman Case***”); Feyh Farm Co. and William H. Coaker Jr. (the “***Feyh Farm Case***”); and Kevin Gillespie (the “***Gillespie Case***,” the Tillman Case and the Feyh Farm Case together with the Gillespie case being collectively referred to as the “***Indirect Purchaser Cases***,” and the Direct Purchaser Cases together with the Indirect Purchaser Cases being collectively referred to as the “***Potash Antitrust Cases***”). The defendants in the Indirect Purchaser Cases are generally the same as those in the Direct Purchaser Cases. On November 13, 2008, the initial plaintiffs in the Indirect Purchaser Cases and David Baier, an additional named plaintiff, filed a consolidated class action complaint. On April 3, 2009, an amended consolidated class action complaint was filed on behalf of the plaintiffs in the Indirect Purchaser Cases. The factual allegations in the amended consolidated complaint are substantially identical to those summarized above with respect to the Direct Purchaser Cases. The amended consolidated complaint in the Indirect Purchaser Cases was filed on behalf of the named plaintiffs and a purported class of all persons who indirectly purchased potash products for end use during

the Class Period in the United States, any of 20 specified states and the District of Columbia defined in the consolidated complaint as “**Indirect Purchaser States**,” any of 22 specified states and the District of Columbia defined in the consolidated complaint as “**Consumer Fraud States**”, and/or 48 states and the District of Columbia and Puerto Rico defined in the consolidated complaint as “**Unjust Enrichment States**.” The plaintiffs generally sought injunctive relief and to recover unspecified amounts of damages, including treble damages for violations of the antitrust laws of the Indirect Purchaser States where allowed by law, arising from defendants' alleged continuing agreement, understanding, contract, combination and conspiracy in restraint of trade and commerce in violation of Section 1 of the Sherman Act, Section 16 of the Clayton Act, the antitrust, or unfair competition laws of the Indirect Purchaser States and the consumer protection and unfair competition laws of the Consumer Fraud States, as well as restitution or disgorgement of profits, for unjust enrichment under the common law of the Unjust Enrichment States, and any penalties, punitive or exemplary damages and/or full consideration where permitted by applicable state law. The plaintiffs also seek costs of suit and reasonable attorneys' fees where allowed by law and pre-judgment and post-judgment interest.

On June 15, 2009, we and the other defendants filed motions to dismiss the complaints in the Potash Antitrust Cases. On November 3, 2009, the court granted our motions to dismiss the complaints in the Indirect Purchaser Cases except (a) for plaintiffs residing in Michigan and Kansas, claims for alleged violations of the antitrust or unfair competition laws of Michigan and Kansas, respectively, and (b) for plaintiffs residing in Iowa, claims for alleged unjust enrichment under Iowa common law. The court denied our and the other defendants' other motions to dismiss the Potash Antitrust Cases, including the defendants' motions to dismiss the claims under Section 1 of the Sherman Act for failure to plead evidentiary facts which, if true, would state a claim for relief under that section. The court, however, stated that it recognized that the facts of the Potash Antitrust Cases present a difficult question under the pleading standards enunciated by the U.S. Supreme Court for claims under Section 1 of the Sherman Act, and that it would consider, if requested by the defendants, certifying the issue for interlocutory appeal. On January 13, 2010, at the request of the defendants, the court issued an order certifying for interlocutory appeal the issues of (i) whether an international antitrust complaint states a plausible cause of action where it alleges parallel market behavior and opportunities to conspire; and (ii) whether a defendant that sold product in the United States with a price that was allegedly artificially inflated through anti-competitive activity involving foreign markets, engaged in 'conduct involving import trade or import commerce' under applicable law. On September 23, 2011, the United States Court of Appeals for the Seventh Circuit (the “**Seventh Circuit**”) vacated the district court's order denying the defendants' motion to dismiss and remanded the case to the district court with instructions to dismiss the plaintiffs' Sherman Act claims. On December 2, 2011, the Seventh Circuit vacated its September 23, 2011 order and on June 27, 2012, the Seventh Circuit affirmed the order of the Northern Illinois District Court to deny the defendants' motion to dismiss the plaintiffs' claims. The decision is not a ruling on the merits of the case. Barring a stay, the Seventh Circuit's decision allows this matter to proceed to discovery in the Northern Illinois District Court. We are considering our appeal related options.

We believe that the allegations in the Potash Antitrust Cases are without merit and intend to defend vigorously against them. At this stage of the proceedings, we cannot predict the outcome of this litigation, estimate the potential amount or range of loss or determine whether it will have a material effect on our results of operations, liquidity or capital resources.

MicroEssentials® Patent Lawsuit

On January 9, 2009, John Sanders and Specialty Fertilizer Products, LLC filed a complaint against Mosaic, Mosaic Fertilizer, LLC, Cargill, Incorporated and Cargill Fertilizer, Inc. in the United States District Court for the Western District of Missouri (the “*Missouri District Court*”). The complaint alleges that our production of MicroEssentials® SZ, one of several types of the MicroEssentials® value-added ammoniated phosphate crop nutrient products that we produce, infringes on a patent held by the plaintiffs since 2001. Plaintiffs have since asserted that other MicroEssentials® products also infringe the patent. Plaintiffs seek to enjoin the alleged infringement and to recover an unspecified amount of damages and attorneys' fees for past infringement. Our answer to the complaint responds that the plaintiffs' patent is invalid and we have counterclaimed that the plaintiffs have engaged in inequitable conduct.

The Missouri District Court has stayed the lawsuit pending a reexamination of plaintiffs' patent claims by the U.S. Patent and Trademark Office.

We believe that the plaintiffs' allegations are without merit and intend to defend vigorously against them. At this stage of the proceedings, we cannot predict the outcome of this litigation, estimate the potential amount or range of loss or determine whether it will have a material effect on our results of operations, liquidity or capital resources.

Other Claims

We also have certain other contingent liabilities with respect to judicial, administrative and arbitration proceedings and claims of third parties, including tax matters, arising in the ordinary course of business. We do not believe that any of these contingent liabilities will have a material adverse impact on our business or financial condition, results of operations, and cash flows.

Commitments

12 Months Ended
May 31, 2012

[Commitments And
Contingencies Disclosure
\[Abstract\]
Commitments](#)

21. COMMITMENTS

We lease certain plants, warehouses, terminals, office facilities, railcars and various types of equipment under operating leases, some of which include rent payment escalation clauses, with lease terms ranging from one to ten years. In addition to minimum lease payments, some of our office facility leases require payment of our proportionate share of real estate taxes and building operating expenses.

We have long-term agreements for the purchase of sulfur which is used in the production of phosphoric acid. In addition, we have long-term agreements for the purchase of raw materials, including a commercial offtake agreement with the Miski Mayo Mine for phosphate rock, used to produce phosphate products. We have long-term agreements for the purchase of natural gas, which is a significant raw material, used primarily in the solution mining process in our Potash segment and used in our phosphate concentrates plants. Also, we have agreements for capital expenditures primarily in our Potash segments related to our expansion projects.

A schedule of future minimum long-term purchase commitments, based on May 31, 2012 market prices, and minimum lease payments under non-cancelable operating leases as of May 31, 2012 follows:

(in millions)	Purchase	Operating Leases
	Commitments	
2013	\$ 1,874.0	\$ 41.1
2014	315.8	24.6
2015	176.6	16.3
2016	117.7	10.2
2017	107.4	6.3
Subsequent years	2,099.9	13.9
	<u>\$ 4,691.4</u>	<u>\$ 112.4</u>

Rental expense for fiscal 2012, 2011 and 2010 amounted to \$80.0 million, \$79.5 million and \$74.0 million, respectively. Purchases made under long-term commitments were \$3.1 billion, \$2.2 billion and \$1.3 billion for fiscal 2012, 2011, and 2010, respectively.

Most of our export sales of phosphate and potash crop nutrients are marketed through two North American export associations, PhosChem and Canpotex, which may fund their operations in part through third-party financing facilities. As a member, Mosaic or our subsidiaries are contractually obligated to reimburse the export associations for their pro rata share of any operating expenses or other liabilities incurred. The reimbursements are made through reductions to members' cash receipts from the export associations.

Under an agreement (the "*Tolling Agreement*") with Potash Corporation of Saskatchewan Inc. ("*PCS*"), our wholly-owned subsidiary, Mosaic Potash Esterhazy Limited Partnership ("*Mosaic Esterhazy*"), has mined and refined PCS' potash reserves at our Esterhazy mine for a fee plus a pro rata share of operating and capital costs for approximately forty years. Under the agreement, we have delivered to PCS up to approximately 1.1 million tonnes of potash per year. The agreement provided for a term through December 31, 2011 as well as certain renewal terms at the option of PCS, but only to the extent PCS had not received all of its available reserves under the agreement.

As previously reported, we and PCS disputed, among other matters, when PCS would have received all of its available reserves under the Tolling Agreement and the resulting expiration of the Tolling Agreement, and, on or about May 27, 2009, PCS filed a lawsuit (the "*Tolling Agreement Dispute*") against Mosaic Esterhazy. On

December 7, 2011, we and PCS settled, among other matters, the Tolling Agreement Dispute. Under the settlement, the Tolling Agreement expires at December 31, 2012. We supplied PCS with potash on existing terms under the Tolling Agreement at the existing rate through the end of calendar 2011, and agreed to supply approximately 1.1 million additional tonnes of potash to PCS on existing terms for calendar 2012. We also granted PCS the right, which it has exercised, to take delivery of approximately 0.1 million of the 1.1 million tonnes through the first quarter of calendar 2013. In addition, effective December 31, 2012, we will receive credit for 1.3 million metric tonnes of capacity at our Esterhazy mine for purposes of calculating our relative share of annual sales of potash to international customers by Canpotex Limited, capacity which is currently allocated to PCS.

For fiscal 2012, 2011 and 2010, total revenue under this contract was \$158.2 million, \$186.8 million and \$66.1 million, respectively.

We incur liabilities for reclamation activities and Gystacks 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. The surety bonds 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. As of May 31, 2012, we had \$185.2 million in surety bonds outstanding, of which \$171.3 million is for mining reclamation obligations in Florida and \$13.9 million is for other matters.

Business Segments (Details)
(USD \$)
In Millions, unless otherwise
specified

12 Months Ended

May 31, 2012 May 31, 2011 May 31, 2010

Segment Reporting Information [Line Items]

<u>Net sales</u>	\$ 11,107.8	\$ 9,937.8	\$ 6,759.1
<u>Gross margin</u>	3,085.0	3,121.8	1,693.3
<u>Operating earnings (loss)</u>	2,611.1	2,664.2	1,270.8
<u>Capital expenditures</u>	1,639.3	1,263.2	910.6
<u>Depreciation, depletion and amortization expense</u>	508.1	447.4	445.0
<u>Equity in net earnings of non consolidated companies</u>	13.3	(5.0)	(10.9)
<u>Total assets</u>	16,690.4	15,786.9	

Phosphates Segment [Member]

Segment Reporting Information [Line Items]

<u>Net sales to external customers</u>	7,839.2	6,895.2	4,731.1
<u>Intersegment net sales</u>	0	0	0
<u>Net sales</u>	7,839.2	6,895.2	4,731.1
<u>Gross margin</u>	1,466.9	1,654.0	648.2
<u>Operating earnings (loss)</u>	1,179.1	1,322.0	349.5
<u>Capital expenditures</u>	407.9	306.7	265.1
<u>Depreciation, depletion and amortization expense</u>	263.9	248.1	293.8
<u>Equity in net earnings of non consolidated companies</u>	11.9	(8.8)	(10.5)
<u>Total assets</u>	9,123.7	8,149.7	

Potash Segment [Member]

Segment Reporting Information [Line Items]

<u>Net sales to external customers</u>	3,263.1	3,028.3	1,978.9
<u>Intersegment net sales</u>	38.2	32.7	195.2
<u>Net sales</u>	3,301.3	3,061.0	2,174.1
<u>Gross margin</u>	1,622.0	1,469.0	1,034.6
<u>Operating earnings (loss)</u>	1,457.3	1,352.5	922.8
<u>Capital expenditures</u>	1,171.4	906.9	619.7
<u>Depreciation, depletion and amortization expense</u>	233.1	188.9	140.1
<u>Equity in net earnings of non consolidated companies</u>	0	0	0
<u>Total assets</u>	11,324.8	9,663.3	

Corporate Eliminations And Other Segment [Member]

Segment Reporting Information [Line Items]

<u>Net sales to external customers</u>	5.5	14.3	49.1
<u>Intersegment net sales</u>	(38.2)	(32.7)	(195.2)
<u>Net sales</u>	(32.7)	(18.4)	(146.1)
<u>Gross margin</u>	(3.9)	(1.2)	10.5
<u>Operating earnings (loss)</u>	(25.3)	(10.3)	(1.5)
<u>Capital expenditures</u>	60.0	49.6	25.8
<u>Depreciation, depletion and amortization expense</u>	11.1	10.4	11.1
<u>Equity in net earnings of non consolidated companies</u>	1.4	3.8	(0.4)

Total assets

\$ (3,758.1) \$ (2,026.1)

**Other Financial Statement
Data (Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

May 31, 2012 May 31, 2011 May 31, 2010

Receivables

<u>Trade</u>	\$ 706.9	\$ 882.5	
<u>Non-trade</u>	49.6	47.5	
<u>Current receivables, gross</u>	756.5	930.0	
<u>Less: Allowance for doubtful accounts</u>	4.9	4.0	
<u>Current receivables, net</u>	751.6	926.0	

Inventories

<u>Raw materials</u>	61.8	58.6	
<u>Work in process</u>	340.1	284.3	
<u>Finished goods</u>	764.8	852.9	
<u>Operating materials and supplies</u>	70.9	70.6	
<u>Inventory, net</u>	1,237.6	1,266.4	

Other current assets

<u>Forward contract costs</u>	152.8	36.6	
<u>Income Taxes Receivable</u>	214.0	60.4	
<u>Prepaid expenses</u>	132.1	157.4	
<u>Other</u>	44.2	53.9	
<u>Total other current assets</u>	543.1	308.3	

Accrued liabilities

<u>Non-income taxes</u>	78.5	132.6	
<u>Payroll and employee benefits</u>	119.6	116.3	
<u>Asset retirement obligations</u>	87.0	90.6	
<u>Customer prepayments</u>	323.0	243.2	
<u>Other</u>	291.8	260.9	
<u>Total accrued liabilities, current</u>	899.9	843.6	

Other noncurrent liabilities

<u>Asset retirement obligations</u>	513.3	482.5	
<u>Accrued pension and postretirement benefits</u>	142.2	117.1	
<u>Unrecognized tax benefits</u>	159.7	84.6	
<u>Other</u>	160.2	170.9	
<u>Total other noncurrent liabilities</u>	975.4	855.1	

Interest expense, net was comprised of the following:

<u>Interest income</u>	20.1	22.5	16.1
<u>Less interest expense</u>	1.4	27.6	65.7
<u>Interest income (expense), net</u>	\$ 18.7	\$ (5.1)	\$ (49.6)

**Accounting for Asset
Retirement Obligations
(Tables)**

12 Months Ended

May 31, 2012

**[Asset Retirement Obligation
Disclosure \[Abstract\]](#)**

[A reconciliation of our AROs
is as follows:](#)

<u>(in millions)</u>	May 31,	
	2012	2011
AROs, beginning of year	\$ 573.1	\$ 525.9
Liabilities incurred	27.8	35.0
Liabilities settled	(98.4)	(73.1)
Accretion expense	32.4	31.6
Revisions in estimated cash flows	65.4	53.7
AROs, end of year	600.3	573.1
Less current portion	87.0	90.6
	\$ 513.3	\$ 482.5

Related Party Transactions

12 Months Ended
May 31, 2012

[Related Party Transactions](#)

[\[Abstract\]](#)

[Related Party Transactions](#)

23. RELATED PARTY TRANSACTIONS

On May 25, 2011, Cargill, our former majority stockholder, exchanged its 64% stake in our company with certain Cargill stockholders and debt holders. For further discussion of these exchanges as part of the Cargill Transaction, see Note 2 of the Notes to Consolidated Financial Statements. Until these exchanges, Cargill was considered a related party due to its ownership interest in us.

We engage in various transactions, arrangements and agreements with Cargill. While Cargill was considered a related party, a Cargill transactions subcommittee of the corporate governance and nominating committee of our board of directors, comprised solely of independent directors, was responsible for reviewing and approving these transactions, arrangements and agreements. Our related person transactions approval policy provided for the delegation of approval authority for certain transactions with Cargill, other than those of the type described in such related person transactions approval policy, to an internal committee comprised of senior managers. The internal management committee was required to report its activities to the Cargill transactions subcommittee on a periodic basis.

Cargill made equity contributions of \$18.5 million to us in fiscal 2011.

In summary, the Consolidated Statements of Earnings included the following transactions with Cargill, while Cargill was considered a related party:

(in millions)	Years ended May 31,	
	2011	2010
Transactions with Cargill included in net sales	\$ 238.1	\$ 127.9
Transactions with Cargill included in cost of goods sold	146.8	96.4
Transactions with Cargill included in selling, general and administrative expenses	6.1	8.2
Interest income received from Cargill	0.2	-

We have also entered into transactions and agreements with certain of our non-consolidated companies. As of May 31, 2012 and 2011, the net amount due from our non-consolidated companies totaled \$134.8 million and \$145.7 million, respectively.

The Consolidated Statements of Earnings included the following transactions with our non-consolidated companies:

(in millions)	Years ended May 31,		
	2012	2011	2010
Transactions with non-consolidated companies included in net sales	\$ 1,321.2	\$ 1,015.7	\$ 624.0
Transactions with non-consolidated companies included in cost of goods sold	557.3	511.3	273.0

Business Segments

**12 Months Ended
May 31, 2012**

[Business Segments](#)

[\[Abstract\]](#)

[Business Segments](#)

24. BUSINESS SEGMENTS

The reportable segments are determined by management based upon factors such as products and services, production processes, technologies, market dynamics, and for which segment financial information is available for our chief operating decision maker.

For a description of our business segments see Note 1 of our Notes to Consolidated Financial Statements. We evaluate performance based on the operating earnings of the respective business segments, which includes certain allocations of corporate selling, general and administrative expenses. The segment results may not represent the actual results that would be expected if they were independent, stand-alone businesses. Corporate, Eliminations and Other primarily represents unallocated corporate office activities and eliminations. All intersegment transactions are eliminated within Corporate, Eliminations and other.

Segment information for fiscal 2012, 2011 and 2010 is as follows:

(in millions)	Phosphates	Potash	Corporate, Eliminations and Other	Total
2012				
Net sales to external customers	\$ 7,839.2	\$ 3,263.1	\$ 5.5	\$ 11,107.8
Intersegment net sales	-	38.2	(38.2)	-
Net sales	7,839.2	3,301.3	(32.7)	11,107.8
Gross margin	1,466.9	1,622.0	(3.9)	3,085.0
Operating earnings (loss)	1,179.1	1,457.3	(25.3)	2,611.1
Capital expenditures	407.9	1,171.4	60.0	1,639.3
Depreciation, depletion and amortization expense	263.9	233.1	11.1	508.1
Equity in net earnings (loss) of nonconsolidated companies	11.9	-	1.4	13.3
2011				
Net sales to external customers	\$ 6,895.2	\$ 3,028.3	\$ 14.3	\$ 9,937.8
Intersegment net sales	-	32.7	(32.7)	-
Net sales	6,895.2	3,061.0	(18.4)	9,937.8
Gross margin	1,654.0	1,469.0	(1.2)	3,121.8
Operating earnings (loss)	1,322.0	1,352.5	(10.3)	2,664.2
Capital expenditures	306.7	906.9	49.6	1,263.2
Depreciation, depletion and amortization expense	248.1	188.9	10.4	447.4
Equity in net earnings (loss) of nonconsolidated companies	(8.8)	-	3.8	(5.0)
2010				
Net sales to external customers	\$ 4,731.1	\$ 1,978.9	\$ 49.1	\$ 6,759.1
Intersegment net sales	-	195.2	(195.2)	-

Net sales	4,731.1	2,174.1	(146.1)	6,759.1
Gross margin	648.2	1,034.6	10.5	1,693.3
Operating earnings (loss)	349.5	922.8	(1.5)	1,270.8
Capital expenditures	265.1	619.7	25.8	910.6
Depreciation, depletion and amortization expense	293.8	140.1	11.1	445.0
Equity in net loss of nonconsolidated companies	(10.5)	-	(0.4)	(10.9)
Total assets as of May 31, 2012	\$ 9,123.7	\$ 11,324.8	\$ (3,758.1)	\$ 16,690.4
Total assets as of May 31, 2011	8,149.7	9,663.3	(2,026.1)	15,786.9

Financial information relating to our operations by geographic area is as follows:

(in millions)	Years Ended May 31,		
	2012	2011	2010
<i>Net sales</i> ^(a) :			
Brazil	\$ 2,161.6	\$ 1,810.1	\$ 1,092.3
India	1,579.7	1,565.9	1,105.9
Canpotex ^(b)	1,298.9	992.9	602.1
Canada	786.3	629.9	346.9
Australia	290.1	237.8	167.6
Argentina	266.7	233.3	137.0
Japan	177.5	166.1	76.2
China	160.4	115.9	191.9
Colombia	155.9	157.6	91.2
Chile	121.1	115.9	108.1
Peru	95.1	6.6	13.7
Thailand	94.0	91.1	123.2
Mexico	90.5	101.7	121.8
Other	209.3	193.7	239.4
Total international countries	7,487.1	6,418.5	4,417.3
United States	3,620.7	3,519.3	2,341.8
Consolidated	\$ 11,107.8	\$ 9,937.8	\$ 6,759.1

(a) Revenues are attributed to countries based on location of customer.

(b) The export association of the Saskatchewan potash producers.

(in millions)	May 31,	May 31,
	2012	2011
<i>Long-lived assets:</i>		
Canada	\$ 4,593.2	\$ 3,635.9
Brazil	158.6	163.6
Other	60.5	66.1
Total international countries	4,812.3	3,865.6

United States	<u>3,402.0</u>	<u>3,400.1</u>
Consolidated	<u>\$ 8,214.3</u>	<u>\$ 7,265.7</u>

Excluded from the table above as of May 31, 2012 and 2011, are goodwill of \$1,844.4 million and \$1,829.8 million and deferred income taxes of \$50.6 million and \$6.5 million, respectively.

Net sales by product type for fiscal 2012, 2011 and 2010 are as follows:

<u>(in millions)</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
<i>Sales by product type:</i>			
Phosphate Crop Nutrients	\$ 5,418.4	\$ 4,822.4	\$ 3,152.1
Potash Crop Nutrients	3,174.4	3,002.8	1,796.8
Crop Nutrient Blends	1,517.1	1,252.5	862.9
Other ^(a)	<u>997.9</u>	<u>860.1</u>	<u>947.3</u>
	<u>\$ 11,107.8</u>	<u>\$ 9,937.8</u>	<u>\$ 6,759.1</u>

(a) Includes sales for animal feed ingredients and industrial potash.

Organization and Nature of Business

12 Months Ended
May 31, 2012

[Organization And Nature Of Business \[Abstract\]](#)

[Organization and Nature of Business](#)

1. ORGANIZATION AND NATURE OF BUSINESS

The Mosaic Company (before or after the Cargill Transaction described in Note 2, “*Mosaic*”, and with its consolidated subsidiaries, “*we*”, “*us*”, “*our*”, or the “*Company*”) is the parent company of the business that was formed through the business combination (“*Combination*”) of IMC Global Inc. and the Cargill Crop Nutrition fertilizer businesses (“*CCN*”) of Cargill, Incorporated and its subsidiaries (collectively, “*Cargill*”) on October 22, 2004.

We produce and market concentrated phosphate and potash crop nutrients. We conduct our business through wholly and majority owned subsidiaries as well as businesses in which we own less than a majority or a non-controlling interest, including consolidated variable interest entities and investments accounted for by the equity method. We are organized into the following business segments:

Our **Phosphates** business segment owns and operates mines and production facilities in Florida which produce concentrated phosphate crop nutrients and phosphate-based animal feed ingredients, and processing plants in Louisiana which produce concentrated phosphate crop nutrients. In fiscal 2011, the Phosphates segment acquired a 35% economic interest in a joint venture that owns the Miski Mayo Mine in Peru. Our Phosphates segment's results also include our North American phosphate distribution activities and all of our international distribution activities as well as the results of Phosphate Chemicals Export Association, Inc. (“*PhosChem*”), a U.S. Webb-Pomerene Act association of phosphate producers that exports concentrated phosphate crop nutrient products around the world for us and PhosChem's other member. Our share of PhosChem's sales volume of dry phosphate crop nutrient products was approximately 84% for the year ended May 31, 2012.

Our **Potash** business segment owns and operates potash mines and production facilities in Canada and the U.S. which produce potash-based crop nutrients, animal feed ingredients and industrial products. Potash sales include domestic and international sales. We are a member of Canpotex, Limited (“*Canpotex*”), an export association of Canadian potash producers through which we sell our Canadian potash outside the U.S. and Canada.

Intersegment sales are eliminated within Corporate, Eliminations and Other. See Note 24 of our Notes to Consolidated Financial Statements for segment results.

12 Months Ended
May 31, 2012

SCHEDULE II. VALUATION AND QUALIFYING ACCOUNTS
For the Years ended May 31, 2012, 2011, and 2010
In millions

Column A	Column B	Column C		Column D	Column E
Description	Balance Beginning of Period	Additions		Deductions	Balance at End of Period ^(b)
		Charges or (Reductions) to Costs and Expenses	Charges or (Reductions) to Other Accounts ^(a)		
Allowance for doubtful accounts, deducted from accounts receivable in the balance sheet:					
Year ended May 31, 2010	31.2	2.0	1.0	(5.5)	28.7
Year ended May 31, 2011	28.7	(3.0)	(0.1)	(2.0)	23.6
Year ended May 31, 2012	23.6	-	(5.1)	(0.1)	18.4
Income tax valuation allowance, related to deferred income taxes					
Year ended May 31, 2010	115.6	53.0	(11.5)	-	157.1
Year ended May 31, 2011	157.1	23.8	36.5	(8.2)	209.2
Year ended May 31, 2012	209.2	6.2	(35.2)	-	180.2

- (a) For fiscal 2012, the income tax valuation allowance adjustment was recorded to accumulated other comprehensive income and deferred taxes. For fiscal 2011, the income tax valuation allowance adjustment was recorded to accumulated other comprehensive income and deferred taxes. For fiscal 2010, the income tax valuation allowance adjustment was recorded to accumulated other comprehensive income.
- (b) Allowance for doubtful accounts balance includes \$13.5 million, \$20.4 million and \$19.5 million of allowance on long-term receivables recorded in other long term assets for the years ended May 31, 2012, 2011 and 2010, respectively.

Pension Plans and Other Benefits - Patient Protection Act (Details) (USD \$) In Millions, unless otherwise specified	12 Months Ended		12 Months Ended		12 Months Ended
	May 31, 2012 Accumulated Postretirement Benefit Oligation [Member]	May 31, 2011 Accumulated Postretirement Benefit Oligation [Member]	May 31, 2012 Accumulated Other Comprehensive Income (Loss) [Member]	May 31, 2011 Accumulated Other Comprehensive Income (Loss) [Member]	May 31, 2011 Other Postretirement Benefit Expense [Member]
Incremental Effects On Balance Sheet Of March 2010 Patient Protection And Affordable Care Act [Line Items]					
Increase Of Balance Sheet Liability Due To Application Of March 2010 Patient Protection And Affordable Care Act Period Increase Decrease		\$ 40.0			
Decrease To Equity Account Due To Application Of March 2010 Patient Protection And Affordable Care Act Period Increase Decrease				40.0	
Increase In Period Expense From Patient Protection And Affordable Care Act Estimated Effect Of Plan Amendment Separating Active And Retired Employees In Accordance With March 2010 Patient Protection And Affordable Care Act Estimated Decrease To Equity Account Due To Effect Of Plan Amendment Separating Active And Retired Employees In Accordance With March 2010 Patient Protection And Affordable Care Act	42.0				1.2
			\$ 42.0		

Goodwill (Tables)

12 Months Ended May 31, 2012

[Goodwill \[Abstract\]](#) [Schedule of Goodwill](#)

The changes in the carrying amount of goodwill, by reporting unit, for the years ended May 31, 2012 and 2011, are as follows:

(in millions)	<u>Phosphates</u>	<u>Potash</u>	<u>Total</u>
Balance as of May 31, 2010	\$ 537.2	\$ 1,226.0	\$ 1,763.2
Foreign currency translation	-	69.1	69.1
Write off related to sale of business	<u>(2.5)</u>	<u>-</u>	<u>(2.5)</u>
Balance as of May 31, 2011	534.7	1,295.1	1,829.8
Foreign currency translation and other	<u>11.9</u>	<u>2.7</u>	<u>14.6</u>
Balance as of May 31, 2012	<u>\$ 546.6</u>	<u>\$ 1,297.8</u>	<u>\$ 1,844.4</u>

**Organization and Nature of
Business (Details)**

**12 Months Ended
May 31, 2012**

Organization And Nature Of Business [Abstract]

Our percentage share of PhosChem's dry crop nutrient products 84.00%

**Income Taxes (10-K Details
2) (USD \$)**

**12 Months
Ended
May 31,
2011 May 31, 2012**

Income Tax Disclosure [Abstract]

<u>Tax provision recorded during the period to increase the valuation allowance on certain non-US deferred tax assets, which impacted the effective tax rate</u>	\$ 53,000,000	
<u>The portion of the income tax provision recorded during the period to increase the valuation allowance against certain deferred tax assets, resulting from the agreement to sell our investments in Fertifos and Fosfertil, and our Cubatao, Brazil facility to Vale S.A. and its subsidiaries</u>	23,100,000	
<u>Undistributed earnings of non-US subsidiaries for which no deferred tax liability has been established</u>		2,200,000,000
<u>The amount of deferred tax assets pertaining to certain foreign tax credit carryforwards that are netted against and offset deferred tax liabilities pertaining to depreciation and depletion expense recordings, which result from having Canadian entities that also incur U.S. taxes.</u>	\$ 336,600,000	\$ 377,800,000

**Consolidated Statements of
Earnings (USD \$)
In Millions, except Per Share
data, unless otherwise
specified**

12 Months Ended

May 31, 2012 May 31, 2011 May 31, 2010

Consolidated Statement of Earnings

<u>Net sales</u>	\$ 11,107.8	\$ 9,937.8	\$ 6,759.1
<u>Cost of goods sold</u>	8,022.8	6,816.0	5,065.8
<u>Lower of cost or market write-down</u>	0	0	0
<u>Gross margin</u>	3,085.0	3,121.8	1,693.3
<u>Selling, general and administrative expenses</u>	410.1	372.5	360.3
<u>Other operating expenses (income)</u>	63.8	85.1	62.2
<u>Operating earnings</u>	2,611.1	2,664.2	1,270.8
<u>Interest expense, net</u>	18.7	(5.1)	(49.6)
<u>Foreign currency transaction (loss) gain</u>	16.9	(56.3)	(32.4)
<u>Equity Method Investment Realized Gain Loss On Disposal</u>	0	685.6	0
<u>Other income (expense)</u>	(17.8)	(17.1)	0.9
<u>Earnings from consolidated companies before income taxes</u>	2,628.9	3,271.3	1,189.7
<u>Provision for income taxes</u>	711.4	752.8	347.3
<u>Earnings from consolidated companies</u>	1,917.5	2,518.5	842.4
<u>Equity in net earnings (loss) of nonconsolidated companies</u>	13.3	(5.0)	(10.9)
<u>Net earnings including non-controlling interests</u>	1,930.8	2,513.5	831.5
<u>Less: Net earnings attributable to non-controlling interests</u>	0.6	(1.1)	4.4
<u>Net earnings attributable to Mosaic</u>	\$ 1,930.2	\$ 2,514.6	\$ 827.1
<u>Basic net earnings per share attributable to Mosaic</u>	\$ 4.44	\$ 5.64	\$ 1.86
<u>Diluted net earnings per share attributable to Mosaic</u>	\$ 4.42	\$ 5.62	\$ 1.85
<u>Basic weighted average number of shares outstanding</u>	435.2	446.0	445.1
<u>Diluted weighted average number of shares outstanding</u>	436.5	447.5	446.6

**Accounting for Derivative
Instruments and Hedging
Activities (Tables)**

12 Months Ended

May 31, 2012

[Accounting For Derivative
Instruments And Hedging
Activities \[Abstract\]](#)

[Schedule Of Derivative
Instruments Notional Amounts](#)

As of May 31, 2012, the following is the total absolute notional volume associated with our outstanding derivative instruments:

(in millions of Units)			May 31,	May 31,
Instrument	Derivative Category	Unit of Measure	2012	2011
Foreign currency derivatives	Foreign Currency	US Dollars	1,869.2	1,118.9
Natural gas derivatives	Commodity	MMbtu	24.3	22.5
Ocean freight contracts	Freight	Tonnes	2.1	3.1

[Schedule of unrealized gains
\(losses\) on derivative
instruments related to foreign
currency exchange contracts,
commodities contracts and
freight and their location in
our Consolidated Statements
of Earnings](#)

Below is a table that shows the unrealized gains and (losses) on derivative instruments related to foreign currency exchange contracts, commodities contracts, and freight:

(in millions)		Gain (loss)		
Derivative Instrument	Location	Years ended May 31,		
		2012	2011	2010
Foreign currency derivatives	Cost of goods sold	\$ (23.9)	\$ 6.8	\$ (6.9)
Foreign currency derivatives	Foreign currency transaction gain	(4.0)	7.9	30.6
Commodity derivatives	Cost of goods sold	(16.0)	8.3	79.6
Freight derivatives	Cost of goods sold	(2.0)	(2.0)	-

[Schedule of gross fair market
value of all derivative
instruments and their location
in our Consolidated
Statements of Earnings](#)

The gross fair market value of all derivative instruments and their location in our Consolidated Balance Sheet are shown by those in an asset or liability position and are further categorized by foreign currency, commodity, and freight derivatives.

(in millions)	Asset Derivatives ^(a)		Liability Derivatives ^(a)	
	Derivative Instrument	Location	May 31,	
			2012	2012
Foreign currency derivatives	Other current assets	\$ 23.8	Accrued liabilities	\$ (36.7)
Commodity derivatives	Other current assets	5.8	Accrued liabilities	(15.2)
Commodity derivatives	Other assets	-	Other noncurrent liabilities	(8.3)
Freight derivatives	Other current assets	1.1	Accrued liabilities	(0.5)
Total		\$ 30.7		\$ (60.7)

(in millions)	Asset Derivatives ^(a)		Liability Derivatives ^(a)	
	Derivative Instrument	Location	May 31,	
			2011	2011
Foreign currency derivatives	Other current assets	\$ 19.1	Accrued liabilities	\$ (4.3)
Commodity derivatives	Other current assets	0.9	Accrued liabilities	(5.1)
Commodity derivatives	Other assets	0.6	Other noncurrent liabilities	(1.5)
Freight derivatives	Other current assets	3.5	Accrued liabilities	(0.9)
Total		\$ 24.1		\$ (11.8)

- a. In accordance with U.S. GAAP the above amounts are disclosed at gross fair value and the amounts recorded on the Consolidated Balance Sheet are presented on a net basis when permitted.

**Share-based Payments
(Details 3) (USD \$)
In Millions, except Per Share
data, unless otherwise
specified**

**12 Months
Ended
May 31, 2012**

Omnibus Plan - Restricted Stock Unit Awards

A summary of the status of the Companys restricted stock units at May 31 is presented below:

<u>Number of stock units outstanding at beginning of period (shares)</u>	0.5
<u>Granted (shares)</u>	0.2
<u>Issued and canceled (shares)</u>	0.1
<u>Number of stock units outstanding at end of period (shares)</u>	0.6
<u>Weighted-average grant date fair value per share - stock unit awards outstanding, beginning of period</u>	\$ 55.23
<u>Granted</u>	\$ 66.32
<u>Issued and canceled</u>	\$ (78.85)
<u>Weighted-average grant date fair value per share - stock unit awards outstanding, end of period</u>	\$ 54.47

Omnibus Plan - Performance Unit Awards

A summary of the status of the Companys restricted stock units at May 31 is presented below:

<u>Granted (shares)</u>	0.1
<u>Number of stock units outstanding at end of period (shares)</u>	0.1
<u>Granted</u>	\$ 81.10
<u>Issued and canceled</u>	\$ (81.10)
<u>Weighted-average grant date fair value per share - stock unit awards outstanding, end of period</u>	\$ 81.10
<u>Expected volatility (percent)</u>	54.72%
<u>Expected dividend yield (percent)</u>	0.28%
<u>Expected term (in years)</u>	3.0
<u>Risk-free interest rate (percent)</u>	0.69%

Consolidated Statements of Shareholders Equity (USD \$) In Millions, except Share data	Total	Common Stock [Member]	Capital in Excess of Par Value [Member]	Retained Earnings [Member]	Accumulated Other Comprehensive Income (Loss) [Member]	Non-Controlling Interests [Member]
Beginning balance at May. 31, 2009	\$ 8,515.2	\$ 4.4	\$ 2,483.8	\$ 5,746.2	\$ 258.6	\$ 22.2
Common stock shares outstanding, beginning balance at May. 31, 2009		444,500,000				
Net earnings including non-controlling interests	831.5			827.1		4.4
Foreign currency translation adjustment, net of tax	98.2				97.1	1.1
Net actuarial (loss) gain and prior service cost, net of tax	(66.3)				(66.3)	
Comprehensive income	863.4					5.5
Stock option exercises	12.5	0.1	12.4			
Stock option exercises, shares		900,000				
Amortization of stock based compensation	23.5		23.5			
Repurchase of Class A common stock	0					
Contributions from Cargill, Inc.	0					
Dividends	(668.0)			(668.0)		
Dividends for non-controlling interests	(1.5)					(1.5)
Tax benefits (shortfall) related to share based compensation	3.3		3.3			
Ending balance at May. 31, 2010		4.5	2,523.0	5,905.3	289.4	26.2
Common stock shares outstanding, ending balance at May. 31, 2010		445,400,000				
Net earnings including non-controlling interests	2,513.5			2,514.6		(1.1)
Foreign currency translation adjustment, net of tax	387.4				384.8	2.6
Net actuarial (loss) gain and prior service cost, net of tax	36.0				36.0	
Comprehensive income	2,936.9					1.5
Stock option exercises	20.3		20.3			
Stock option exercises, shares		1,200,000				

<u>Amortization of stock based compensation</u>	21.1		21.1			
<u>Repurchase of Class A common stock</u>	0					
<u>Contributions from Cargill, Inc.</u>	18.5		18.5			
<u>Dividends</u>	(89.3)			(89.3)		
<u>Dividends for non-controlling interests</u>	(4.8)					(4.8)
<u>Acquisition of non-controlling interest</u>	(2.6)					(2.6)
<u>Tax benefits (shortfall) related to share based compensation</u>	13.4		13.4			
<u>Ending balance at May. 31, 2011</u>	11,661.9	4.5	2,596.3	8,330.6	710.2	20.3
<u>Common stock shares outstanding, ending balance at May. 31, 2011</u>		446,600,000				
<u>Net earnings including non-controlling interests</u>	1,930.8			1,930.2		0.6
<u>Foreign currency translation adjustment, net of tax</u>	(307.4)				(303.5)	(3.9)
<u>Net actuarial (loss) gain and prior service cost, net of tax</u>	(28.7)				(28.7)	
<u>Comprehensive income</u>	1,594.7					(3.3)
<u>Stock option exercises, shares</u>	100,000					
<u>Stock option exercises /Restricted stocks units vested (shares)</u>	200,000					
<u>Stock option exercises /Restricted stocks units vested</u>	3.0					
<u>Amortization of stock based compensation</u>	23.4		23.4			
<u>Repurchase of Class A common stock</u>	1,162.5	0.2	1,162.3			
<u>Repurchase of Class A common stock (shares)</u>		21,300,000				
<u>Dividends</u>	(119.5)			(119.5)		
<u>Dividends for non-controlling interests</u>	(0.7)					(0.7)
<u>Tax benefits (shortfall) related to share based compensation</u>	(0.9)		(0.9)			
<u>Ending balance at May. 31, 2012</u>	\$ 11,999.4	\$ 4.3	\$ 1,459.5	\$ 10,141.3	\$ 378.0	\$ 16.3

Common stock shares
outstanding, ending balance at 425,500,000
May 31, 2012

**Share-based Payments
(Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

May 31, 2012

Omnibus Stock and Incentive
Plan 2004 [Member]

**Share Based Compensation
Arrangement By Share
Based Payment Award [Line
Items]**

**Share Based Compensation
Arrangement By Share Based
Payment Award Description**

The Omnibus Plan provides for grants of stock options, restricted stock, restricted stock units, performance units and a variety of other share-based and non-share-based awards. Our employees, officers, directors, consultants, agents, advisors, and independent contractors, as well as other designated individuals, are eligible to participate in the Omnibus Plan. Mosaic settles stock option exercises, restricted stock units and performance units with newly issued common shares. The Compensation Committee of the Board of Directors administers the Omnibus Plan subject to its provisions and applicable law.

**Share Based Compensation
Arrangement By Share Based
Payment Award Number Of
Shares Authorized** 25.0

**Total unrecognized
compensation cost related to
options and restricted stock
units granted under the
Omnibus Plan.** \$ 12.2

**The average weighted-average
period the unrecognized
compensation cost will be
recognized (years)** 1.5

Stock Options [Member]

**Share Based Compensation
Arrangement By Share
Based Payment Award [Line
Items]**

**Share Based Compensation
Arrangement By Share Based
Payment Award Award
Vesting Period** in equal annual installments in the first three years following the date of grant (graded vesting).

**Share Based Compensation
Arrangement By Share Based
Payment Award Award
Expiration Dating** ten-year

**Accumulated Other
Comprehensive Income
(Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

May 31, 2012 May 31, 2011 May 31, 2010 May 31, 2009

Change during the period in components of accumulated other comprehensive income:

<u>Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax</u>	\$ (307.4)	\$ 387.4	\$ 98.2	
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<u>Other Comprehensive Income (Loss), Pension and Other Postretirement Benefit Plans, Adjustment, Net of Tax</u>	(28.7)	36.0	(66.3)	
--	--------	------	--------	--

**Accumulated Other Comprehensive Income Loss Net Of Tax
[Abstract]**

<u>Cumulative foreign currency translation adjustment</u>	465.2	768.7	383.9	286.8
---	-------	-------	-------	-------

<u>Net actuarial gain (loss) and prior service cost</u>	(87.2)	(58.5)	(94.5)	(28.2)
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<u>Accumulated other comprehensive income</u>	378.0	710.2		
---	-------	-------	--	--

Accumulated Other Comprehensive Income (Loss) [Member]

Change during the period in components of accumulated other comprehensive income:

<u>Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax</u>	(303.5)	384.8	97.1	
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<u>Other Comprehensive Income (Loss), Pension and Other Postretirement Benefit Plans, Adjustment, Net of Tax</u>	(28.7)	36.0	(66.3)	
--	--------	------	--------	--

<u>Comprehensive Income (Loss), Net of Tax, Attributable to Parent</u>	\$ (332.2)	\$ 420.8	\$ 30.8	
--	------------	----------	---------	--

**Related Party Transactions
(Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

	May 31, 2012	May 31, 2011	May 31, 2010
<u>Related Party Transactions Paragraph Details [Abstract]</u>			
<u>Former percentage ownership by Cargill and certain of its subsidiaries</u>	64.00%		
<u>Contributions from Cargill, Inc.</u>		\$ 18.5	\$ 0
<u>Net amount due from our non-consolidated companies</u>	134.8	145.7	
Cargill and Affiliates [Member]			
<u>Related Party Transaction [Line Items]</u>			
<u>Transactions included in net sales</u>		238.1	127.9
<u>Transactions included in cost of goods sold</u>		146.8	96.4
<u>Transactions included in selling, general and administrative</u>		6.1	8.2
<u>Interest expense (income) paid to/(received from)</u>		0.2	0
Non-consolidated companies [Member]			
<u>Related Party Transaction [Line Items]</u>			
<u>Transactions included in net sales</u>	1,321.2	1,015.7	624.0
<u>Transactions included in cost of goods sold</u>	\$ 557.3	\$ 511.3	\$ 273.0

**Property, Plant and
Equipment (Tables)**

**12 Months Ended
May 31, 2012**

[Property Plant And
Equipment \[Abstract\]](#)

[Property Plant And Equipment
\[Table Text Block\]](#)

Property, plant and equipment consist of the following:

<u>(in millions)</u>	<u>May 31,</u>	
	<u>2012</u>	<u>2011</u>
Land	\$ 187.7	\$ 176.4
Mineral properties and rights	2,791.0	2,861.0
Buildings and leasehold improvements	1,456.0	1,083.8
Machinery and equipment	4,872.6	4,266.1
Construction in-progress	1,522.8	1,224.4
	<u>10,830.1</u>	<u>9,611.7</u>
Less: accumulated depreciation and depletion	<u>3,284.2</u>	<u>2,975.8</u>
	<u>\$ 7,545.9</u>	<u>\$ 6,635.9</u>

Investments in Non-Consolidated Companies - Investments Sold (Details 5) (USD \$)	12 Months Ended			May 31, 2012	Sep. 29, 2010
	May 31, 2012	May 31, 2011	May 31, 2010	Vale Fertilizantes S.A. (formerly Fosfertil S.A.) [Member]	Vale Fertilizantes S.A. (formerly Fosfertil S.A.) [Member]
<u>Long Lived Assets Held For Sale [Line Items]</u>					
<u>Gross proceeds from sale of assets and investments</u>					\$ 1,000,000,000
<u>Pre-tax gain on sale of assets and investments</u>					685,600,000
<u>Tax impact from sale of Fosfertil</u>	\$ 711,400,000	\$ 752,800,000	\$ 347,300,000	\$ 116,200,000	

Accounting for Asset
Retirement Obligations

12 Months Ended
May 31, 2012

[Asset Retirement Obligation
Disclosure \[Abstract\]](#)

[Asset Retirement Obligation
Disclosure \[Text Block\]](#)

15. ACCOUNTING FOR ASSET RETIREMENT OBLIGATIONS

We recognize AROs in the period in which we have an existing legal obligation associated with the retirement of a tangible long-lived asset, and the amount of the liability can be reasonably estimated. The ARO is recognized at fair value when the liability is incurred with a corresponding increase in the carrying amount of the related long lived asset. We depreciate the tangible asset over its estimated useful life. Our legal obligations related to asset retirement require us to: (i) reclaim lands disturbed by mining as a condition to receive permits to mine phosphate ore reserves; (ii) treat low pH process water in phosphogypsum management systems (the “*Gypstacks*”) to neutralize acidity; (iii) close and monitor Gypstacks at our Florida and Louisiana facilities at the end of their useful lives; (iv) remediate certain other conditional obligations; and (v) remove all surface structures and equipment, plug and abandon mine shafts, contour and revegetate, as necessary, and monitor for five years after closing our Carlsbad, New Mexico facility. The estimated liability for these legal obligations is based on the estimated cost to satisfy the above obligations which is discounted using a credit-adjusted risk-free rate.

A reconciliation of our AROs is as follows:

(in millions)	May 31,	
	2012	2011
AROs, beginning of year	\$ 573.1	\$ 525.9
Liabilities incurred	27.8	35.0
Liabilities settled	(98.4)	(73.1)
Accretion expense	32.4	31.6
Revisions in estimated cash flows	65.4	53.7
AROs, end of year	600.3	573.1
Less current portion	87.0	90.6
	<u>\$ 513.3</u>	<u>\$ 482.5</u>

Earnings Per Share (Tables)

12 Months Ended
May 31, 2012

[Earnings Per Share](#)

[\[Abstract\]](#)

[Schedule of earnings per share](#)

The following is a reconciliation of the numerator and denominator for the basic and diluted EPS computations:

(in millions)	Years ended May 31,		
	2012	2011	2010
Net earnings attributable to Mosaic	\$ 1,930.2	\$ 2,514.6	\$ 827.1
Basic weighted average common shares outstanding	435.2	446.0	445.1
Dilutive impact of share-based awards	1.3	1.5	1.5
Diluted weighted average common shares outstanding	436.5	447.5	446.6
Basic net earnings per share attributable to Mosaic	\$ 4.44	\$ 5.64	\$ 1.86
Diluted net earnings per share attributable to Mosaic	\$ 4.42	\$ 5.62	\$ 1.85

**Contingencies (Details) (USD
\$)
In Millions, unless otherwise
specified**

	May 31, 2012	May 31, 2011	May 31, 2010
<u>Applicability Impact And Conclusion Of Environmental Loss Contingencies [Abstract]</u>			
<u>Accrual For Environmental Loss Contingencies</u>	\$ 27.3	\$ 41.7	
<u>Loss Contingencies [Line Items]</u>			
<u>Asset Retirement Obligation</u>	600.3	573.1	525.9
Asset Retirement Obligation Gypstack			
<u>Loss Contingencies [Line Items]</u>			
<u>Recorded Third-Party Environmental Recoveries, Undiscounted</u>	1,439.0		
<u>Asset Retirement Obligation</u>	\$ 407.0		

Fair Value Measurements

12 Months Ended
May 31, 2012

[Fair Value Measurements](#)

[\[Abstract\]](#)

[Fair Value Measurements](#)

17. FAIR VALUE MEASUREMENTS

We determine the fair market values of our derivative contracts and certain other assets based on the fair value hierarchy described below, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels within its hierarchy that may be used to measure fair value.

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Values based on quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, or model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3: Values generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect our own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Assets and Liabilities Measured at Fair Value

The following table presents assets and liabilities included in our Consolidated Balance Sheets that are recognized at fair value on a recurring basis, and indicates the fair value hierarchy utilized to determine such fair value. The assets and liabilities are classified in their entirety based on the lowest level of input that is a significant component of the fair value measurement. The lowest level of input is considered Level 3. Mosaic's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the classification of fair value assets and liabilities within the fair value hierarchy levels.

(in millions)	May 31, 2012			
	Total	Level 1	Level 2	Level 3
Assets				
Foreign currency derivatives	\$ 23.8	\$ 20.1	\$ 3.7	\$ -
Commodity derivatives	5.8	0.4	5.4	-
Freight derivatives	1.1	-	-	1.1
Total assets at fair value	<u>\$ 30.7</u>	<u>\$ 20.5</u>	<u>\$ 9.1</u>	<u>\$ 1.1</u>
Liabilities				
Foreign currency derivatives	\$ 36.7	\$ 0.3	\$ 36.4	\$ -
Commodity derivatives	23.5	-	23.5	-
Freight derivatives	0.5	-	-	0.5
Total liabilities at fair value	<u>\$ 60.7</u>	<u>\$ 0.3</u>	<u>\$ 59.9</u>	<u>\$ 0.5</u>

Following is a summary of the valuation techniques for assets and liabilities recorded in our Consolidated Balance Sheets at fair value on a recurring basis:

Foreign Currency Derivatives—The foreign currency derivative instruments that we currently use are forward contracts, zero-cost collars, and futures, which typically expire within one year. Valuations are based on exchange-quoted prices, which are classified as Level 1. Some of the valuations are adjusted by a forward yield curve or interest rates. In such cases, these derivative contracts are classified within Level 2. Changes in the fair market values of these contracts are recognized in the Consolidated Financial Statements as a component of cost of goods sold or foreign currency transaction (gain) loss.

Commodity Derivatives—The commodity contracts primarily relate to natural gas. The commodity derivative instruments that we currently use are forward purchase contracts, swaps, and three-way collars. The natural gas contracts settle using NYMEX futures or AECO price indexes, which represent fair value at any given time. The contracts' maturities are for future months and settlements are scheduled to coincide with anticipated gas purchases during those future periods. Quoted market prices from NYMEX and AECO are used to determine the fair value of these instruments. These market prices are adjusted by a forward yield curve and are classified within Level 2. Changes in the fair market values of these contracts are recognized in the Consolidated Financial Statements as a component of cost of goods sold.

Freight Derivatives—The freight derivatives that we currently use are forward freight agreements. We estimate fair market values based on exchange-quoted prices, adjusted for differences in local markets. These differences are generally valued using inputs from broker quotations. Therefore, these contracts are classified in Level 2. Certain ocean freight derivatives are traded in less active markets with less availability of pricing information and require internally-developed inputs that might not be observable in or corroborated by the market. These contracts are classified within Level 3. Changes in the fair market values of these contracts are recognized in the Consolidated Financial Statements as a component of cost of goods sold.

Financial Instruments

The carrying amounts and estimated fair values of our financial instruments are as follows:

<u>(in millions)</u>	May 31,			
	2012		2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash and cash equivalents	\$ 3,811.0	\$ 3,811.0	\$ 3,906.4	\$ 3,906.4
Accounts receivable	751.6	751.6	926.0	926.0
Accounts payable trade	912.4	912.4	941.1	941.1
Short-term debt	42.5	42.5	23.6	23.6
Long-term debt, including current portion	1,010.5	1,116.9	809.3	881.5

For cash and cash equivalents, accounts receivable, accounts payable and short-term debt, the carrying amount approximates fair value because of the short-term maturity of those instruments. The fair value of long-term debt is estimated using quoted market prices for the publicly registered notes and debentures, classified as Level 1 and Level 2, respectively, within the fair value hierarchy, depending on the market liquidity of the debt.

Financing Arrangements - Short-term debt (Details) (USD \$) In Millions, unless otherwise specified	12 Months Ended May 31, 2012	May 31, 2011
<u>Line Of Credit Facility [Line Items]</u>		
<u>Extinguishment Of Debt Amount</u>	\$ 469.3	
<u>Total short-term debt</u>	42.5	23.6
<u>Stated interest rates as of the balance sheet date:</u>		
<u>Line of Credit Facility, Covenant Terms</u>	The Mosaic Credit Facility requires Mosaic to maintain certain financial ratios, including a maximum ratio of Total Debt to EBITDA (as defined) of 3.0 to 1.0 as well as a minimum Interest Coverage Ratio (as defined) of not less than 3.5 to 1.0.	
<u>Additional Letters Of Credit Amount Outstanding</u>	1.9	
Mosaic Line Of Credit Facility [Member]		
<u>Line Of Credit Facility [Line Items]</u>		
<u>Line Of Credit, Facility Expiration Date</u>	4/26/2016	
<u>Letters of Credit, amount outstanding</u>	20.1	22.0
<u>The Mosaic Credit Facility is available for revolving credit loans of up to \$500 million</u>	750.0	
<u>The Mosaic Credit Facility is available for swing line loans of up to \$20 million</u>	729.9	728.0
<u>Line of Credit Facility, Unused Capacity, Commitment Fee Percentage</u>	0.21%	0.225%
<u>Line of Credit Facility, Commitment Fee Amount</u>	1.6	2.3
<u>A failure to pay principal or interest under any one item of other indebtedness in excess of \$50 million, or breach or default under such indebtedness that permits the holders thereof to accelerate the maturity thereof, will result in a cross-default in the Mosaic Credit Line</u>	50.0	
<u>A failure to pay principal or interest for multiple items of other indebtedness in excess of \$75 million, or breach or default under such indebtedness that permits the holders thereof to accelerate the maturity thereof, will result in a cross-default in the Mosaic Credit Line</u>	75.0	
<u>Total short-term debt</u>	0	
Short Term Debt [Member]		
<u>Line Of Credit Facility [Line Items]</u>		
<u>Line Of Credit, Facility Expiration Date</u>	Various	
<u>Total short-term debt</u>		\$ 42.5
<u>Stated interest rates as of the balance sheet date:</u>		
<u>Stated interest rates - lowest rate</u>	2.40%	
<u>Stated interest rates - highest rate</u>	11.80%	

**Consolidated Statements of
Shareholders Equity
(Parentheticals) (USD \$)
In Millions, except Per Share
data, unless otherwise
specified**

12 Months Ended

May 31, 2012 May 31, 2011 May 31, 2010

Consolidated Statements Of Equity Parenthetical [Abstract]

<u>Foreign currency translation adjustment, tax</u>	\$ 28.0	\$ 2.9	\$ 41.3
<u>Net actuarial (loss) gain tax</u>	\$ 14.6	\$ 21.7	\$ 34.0
<u>Dividends per share</u>	\$ 0.275	\$ 0.20	\$ 1.50

Consolidated Balance Sheet
(USD \$)
In Millions, unless otherwise
specified

May 31, May 31,
2012 2011

Current assets:

<u>Cash and cash equivalents</u>	\$ 3,811.0	\$ 3,906.4
<u>Receivables, net</u>	751.6	926.0
<u>Inventories</u>	1,237.6	1,266.4
<u>Deferred income taxes</u>	237.8	277.8
<u>Other current assets</u>	543.1	308.3
<u>Total current assets</u>	6,581.1	6,684.9
<u>Property, plant and equipment, net</u>	7,545.9	6,635.9
<u>Investments in nonconsolidated companies</u>	454.2	434.3
<u>Goodwill</u>	1,844.4	1,829.8
<u>Deferred income taxes</u>	50.6	6.5
<u>Other assets</u>	214.2	195.5
<u>Total assets</u>	16,690.4	15,786.9

Current liabilities:

<u>Short-term debt</u>	42.5	23.6
<u>Current maturities of long-term debt</u>	0.5	48.0
<u>Accounts payable</u>	912.4	941.1
<u>Accrued liabilities</u>	899.9	843.6
<u>Deferred income taxes</u>	62.4	72.2
<u>Total current liabilities</u>	1,917.7	1,928.5
<u>Long-term debt, less current maturities</u>	1,010.0	761.3
<u>Deferred income taxes</u>	787.9	580.1
<u>Other noncurrent liabilities</u>	975.4	855.1

Stockholders' equity:

<u>Preferred stock, \$0.01 par value, 15.0 million shares authorized, none issued and outstanding as of May 31, 2011 and May 31, 2010</u>	0	0
<u>Capital in excess of par value</u>	1,459.5	2,596.3
<u>Retained earnings</u>	10,141.3	8,330.6
<u>Accumulated other comprehensive income</u>	378.0	710.2
<u>Total Mosaic stockholders equity</u>	11,983.1	11,641.6
<u>Non-controlling interests</u>	16.3	20.3
<u>Total equity</u>	11,999.4	11,661.9
<u>Common stock, value</u>	3.0	2.8
<u>Class A common stock</u>	1.3	0.6
<u>Class B common stock</u>	0	1.1
<u>Total liabilities and equity</u>	\$ 16,690.4	\$ 15,786.9

Investments in Non-consolidated Companies

**12 Months Ended
May 31, 2012**

Equity Method Investments and Joint Ventures

[Abstract]

Equity Method Investments Disclosure [Text Block]

10. INVESTMENTS IN NON-CONSOLIDATED COMPANIES

We have investments in various international and domestic entities and ventures. The equity method of accounting is applied to such investments when the ownership structure prevents us from exercising a controlling influence over operating and financial policies of the businesses but still allow us to have significant influence. Under this method, our equity in the net earnings or losses of the investments is reflected as equity in net earnings of non-consolidated companies on our Consolidated Statements of Earnings. The effects of material intercompany transactions with these equity method investments are eliminated, including the gross profit on sales to and purchases from our equity-method investments which is deferred until the time of sale to the final third party customer.

During fiscal 2011, we acquired a 35% economic interest in a joint venture that owns the Miski Mayo Mine in Peru. We also entered into a commercial offtake supply agreement to purchase phosphate rock from the Miski Mayo Mine in a volume proportional to our economic interest in the joint venture.

A summary of our equity-method investments, which were in operation as of May 31, 2012, is as follows:

Entity	Economic Interest
Gulf Sulphur Services LTD., LLLP	50.0%
River Bend Ag, LLC	50.0%
IFC S.A.	45.0%
Yunnan Three Circles Sinochem Cargill Fertilizers Co. Ltd.	35.0%
Miski Mayo Mine	35.0%
Canpotex Limited	37.1%

The summarized financial information shown below includes all non-consolidated companies carried on the equity method.

(in millions)	May 31,		
	2012	2011	2010
Net sales	\$ 4,938.4	\$ 4,061.7	\$ 3,617.5
Net earnings (loss)	97.9	0.5	(17.0)
Mosaic's share of equity in net earnings (loss)	13.3	(5.0)	(10.9)
Total assets	1,776.0	1,690.6	2,290.9
Total liabilities	1,005.0	1,022.5	1,580.0
Mosaic's share of equity in net assets	282.8	247.2	259.6

The difference between our share of equity in net assets as shown in the above table and the investment in non-consolidated companies as shown on the Consolidated Balance Sheets is due to an excess amount paid over the book value of the Miski Mayo Mine. The excess relates to phosphate rock reserves adjusted to fair value in relation to the Miski Mayo Mine. The excess amount is amortized over the estimated life of the phosphate rock reserve and is net of related deferred income taxes.

During fiscal 2011, we sold our 20.1% minority stake in Fosfertil, a phosphate crop nutrient producer in Brazil. Gross proceeds of \$1.0 billion were received which resulted in a pre-tax gain of \$685.6 million. The tax impact of this transaction was \$116.2 million and was included in our provision for income taxes as of May 31, 2011.

**Schedule II Valuation and
Qualifying Accounts
(Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

May 31, 2012 May 31, 2011 May 31, 2010

Allowance For Doubtful Accounts [Member]

Movement In Valuation Allowances And Reserves Roll Forward

<u>Balance at Beginning of Period</u>	\$ 23.6	\$ 28.7	\$ 31.2
<u>Charge to Costs and Expenses</u>	0	(3.0)	2.0
<u>Charged to Other Accounts</u>	(5.1)	(0.1)	1.0
<u>Deductions</u>	(0.1)	(2.0)	(5.5)
<u>Balance at End of Period</u>	18.4	23.6	28.7

Valuation Allowance Of Deferred Tax Assets [Member]

Movement In Valuation Allowances And Reserves Roll Forward

<u>Balance at Beginning of Period</u>	209.2	157.1	115.6
<u>Charge to Costs and Expenses</u>	6.2	23.8	53.0
<u>Charged to Other Accounts</u>	(35.2)	36.5	(11.5)
<u>Deductions</u>	0	(8.2)	0
<u>Balance at End of Period</u>	180.2	209.2	157.1

Allowance For Doubtful Accounts Noncurrent [Member]

Movement In Valuation Allowances And Reserves Roll Forward

<u>Balance at End of Period</u>	\$ 13.5	\$ 20.4	\$ 17.6
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**Pension Plans and Other
Benefits - Defined
Contribution Plans (Details)
(USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

**May 31, May 31, May 31,
2012 2011 2010**

Defined Contribution Pension And Other Postretirement Plans Disclosure

Abstract

<u>Maximum rate of first tier of deferred compensation elected by employees under the Company's "Investment Plan"</u>	3.00%	3.00%	
<u>Mosaic's matching rate of first tier of employee's compensation deferrals under the "Investment Plan"</u>	100.00%	100.00%	
<u>Maximum rate of second tier of deferred compensation elected by employees under the Company's "Investment Plan"</u>	3.00%	3.00%	
<u>Mosaic's matching rate of second tier of employee's compensation deferrals under the "Investment Plan"</u>	50.00%	50.00%	
<u>Expense attributable to the Company's Investment Plan and Savings Plan</u>	\$ 30.0	\$ 28.5	\$ 24.0

**Pension Plans and Other
Benefits - Level 3 Roll
Forward (Details) (Fair
Value Inputs Level 3
[Member], USD \$)
In Millions, unless otherwise
specified**

**12 Months
Ended**

**May May
31, 31,
2012 2011**

United States Pension Plans Of U S Entity Defined Benefit [Member]

The following table provides a reconciliation of our plan assets measured at fair value using significant unobservable inputs (Level 3) for the year ended May 31, 2011:

<u>Balance at June 1, 2010</u>	\$ 22.8	\$ 19.8
<u>Net realized and unrealized gains/(losses)</u>	1.6	3.4
<u>Purchases, issuances, settlements, net</u>	(0.6)	(0.4)
<u>Balance at May 31, 2011</u>	23.8	22.8

Foreign Pension Plans Defined Benefit [Member]

The following table provides a reconciliation of our plan assets measured at fair value using significant unobservable inputs (Level 3) for the year ended May 31, 2011:

<u>Balance at June 1, 2010</u>	7.2	7.4
<u>Net realized and unrealized gains/(losses)</u>	0.7	0.5
<u>Purchases, issuances, settlements, net</u>	(1.3)	(0.7)
<u>Balance at May 31, 2011</u>	\$ 6.6	\$ 7.2

**Document and Entity
Information (USD \$)
In Billions, except Share
data, unless otherwise
specified**

12 Months Ended

May 31, 2012

Nov. 30, 2011

Document And Entity Information [Abstract]

<u>Entity registrant name</u>	MOSAIC CO	
<u>Document type</u>	10-K	
<u>Entity central index key</u>	0001285785	
<u>Amendment flag</u>	true	
<u>Amendment description</u>	Change in Footnotes	
<u>Entity current reporting status</u>	Yes	
<u>Entity voluntary filers</u>	No	
<u>Document Fiscal Year Focus</u>	2012	
<u>Document Fiscal Period Focus</u>	FY	
<u>Document period end date</u>	May 31, 2012	
<u>Current fiscal year end date</u>	--05-31	
<u>Entity filer category</u>	Large Accelerated Filer	
<u>Entity well known seasoned issuer</u>	Yes	
<u>Entity common stock shares outstanding</u>	425,480,205	
<u>Entity public float</u>		\$ 19.0

Goodwill

**12 Months Ended
May 31, 2012**

[Goodwill \[Abstract\]](#)
[Goodwill](#)

11. GOODWILL

The changes in the carrying amount of goodwill, by reporting unit, for the years ended May 31, 2012 and 2011, are as follows:

(in millions)	<u>Phosphates</u>	<u>Potash</u>	<u>Total</u>
Balance as of May 31, 2010	\$ 537.2	\$ 1,226.0	\$ 1,763.2
Foreign currency translation	-	69.1	69.1
Write off related to sale of business	<u>(2.5)</u>	<u>-</u>	<u>(2.5)</u>
Balance as of May 31, 2011	534.7	1,295.1	1,829.8
Foreign currency translation and other	<u>11.9</u>	<u>2.7</u>	<u>14.6</u>
Balance as of May 31, 2012	<u>\$ 546.6</u>	<u>\$ 1,297.8</u>	<u>\$ 1,844.4</u>

As of May 31, 2012, \$176.0 million of goodwill was tax deductible.

Fair Value Measurements (Details 2) (USD \$) In Millions, unless otherwise specified	May 31, 2012	May 31, 2011	May 31, 2010	May 31, 2009
<u>Fair Value Measurements [Abstract]</u>				
<u>Cash and cash equivalents, carrying value</u>	\$ 3,811.0	\$ 3,906.4	\$ 2,523.0	\$ 2,703.2
<u>Cash and cash equivalents, fair value</u>	3,811.0	3,906.4		
<u>Accounts receivable, carrying amount</u>	751.6	926.0		
<u>Accounts receivable, fair value</u>	751.6	926.0		
<u>Accounts payable trade, carrying amount</u>	912.4	941.1		
<u>Accounts payable trade, fair value</u>	912.4	941.1		
<u>Short-term debt, carrying amount</u>	42.5	23.6		
<u>Short-term debt, fair value</u>	42.5	23.6		
<u>Long-term debt including current portion, carrying amount</u>	1,010.5	809.3		
<u>Long-term debt including current portion, fair value</u>	\$ 1,116.9	\$ 881.5		

**Pension Plans and Other
Benefits - Plan Asset Fair
Values (Details) (Fixed
Income Securities [Member])**

**12 Months Ended
May 31, 2012**

United States Pension Plans Of U S Entity Defined Benefit [Member]

Defined Benefit Plan Disclosure [Line Items]

<u>U.S. federal government debt securities - percentage</u>	53.00%
<u>Other governmental securities - percentage</u>	13.00%
<u>Debt securities issued by entities foreign to USA - percentage</u>	5.00%
<u>US corporate debt securities - percentage</u>	29.00%

Foreign Pension Plans Defined Benefit [Member]

Defined Benefit Plan Disclosure [Line Items]

<u>Canadian federal government debt securities - percentage</u>	26.00%
<u>Canadian provincial government securities - percentage</u>	28.00%
<u>Canadian corporate debt securities - percentage</u>	27.00%
<u>Debt securities issued by entities foreign to Canada - percentage</u>	15.00%
<u>Other - percentage</u>	4.00%

Consolidated Balance Sheets
(Parentheticals) (USD \$) **May 31, 2012** **May 31, 2011**

<u>Common stock, outstanding</u>	425,500,000	
<u>Preferred stock, par value</u>	\$ 0.01	\$ 0.01
<u>Preferred stock, authorized</u>	15,000,000	15,000,000
<u>Preferred stock, issued</u>	0	0
Common Class A [Member]		
<u>Common stock, par value</u>	\$ 0.01	\$ 0.01
<u>Common stock, authorized</u>	254,300,000	275,000,000
<u>Common stock, issued</u>	150,059,772	57,768,374
<u>Common stock, outstanding</u>	128,759,772	57,768,374
Common Class B [Member]		
<u>Common stock, par value</u>	\$ 0.01	\$ 0.01
<u>Common stock, authorized</u>	87,008,602	200,000,000
<u>Common stock, issued</u>	0	112,991,398
<u>Common stock, outstanding</u>	0	112,991,398
Common Stock [Member]		
<u>Common stock, par value</u>	\$ 0.01	\$ 0.01
<u>Common stock, authorized</u>	1,000,000,000	1,000,000,000
<u>Common stock, issued</u>	308,749,067	287,851,416
<u>Common stock, outstanding</u>	296,710,605	275,812,954

5. RECENTLY ISSUED ACCOUNTING GUIDANCE

Recently Adopted Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (“*FASB*”) issued Accounting Standards Update (“*ASU*”) No. 2009-13, “*Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements—a Consensus of the Emerging Issues Task Force*,” that provides amendments to the criteria for separating consideration in multiple-deliverable arrangements. These amendments require companies to allocate revenue in arrangements involving multiple deliverables based on the estimated selling price of each deliverable, even though such deliverables are not sold separately either by the company itself or other vendors. This guidance eliminates the requirement that all undelivered elements must have objective and reliable evidence of fair value before a company can recognize the portion of the overall arrangement fee that is attributable to items that already have been delivered. This standard became effective for us on June 1, 2011, adoption of which did not have an impact on our results of operations or financial position.

In January 2010, the FASB issued ASU No. 2010-06, “*Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*,” that requires entities to disclose separately significant transfers of assets and liabilities measured at fair value between Levels 1 and 2 of the fair value hierarchy, transfers into and out of Level 3, and the reasons for those transfers. This ASU also amends the reconciliation of the beginning and ending balances of Level 3 measurements to present information about purchases, sales, issuances and settlements on a gross basis. This standard became effective for Mosaic for the fiscal year ending May 31, 2010, except for the requirement to provide the Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which became effective for us on June 1, 2011, adoption of which did not have an impact on our results of operations or financial position.

In May 2011, the FASB issued ASU No. 2011-04, “*Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*” which is intended to create consistency between U.S. GAAP and International Financial Reporting Standards (“*IFRS*”). The amendments include clarification on the application of certain existing fair value measurement guidance and expanded disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. This standard became effective for our fiscal quarter beginning March 1, 2012, adoption of which did not have a material impact on our results of operations or financial position.

Pronouncements Issued But Not Yet Adopted

In June 2011, the FASB issued ASU No. 2011-05, “*Comprehensive Income (Topic 220): Presentation of Comprehensive Income*” which requires comprehensive income to be reported in either a single statement or in two consecutive statements reporting net income and other comprehensive income. The amendment does not change what items are reported in other comprehensive income. Additionally, in December 2011, the FASB issued ASU No. 2011-12, “*Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the*

Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05” which indefinitely defers the requirement in ASU No. 2011-05 to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented. During the deferral period, the existing requirements in U.S. GAAP for the presentation of reclassification adjustments must continue to be followed. These standards will be effective for our fiscal quarter beginning June 1, 2012 with retrospective application required. As these standards impact presentation requirements only, the adoption of this guidance will not have an impact on our results of operations or financial position.

In September 2011, the FASB issued ASU No. 2011-08, *“Intangibles – Goodwill and Other (Topic 350): Testing for Goodwill Impairment”* which permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The amendments in this update are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. We will adopt this guidance for our annual goodwill impairment test for fiscal 2013, which will be conducted in the second quarter. We do not expect this guidance to have a material impact on our results of operations or financial position.

In December 2011, the FASB issued ASU No. 2011-11, *“Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities”* which enhances current disclosures about financial instruments and derivative instruments that are either offset on the statement of financial position or subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset on the statement of financial position. Entities are required to provide both net and gross information for these assets and liabilities in order to facilitate comparability between financial statements prepared on the basis of U.S. GAAP and financial statements prepared on the basis of IFRS. This standard will be effective for our fiscal quarter beginning June 1, 2013 with retrospective application required. We are currently evaluating the requirements of this standard, but it is not expected to have a material impact on our results of operations or financial position.

**Other Financial Statement
Data**

**12 Months Ended
May 31, 2012**

[Other Financial Statement
Data \[Abstract\]](#)

[Other Financial Statement
Data \[Text Block\]](#)

4. OTHER FINANCIAL STATEMENT DATA

The following provides additional information concerning selected balance sheet accounts:

(in millions)	May 31,	
	2012	2011
Receivables		
Trade	\$ 706.9	\$ 882.5
Non-trade	49.6	47.5
	<u>756.5</u>	<u>930.0</u>
Less allowance for doubtful accounts	4.9	4.0
	<u>\$ 751.6</u>	<u>\$ 926.0</u>
Inventories		
Raw materials	\$ 61.8	\$ 58.6
Work in process	340.1	284.3
Finished goods	764.8	852.9
Operating materials and supplies	70.9	70.6
	<u>\$ 1,237.6</u>	<u>\$ 1,266.4</u>
Other current assets		
Future price deferred	\$ 152.8	\$ 36.6
Income taxes receivable	214.0	60.4
Prepaid expenses	132.1	157.4
Other	44.2	53.9
	<u>\$ 543.1</u>	<u>\$ 308.3</u>
Accrued liabilities		
Non-income taxes	\$ 78.5	\$ 132.6
Payroll and employee benefits	119.6	116.3
Asset retirement obligations	87.0	90.6
Customer prepayments	323.0	243.2
Other	291.8	260.9
	<u>\$ 899.9</u>	<u>\$ 843.6</u>
Other noncurrent liabilities		
Asset retirement obligations	\$ 513.3	\$ 482.5
Accrued pension and postretirement benefits	142.2	117.1
Unrecognized tax benefits	159.7	84.6
Other	160.2	170.9
	<u>\$ 975.4</u>	<u>\$ 855.1</u>

Interest expense, net was comprised of the following in fiscal 2012, 2011 and 2010:

(in millions)	Years ended May 31,		
	2012	2011	2010
Interest income	\$ 20.1	\$ 22.5	\$ 16.1
Less interest expense	<u>1.4</u>	<u>27.6</u>	<u>65.7</u>

Interest income (expense), net	\$	<u>18.7</u>	\$	<u>(5.1)</u>	\$	<u>(49.6)</u>
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**Accounting for Derivative
Instruments and Hedging
Activities**

12 Months Ended

May 31, 2012

[Accounting For Derivative
Instruments And Hedging
Activities \[Abstract\]](#)

[Accounting for Derivative
Instruments and Hedging
Activities](#)

16. ACCOUNTING FOR DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

We are exposed to the impact of fluctuations in the relative value of currencies, the impact of fluctuations in the purchase prices of natural gas and ammonia consumed in operations, changes in freight costs as well as changes in the market value of our financial instruments. We periodically enter into derivatives in order to mitigate our foreign currency risks and the effects of changing commodity and freight prices, but not for speculative purposes.

Foreign Currency Derivatives — We periodically enter into derivatives contracts in order to reduce our foreign currency exchange rate risk. We use forward contracts, zero-cost collars and futures, which typically expire within one year, to reduce the impact of foreign currency exchange risk in our cash flows, not the foreign currency volatility in our earnings. One of the primary currency exposures relates to several of our Canadian entities, whose sales are denominated in U.S. dollars, but whose costs are paid principally in Canadian dollars, which is their functional currency. Our Canadian businesses generally hedge a portion of the currency risk exposure on anticipated cash inflows and outflows. Depending on the underlying exposure, such derivatives can create additional earnings volatility because we do not use hedge accounting. We hedge certain of these risks through forward contracts and zero-cost collars. Our Brazilian operations enter into foreign currency futures traded on the Futures and Commodities Exchange—Brazil Mercantile & Futures Exchange—and also enter into forward contracts to hedge foreign currency risk. We hedge a portion of their currency risk exposure on anticipated cash inflows and outflows similar to the process in Canada. Our other foreign locations also use forward contracts to reduce foreign currency risk.

Commodity Derivatives — We enter into derivative contracts to reduce the risk of price fluctuation in the purchases of certain of our product inputs. Our commodity derivatives contracts primarily relate to purchases of natural gas. We use forward purchase contracts, swaps, and three-way collars to reduce these risks. The use of these financial instruments reduces the exposure of these risks with the intent to reduce our risk and variability.

Freight Derivatives — We enter into derivative contracts to reduce the risk of price fluctuation in the purchases of our freight. We use forward freight agreements to reduce the risk and variability of related price changes in freight. The use of these financial instruments reduces the exposure of these risks with the intent to reduce our risk and variability.

For additional disclosures about fair value measurement of derivative instruments, see Note 17 of our Notes to Consolidated Financial Statements.

As of May 31, 2012, the following is the total absolute notional volume associated with our outstanding derivative instruments:

(in millions of Units)			May 31,	May 31,
Instrument	Derivative Category	Unit of Measure	2012	2011
Foreign currency derivatives	Foreign Currency	US Dollars	1,869.2	1,118.9
Natural gas derivatives	Commodity	MMbtu	24.3	22.5
Ocean freight contracts	Freight	Tonnes	2.1	3.1

We do not apply hedge accounting treatments to our foreign currency exchange contracts, commodities contracts, and freight contracts. Unrealized gains and losses on foreign currency exchange contracts used to hedge cash flows related to the production of our product are included in cost of goods sold in the Consolidated Statements of Earnings. Unrealized gains and losses on commodities contracts and certain forward freight agreements are also recorded in cost of goods sold in the Consolidated Statements of Earnings. Unrealized gain or (loss) on foreign currency exchange contracts used to hedge cash flows that are not related to the production of our products are included in the foreign currency transaction loss line in the Consolidated Statements of Earnings. Below is a table that shows the unrealized gains and (losses) on derivative instruments related to foreign currency exchange contracts, commodities contracts, and freight:

(in millions)	Derivative Instrument	Location	Gain (loss)		
			Years ended May 31,		
			2012	2011	2010
	Foreign currency derivatives	Cost of goods sold	\$ (23.9)	\$ 6.8	\$ (6.9)
	Foreign currency derivatives	Foreign currency transaction gain	(4.0)	7.9	30.6
	Commodity derivatives	Cost of goods sold	(16.0)	8.3	79.6
	Freight derivatives	Cost of goods sold	(2.0)	(2.0)	-

The gross fair market value of all derivative instruments and their location in our Consolidated Balance Sheet are shown by those in an asset or liability position and are further categorized by foreign currency, commodity, and freight derivatives.

(in millions)	Asset Derivatives ^(a)		Liability Derivatives ^(a)	
	Derivative Instrument	Location	May 31,	May 31,
			2012	2012
Foreign currency derivatives	Other current assets	\$ 23.8	Accrued liabilities	\$ (36.7)
Commodity derivatives	Other current assets	5.8	Accrued liabilities	(15.2)
Commodity derivatives	Other assets	-	Other noncurrent liabilities	(8.3)
Freight derivatives	Other current assets	1.1	Accrued liabilities	(0.5)
Total		\$ 30.7		\$ (60.7)

(in millions)	Asset Derivatives ^(a)		Liability Derivatives ^(a)	
	Derivative Instrument	Location	May 31,	May 31,
			2011	2011
Foreign currency derivatives	Other current assets	\$ 19.1	Accrued liabilities	\$ (4.3)
Commodity derivatives	Other current assets	0.9	Accrued liabilities	(5.1)
Commodity derivatives	Other assets	0.6	Other noncurrent liabilities	(1.5)
Freight derivatives	Other current assets	3.5	Accrued liabilities	(0.9)
Total		\$ 24.1		\$ (11.8)

- a. In accordance with U.S. GAAP the above amounts are disclosed at gross fair value and the amounts recorded on the Consolidated Balance Sheet are presented on a net basis when permitted.

Credit-Risk-Related Contingent Features

Certain of our derivative instruments contain provisions that require us to post collateral. These provisions also state that if our debt were to be rated below investment grade, certain counterparties to the derivative instruments could request full collateralization on derivative instruments in net liability positions. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a liability position on May 31, 2012, was \$59.7 million. We have not posted cash collateral in the normal course of business associated with these contracts. If the credit-risk-related contingent features underlying these agreements were triggered on May 31, 2012, we would be required to post an additional \$57.3 million of collateral assets, which are either cash or U.S. Treasury instruments, to the counterparties.

Counterparty Credit Risk

We enter into foreign exchange and certain commodity derivatives, primarily with a diversified group of highly rated counterparties. We continually monitor our positions and the credit ratings of the counterparties involved and limit the amount of credit exposure to any one party. While we may be exposed to potential losses due to the credit risk of non-performance by these counterparties, losses are not anticipated. We closely monitor the credit risk associated with our counterparties and customers and to date have not experienced material losses.

12. FINANCING ARRANGEMENTS

Mosaic Credit Facility

Mosaic and MOS Holdings are co-borrowers under an unsecured five-year revolving credit facility of up to \$750 million (the “*Mosaic Credit Facility*”), which is intended to serve as our primary senior unsecured bank credit facility to meet the combined liquidity needs of all of our business segments. The maturity date of the Mosaic Credit Facility is April 26, 2016.

The obligations under the Mosaic Credit Facility are guaranteed by our subsidiaries which own and operate our domestic distribution activities, domestic phosphate rock mines and concentrated phosphates production facilities, our Carlsbad, New Mexico potash mine, and our potash mines at Belle Plaine and Colonsay, Saskatchewan, Canada. The Mosaic Credit Facility has cross-default provisions that, in general, provide that a failure to pay principal or interest under any one item of other indebtedness in excess of \$50 million or \$75 million for multiple items of other indebtedness, or breach or default under such indebtedness that permits the holders thereof to accelerate the maturity thereof, will result in a cross-default.

The Mosaic Credit Facility requires Mosaic to maintain certain financial ratios, including a maximum ratio of Total Debt to EBITDA (as defined) of 3.0 to 1.0 as well as a minimum Interest Coverage Ratio (as defined) of not less than 3.5 to 1.0.

The Mosaic Credit Facility also contains other events of default and covenants that limit various matters. These events of default include limitations on indebtedness, liens, investments and acquisitions (other than capital expenditures), certain mergers, certain asset sales of the borrowers and the guarantors and other matters customary for credit facilities of this nature.

Refinance of Senior Notes

On October 24, 2011, we completed a \$750 million public offering consisting of \$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 (collectively, the “*New Senior Notes*”).

We received net proceeds from this offering of approximately \$736 million. We used \$505 million of the net proceeds to redeem the remaining \$469.3 million aggregate principal amount of the 7-5/8% Senior Notes due December 2016 (the “*7-5/8% Senior Notes*”) of our subsidiary, MOS Holdings Inc., on December 1, 2011, and to pay the call premium and accrued but unpaid interest to the redemption date, and will use the remainder for general corporate purposes. We recorded a pre-tax charge of approximately \$20 million during fiscal 2012, primarily related to the call premium for the 7-5/8% Senior Notes.

The New Senior Notes are Mosaic's senior unsecured obligations and rank equally in right of payment with Mosaic's existing and future senior unsecured indebtedness. The indenture governing the New Senior Notes contains restrictive covenants limiting debt secured by liens, sale and leaseback transactions and mergers, consolidations and sales of substantially all assets as well as other events of default.

Other Long-Term Debt

Two debentures, issued by Mosaic Global Holdings, Inc., one of our consolidated subsidiaries, the first due in 2018 (the “*2018 Debentures*”) and the second due in 2028 (the “*2028 Debentures*”) remain outstanding with amounts of \$89.0 million and \$147.1 million, respectively, as of May 31, 2012. The indentures governing the 2018 Debentures and the 2028 Debentures also contain restrictive covenants limiting debt secured by liens, sale and leaseback transactions and mergers, consolidations and sales of substantially all assets as well as events of default. The obligations under the 2018 Debentures and the 2028 Debentures are guaranteed by several of the Company's subsidiaries.

Short-Term Debt

Short-term debt consists of the revolving credit facility under the Mosaic Credit Facility, under which there were no borrowings as of May 31, 2012, and various other short-term borrowings related to our international distribution activities. These short-term borrowings outstanding were \$42.5 million as of May 31, 2012, are denominated in various currencies and bear interest at rates between 2.4% and 11.8% and mature at various dates.

We had no outstanding borrowings under the Mosaic Credit Facility as of May 31, 2012 and 2011. We had outstanding letters of credit that utilized a portion of the amount available for revolving loans or swingline loans under the Mosaic Credit Facility of \$20.1 million and \$22.0 million as of May 31, 2012 and 2011, respectively. The net available borrowings for revolving loans or swingline loans under the Mosaic Credit Facility as of May 31, 2012 and 2011 were approximately \$729.9 million and \$728.0 million, respectively. Unused commitment fees under the Mosaic Credit Facility accrued at an annual rate of 0.21% in fiscal 2012 and 0.225% in fiscal 2011, generating expenses of \$1.6 million and \$2.3 million, respectively.

We had additional outstanding letters of credit of \$1.9 million as of May 31, 2012.

Long-Term Debt, including Current Maturities

Long-term debt primarily consists of term loans, industrial revenue bonds, secured notes, unsecured notes, and unsecured debentures. Long-term debt as of May 31, 2012 and 2011, respectively, consisted of the following:

(in millions)	May 31,	May 31,	Maturity	Combination			Combination			
	2012	2012		May 31,	Fair	Discount	May 31,	May 31,	Fair	May 31,
	Stated	Effective		2012	Market	on Notes	2012	2011	Market	2011
	Interest	Interest		Stated	Value	Issuance	Carrying	Stated	Value	Carrying
	Rate	Rate	Date	Value	Adjustment		Value	Value	Adjustment	Value
Industrial revenue and recovery zone bonds	1.56%	1.56%	2040	\$ 17.6	\$ -	\$ -	\$ 17.6	\$ 44.7	\$ 1.0	\$ 45.7
Unsecured notes	3.75% - 4.88%	4.30%	2021-2041	750.0	-	(8.1)	741.9	469.4	0.7	470.1
Unsecured debentures	7.30% - 7.38%	7.08%	2018-2028	236.1	3.7	-	239.8	254.6	4.2	258.8
Capital leases and other	5.50% - 8.90%	7.94%	2014-2016	11.2	-	-	11.2	34.7	-	34.7
Total long-term debt				1,014.9	3.7	(8.1)	1,010.5	803.4	5.9	809.3
Less current portion				0.9	0.3	(0.7)	0.5	47.4	0.6	48.0
Total long-term debt, less current maturities				\$ 1,014.0	\$ 3.4	\$ (7.4)	\$ 1,010.0	\$ 756.0	\$ 5.3	\$ 761.3

As more fully discussed above, the Mosaic Credit Facility requires us to maintain certain financial ratios, including a maximum ratio of Total Debt to EBITDA and a minimum Interest Coverage Ratio.

Scheduled maturities of long-term debt are as follows for the periods ending May 31:

(in millions)	
2013	\$ 0.5
2014	1.1
2015	1.1
2016	6.0
2017	1.1
Thereafter	1,000.7
Total	\$ 1,010.5

**Pension Plans and Other
Benefits - Changes in
Defined Benefit Obligations
and Plan Assets (Details)
(USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

**May 31, May 31, May 31,
2012 2011 2010**

Amounts recognized in the consolidated balance sheets:

Unfunded pension obligations in noncurrent liabilities \$ (142.2) \$ (117.1)

Amounts recognized in accumulated other comprehensive (income)

loss:

Accumulated benefit obligation for the defined benefit pension plans 736.2 686.2

North American Pension Plans [Member]

Change in benefit obligation:

Benefit obligation at beginning of year 694.3 635.5

Service cost 5.6 5.0 3.7

Interest cost 34.5 36.2 37.3

Plan amendments 0 5.8

Actuarial loss (gain) 59.3 28.4

Currency fluctuations (15.5) 18.4

Employee contribution 0 0

Benefits paid (34.9) (35.0)

Benefit obligation at end of year 743.3 694.3 635.5

Change in plan assets:

Fair value at beginning of year 630.0 522.4

Currency fluctuations (12.9) 14.6

Actual return 45.4 85.6

Company contribution 26.8 42.4

Employee contribution 0 0

Benefits paid (34.9) (35.0)

Fair value at end of year 654.4 630.0 522.4

Funded status of the plans at May 31 (88.9) (64.3)

Amounts recognized in the consolidated balance sheets:

Unfunded pension obligations in current liabilities (0.6) (0.7)

Unfunded pension obligations in noncurrent liabilities (88.3) (63.6)

Amounts recognized in accumulated other comprehensive (income)

loss:

Prior service costs 13.2 15.2

Actuarial (gain)/loss 131.3 99.5

Accumulated benefit obligation for the defined benefit pension plans 54.0 (10.3) 62.1

North American Postretirement Benefit Plans [Member]

Change in benefit obligation:

Benefit obligation at beginning of year 60.1 99.7

Service cost 0.3 0.4 0.7

<u>Interest cost</u>	2.6	3.1	5.5
<u>Plan amendments</u>	0	0	
<u>Actuarial loss (gain)</u>	4.0	(38.7)	
<u>Currency fluctuations</u>	(0.9)	1.1	
<u>Employee contribution</u>	0.1	0.1	
<u>Benefits paid</u>	(6.3)	(5.6)	
<u>Benefit obligation at end of year</u>	59.9	60.1	99.7
<u>Change in plan assets:</u>			
<u>Fair value at beginning of year</u>	0		
<u>Currency fluctuations</u>	0	0	
<u>Actual return</u>	0	0	
<u>Company contribution</u>	6.2	5.5	
<u>Employee contribution</u>	0.1	0.1	
<u>Benefits paid</u>	(6.3)	(5.6)	
<u>Fair value at end of year</u>	0	0	
<u>Funded status of the plans at May 31</u>	(59.9)	(60.1)	
<u>Amounts recognized in the consolidated balance sheets:</u>			
<u>Unfunded pension obligations in current liabilities</u>	(6.3)	(7.0)	
<u>Unfunded pension obligations in noncurrent liabilities</u>	(53.6)	(53.1)	
<u>Amounts recognized in accumulated other comprehensive (income) loss:</u>			
<u>Prior service costs</u>	(4.9)	(6.6)	
<u>Actuarial (gain)/loss</u>	(8.9)	(14.5)	
<u>Accumulated benefit obligation for the defined benefit pension plans</u>	\$ 6.9	\$ (35.2)	\$ 24.8

**Accumulated Other
Comprehensive Income**

**12 Months Ended
May 31, 2012**

[Components Of
Accumulated Other
Comprehensive Income Loss
Net Of Tax \[Abstract\]](#)
[Components Of Accumulated
Other Comprehensive Income
Loss Net Of Tax \[Text Block\]](#)

8. ACCUMULATED OTHER COMPREHENSIVE INCOME

Components of accumulated other comprehensive income are as follows:

(in millions)	Balance		Balance		Balance		Balance
	May 31, 2009	2010 Change	May 31, 2010	2011 Change	May 31, 2011	2012 Change	May 31, 2012
Cumulative foreign currency translation adjustment, net of tax of \$27.5 million in 2012	\$ 286.8	\$ 97.1	\$ 383.9	\$ 384.8	\$ 768.7	\$ (303.5)	\$ 465.2
Net actuarial gain (loss) and prior service cost, net of tax of \$41.8 million in 2012	(28.2)	(66.3)	(94.5)	36.0	(58.5)	(28.7)	(87.2)
Accumulated other comprehensive income	\$ 258.6	\$ 30.8	\$ 289.4	\$ 420.8	\$ 710.2	\$ (332.2)	\$ 378.0

**Accumulated Other
Comprehensive Income
Parenthetical (Details 2)
(USD \$)
In Millions, unless otherwise
specified**

**12 Months
Ended**

May 31, 2012

Tax on change during the period in components of accumulated other comprehensive income:

Tax on cumulative foreign currency translation adjustment

\$ 27.5

Tax on net actuarial gain (loss) and prior service cost

\$ 41.8

**Property, Plant and
Equipment**

**12 Months Ended
May 31, 2012**

[Property Plant And
Equipment \[Abstract\]](#)

[Property Plant And Equipment
Disclosure \[Text Block\]](#)

6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

<u>(in millions)</u>	<u>May 31,</u>	
	<u>2012</u>	<u>2011</u>
Land	\$ 187.7	\$ 176.4
Mineral properties and rights	2,791.0	2,861.0
Buildings and leasehold improvements	1,456.0	1,083.8
Machinery and equipment	4,872.6	4,266.1
Construction in-progress	1,522.8	1,224.4
	<u>10,830.1</u>	<u>9,611.7</u>
Less: accumulated depreciation and depletion	<u>3,284.2</u>	<u>2,975.8</u>
	<u>\$ 7,545.9</u>	<u>\$ 6,635.9</u>

Depreciation and depletion expense was \$508.1 million, \$447.4 million and \$445.0 million for fiscal 2012, 2011 and 2010, respectively. Capitalized interest on major construction projects was \$55.7 million, \$57.1 million and \$37.3 million in fiscal 2012, 2011 and 2010, respectively.

Earnings Per Share

12 Months Ended

May 31, 2012

[Earnings Per Share](#)

[\[Abstract\]](#)

[Earnings per share](#)

7. EARNINGS PER SHARE

The numerator for diluted earnings per share (“*EPS*”) is net earnings. The denominator for basic EPS is the weighted-average number of shares outstanding during the period. The denominator for diluted EPS also includes the weighted average number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued unless the shares are anti-dilutive.

The following is a reconciliation of the numerator and denominator for the basic and diluted EPS computations:

(in millions)	Years ended May 31,		
	2012	2011	2010
Net earnings attributable to Mosaic	\$ 1,930.2	\$ 2,514.6	\$ 827.1
Basic weighted average common shares outstanding	435.2	446.0	445.1
Dilutive impact of share-based awards	1.3	1.5	1.5
Diluted weighted average common shares outstanding	436.5	447.5	446.6
Basic net earnings per share attributable to Mosaic	\$ 4.44	\$ 5.64	\$ 1.86
Diluted net earnings per share attributable to Mosaic	\$ 4.42	\$ 5.62	\$ 1.85

A total of 0.5 million shares, 0.4 million shares and 0.4 million shares of common stock subject to issuance upon exercise of stock options for fiscal 2012, 2011 and 2010, respectively, have been excluded from the calculation of diluted EPS because the effect would be anti-dilutive.

Cash Flow Information

12 Months Ended
May 31, 2012

[Supplemental Cash Flow
Elements \[Abstract\]](#)

[Cash Flow Supplemental
Disclosures \[Text Block\]](#)

9. CASH FLOW INFORMATION

Supplemental disclosures of cash paid for interest and income taxes and non-cash investing and financing information is as follows:

(in millions)	Years Ended May 31,		
	2012	2011	2010
Cash paid during the period for:			
Interest	\$ 76.7	\$ 100.2	\$ 97.3
Less amount capitalized	55.7	57.1	37.3
Cash interest, net	<u>\$ 21.0</u>	<u>\$ 43.1</u>	<u>\$ 60.0</u>
Income taxes	<u>\$ 516.4</u>	<u>\$ 535.2</u>	<u>\$ 488.5</u>

Acquiring or constructing property, plant and equipment by incurring a liability does not result in a cash outflow for us until the liability is paid. In the period the liability is incurred, the change in operating accounts payable on the Consolidated Statements of Cash Flows is adjusted by such amount. In the period the liability is paid, the amount is reflected as a cash outflow from investing activities. The applicable net change in operating accounts payable that was classified to investing activities on the Consolidated Statements of Cash Flows was \$56.7 million, \$100.1 million, and \$67.2 million for fiscal 2012, 2011 and 2010 respectively.

**Investments in Non-
Consolidated Companies -
Miski Mayo Mine (Details 4)
(Equity Method Investments
[Member])**

**May 31,
2012**

**May 31,
2011**

Equity Method Investments [Member]

[Schedule Of Equity Method Investments \[Line Items\]](#)

[Economic interest percentage in Miski Mayo mine joint venture in the Bayovar region of Peru](#)

35.00%

35.00%

**Pension Plans and Other
Benefits - Changes in Net
Periodic Pension Cost
(Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

**May 31, May 31, May 31,
2012 2011 2010**

North American Pension Plans [Member]

Net Periodic Benefit Cost Before Settlements:

<u>Service cost</u>	\$ 5.6	\$ 5.0	\$ 3.7
<u>Interest cost</u>	34.5	36.2	37.3
<u>Expected return on plan assets</u>	35.8	38.0	41.2
<u>Less amortization of prior service cost/(credit)</u>	1.3	0.9	1.5
<u>Less amortization of actuarial (gain)/loss</u>	13.4	7.4	0.1
<u>Net periodic benefit (income) cost</u>	19.0	11.5	1.4

Other Changes In Plan Assets And Benefit Obligations Recognized In Other Comprehensive Income [Abstract]

<u>Prior service cost (credit) recognized in other comprehensive income</u>	(1.3)	4.9	1.6
<u>Net actuarial loss (gain) recognized in other comprehensive income</u>	36.3	(26.7)	59.1
<u>Total recognized in other comprehensive income</u>	35.0	(21.8)	60.7

North American Postretirement Benefit Plans [Member]

Net Periodic Benefit Cost Before Settlements:

<u>Service cost</u>	0.3	0.4	0.7
<u>Interest cost</u>	2.6	3.1	5.5
<u>Expected return on plan assets</u>	0	0	0
<u>Less amortization of prior service cost/(credit)</u>	(1.7)	(2.3)	(17.3)
<u>Less amortization of actuarial (gain)/loss</u>	(1.8)	(0.7)	(0.8)
<u>Net periodic benefit (income) cost</u>	(0.6)	0.5	(11.9)

Other Changes In Plan Assets And Benefit Obligations Recognized In Other Comprehensive Income [Abstract]

<u>Prior service cost (credit) recognized in other comprehensive income</u>	5.8	2.3	(2.3)
<u>Net actuarial loss (gain) recognized in other comprehensive income</u>	1.7	(38.0)	39.0
<u>Total recognized in other comprehensive income</u>	\$ 7.5	\$ (35.7)	\$ 36.7

Goodwill (Details) (USD \$)	12 Months Ended	
In Millions, unless otherwise specified	May 31, 2012	May 31, 2011
<u>Goodwill [Line Items]</u>		
<u>Beginning balance</u>	\$ 1,829.8	\$ 1,763.2
<u>Foreign currency translation</u>	(14.6)	(69.1)
<u>Write off related to sale of business</u>		2.5
<u>Ending balance</u>	1,844.4	1,829.8
Phosphates Segment [Member]		
<u>Goodwill [Line Items]</u>		
<u>Beginning balance</u>	534.7	537.2
<u>Foreign currency translation</u>		0
<u>Write off related to sale of business and other</u>	11.9	2.5
<u>Ending balance</u>	546.6	534.7
Potash Segment [Member]		
<u>Goodwill [Line Items]</u>		
<u>Beginning balance</u>	1,295.1	1,226.0
<u>Foreign currency translation</u>	(2.7)	(69.1)
<u>Write off related to sale of business</u>		0
<u>Ending balance</u>	\$ 1,297.8	\$ 1,295.1

**Business Segments (Details
3) (USD \$)**
In Millions, unless otherwise
specified

12 Months Ended

**May 31,
2012** **May 31,
2011** **May 31,
2010**

**Entity Wide Information Revenue From External Customer [Line
Items]**

Net sales \$ 11,107.8 \$ 9,937.8 \$ 6,759.1

Phosphate Crop Nutrients [Member]

**Entity Wide Information Revenue From External Customer [Line
Items]**

Net sales 5,418.4 4,822.4 3,152.1

Potash Crop Nutrients [Member]

**Entity Wide Information Revenue From External Customer [Line
Items]**

Net sales 3,174.4 3,002.8 1,796.8

Crop Nutrient Blends [Member]

**Entity Wide Information Revenue From External Customer [Line
Items]**

Net sales 1,517.1 1,252.5 862.9

Other products [Member]

**Entity Wide Information Revenue From External Customer [Line
Items]**

Net sales \$ 997.9 \$ 860.1 \$ 947.3

**Investments in Non-
Consolidated Companies
(Details 2) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

**May 31, May 31, May 31,
2012 2011 2010**

Equity Method Investment Summarized Financial Information Income Statement [Abstract]

<u>Net (loss) earnings</u>	\$ 97.9	\$ 0.5	\$ (17.0)
<u>Mosaics share of equity in net (loss) earnings</u>	13.3	(5.0)	(10.9)

Equity Method Investment Summarized Financial Information Balance Sheet [Abstract]

<u>Total assets of equity method investees</u>	1,776.0	1,690.6	2,290.9
<u>Total liabilities of equity method investees</u>	1,005.0	1,022.5	1,580.0
<u>Mosaics share of equity in net assets of equity method investees</u>	\$ 282.8	\$ 247.2	\$ 259.6

**Pension Plans and Other
Benefits - Fair Value
Assumptions (Details) (USD
\$)
In Millions, unless otherwise
specified**

**12 Months Ended
May 31, 2012 May 31, 2011 May 31, 2010**

Assumed health care trend rates used to measure the expected cost of benefits covered by the plans were as follows:

<u>Health care cost trend rate assumption for the next fiscal year</u>	8.00%	8.50%	9.25%
<u>Rate to which the cost trend is assumed to decline (the ultimate trend rate)</u>	5.50%	5.50%	5.50%
<u>Fiscal year that the rate reaches the ultimate trend rate</u>	2019	2015	2015

Assumed health care cost trend rates have an effect on the amounts reported. For the health care plans a one-percentage-point change in the assumed health care cost trend rate would have the following effect:

<u>Effect of 1% increase on total service and interest cost</u>	\$ 0.2	\$ 0.1	\$ 0.1
<u>Effect of 1% decrease on total service and interest cost</u>	(0.1)	(0.1)	(0.1)
<u>Effect of 1% increase on postretirement benefit obligation</u>	2.7	2.5	2.6
<u>Effect of 1% decrease on postretirement benefit obligation</u>	\$ (2.3)	\$ (2.5)	\$ (2.4)

North American Pension Plans [Member]

The assumptions used to determine benefit obligations are based on a measurement date of May 31, and were as follows:

<u>Discount rate</u>	4.44%	5.13%	5.61%
<u>Expected return on plan assets</u>	6.29%	6.87%	6.92%
<u>Rate of compensation increase</u>	4.00%	4.00%	4.00%

The assumptions used to determine net benefit cost are based on a measurement date of May 31, and were as follows:

<u>Discount rate</u>	5.13%	5.61%	7.16%
<u>Expected return on plan assets</u>	6.87%	6.92%	6.92%
<u>Rate of compensation increase</u>	4.00%	4.00%	4.00%

North American Postretirement Benefit Plans [Member]

The assumptions used to determine benefit obligations are based on a measurement date of May 31, and were as follows:

<u>Discount rate</u>	3.92%	4.54%	5.71%
<u>Expected return on plan assets</u>	0.00%	0.00%	0.00%
<u>Rate of compensation increase</u>	0.00%	0.00%	0.00%

The assumptions used to determine net benefit cost are based on a measurement date of May 31, and were as follows:

<u>Discount rate</u>	4.54%	5.71%	6.73%
<u>Expected return on plan assets</u>	0.00%	0.00%	0.00%
<u>Rate of compensation increase</u>	0.00%	0.00%	0.00%

**Other Financial Statement
Data (Tables)**

**12 Months Ended
May 31, 2012**

[Other Financial Statement
Data \[Abstract\]](#)

[Other Financial Statement
Data \[Table Text Block\]](#)

The following provides additional information concerning selected balance sheet accounts:

(in millions)	May 31,	
	2012	2011
Receivables		
Trade	\$ 706.9	\$ 882.5
Non-trade	49.6	47.5
	<u>756.5</u>	<u>930.0</u>
Less allowance for doubtful accounts	4.9	4.0
	<u>\$ 751.6</u>	<u>\$ 926.0</u>
Inventories		
Raw materials	\$ 61.8	\$ 58.6
Work in process	340.1	284.3
Finished goods	764.8	852.9
Operating materials and supplies	70.9	70.6
	<u>\$ 1,237.6</u>	<u>\$ 1,266.4</u>
Other current assets		
Future price deferred	\$ 152.8	\$ 36.6
Income taxes receivable	214.0	60.4
Prepaid expenses	132.1	157.4
Other	44.2	53.9
	<u>\$ 543.1</u>	<u>\$ 308.3</u>
Accrued liabilities		
Non-income taxes	\$ 78.5	\$ 132.6
Payroll and employee benefits	119.6	116.3
Asset retirement obligations	87.0	90.6
Customer prepayments	323.0	243.2
Other	291.8	260.9
	<u>\$ 899.9</u>	<u>\$ 843.6</u>
Other noncurrent liabilities		
Asset retirement obligations	\$ 513.3	\$ 482.5
Accrued pension and postretirement benefits	142.2	117.1
Unrecognized tax benefits	159.7	84.6
Other	160.2	170.9
	<u>\$ 975.4</u>	<u>\$ 855.1</u>

Interest expense, net was comprised of the following in fiscal 2012, 2011 and 2010:

(in millions)	Years ended May 31,		
	2012	2011	2010
Interest income	\$ 20.1	\$ 22.5	\$ 16.1
Less interest expense	1.4	27.6	65.7
Interest income (expense), net	<u>\$ 18.7</u>	<u>\$ (5.1)</u>	<u>\$ (49.6)</u>

Business Segments (Tables)

**12 Months Ended
May 31, 2012**

[Business Segments](#)

[\[Abstract\]](#)

[Schedule of segment reporting by segment](#)

Segment information for fiscal 2012, 2011 and 2010 is as follows:

(in millions)	Phosphates	Potash	Corporate, Eliminations and Other	Total
2012				
Net sales to external customers	\$ 7,839.2	\$ 3,263.1	\$ 5.5	\$ 11,107.8
Intersegment net sales	-	38.2	(38.2)	-
Net sales	7,839.2	3,301.3	(32.7)	11,107.8
Gross margin	1,466.9	1,622.0	(3.9)	3,085.0
Operating earnings (loss)	1,179.1	1,457.3	(25.3)	2,611.1
Capital expenditures	407.9	1,171.4	60.0	1,639.3
Depreciation, depletion and amortization expense	263.9	233.1	11.1	508.1
Equity in net earnings (loss) of nonconsolidated companies	11.9	-	1.4	13.3
2011				
Net sales to external customers	\$ 6,895.2	\$ 3,028.3	\$ 14.3	\$ 9,937.8
Intersegment net sales	-	32.7	(32.7)	-
Net sales	6,895.2	3,061.0	(18.4)	9,937.8
Gross margin	1,654.0	1,469.0	(1.2)	3,121.8
Operating earnings (loss)	1,322.0	1,352.5	(10.3)	2,664.2
Capital expenditures	306.7	906.9	49.6	1,263.2
Depreciation, depletion and amortization expense	248.1	188.9	10.4	447.4
Equity in net earnings (loss) of nonconsolidated companies	(8.8)	-	3.8	(5.0)
2010				
Net sales to external customers	\$ 4,731.1	\$ 1,978.9	\$ 49.1	\$ 6,759.1
Intersegment net sales	-	195.2	(195.2)	-
Net sales	4,731.1	2,174.1	(146.1)	6,759.1
Gross margin	648.2	1,034.6	10.5	1,693.3
Operating earnings (loss)	349.5	922.8	(1.5)	1,270.8
Capital expenditures	265.1	619.7	25.8	910.6
Depreciation, depletion and amortization expense	293.8	140.1	11.1	445.0
Equity in net loss of nonconsolidated companies	(10.5)	-	(0.4)	(10.9)

Total assets as of May 31, 2012	\$	9,123.7	\$	11,324.8	\$	(3,758.1)	\$	16,690.4
Total assets as of May 31, 2011		8,149.7		9,663.3		(2,026.1)		15,786.9

[Financial Information Relating to Our Operations by Geographic Area](#)

(in millions)	Years Ended May 31,		
	2012	2011	2010
<i>Net sales</i> ^(a) :			
Brazil	\$ 2,161.6	\$ 1,810.1	\$ 1,092.3
India	1,579.7	1,565.9	1,105.9
Canpotex ^(b)	1,298.9	992.9	602.1
Canada	786.3	629.9	346.9
Australia	290.1	237.8	167.6
Argentina	266.7	233.3	137.0
Japan	177.5	166.1	76.2
China	160.4	115.9	191.9
Colombia	155.9	157.6	91.2
Chile	121.1	115.9	108.1
Peru	95.1	6.6	13.7
Thailand	94.0	91.1	123.2
Mexico	90.5	101.7	121.8
Other	209.3	193.7	239.4
Total international countries	7,487.1	6,418.5	4,417.3
United States	3,620.7	3,519.3	2,341.8
Consolidated	\$ 11,107.8	\$ 9,937.8	\$ 6,759.1

(in millions)	May 31,	May 31,
	2012	2011
<i>Long-lived assets:</i>		
Canada	\$ 4,593.2	\$ 3,635.9
Brazil	158.6	163.6
Other	60.5	66.1
Total international countries	4,812.3	3,865.6
United States	3,402.0	3,400.1
Consolidated	\$ 8,214.3	\$ 7,265.7

[Net Sales by Product Type](#)

Excluded from the table above as of May 31, 2012 and 2011, are goodwill of \$1,844.4 million and \$1,829.8 million and deferred income taxes of \$50.6 million and \$6.5 million, respectively.

Net sales by product type for fiscal 2012, 2011 and 2010 are as follows:

(in millions)	2012	2011	2010
<i>Sales by product type:</i>			
Phosphate Crop Nutrients	\$ 5,418.4	\$ 4,822.4	\$ 3,152.1
Potash Crop Nutrients	3,174.4	3,002.8	1,796.8
Crop Nutrient Blends	1,517.1	1,252.5	862.9
Other ^(a)	997.9	860.1	947.3
	\$ 11,107.8	\$ 9,937.8	\$ 6,759.1

(a) Includes sales for animal feed ingredients and industrial potash.

Income Taxes

**12 Months Ended
May 31, 2012**

[Income Taxes \[Abstract\]](#)
[Income Taxes](#)

14. INCOME TAXES

The provision for income taxes for the years ended May 31 consisted of the following:

<u>(in millions)</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
<i>Current:</i>			
Federal	\$ 314.5	\$ 134.9	\$ 85.2
State	61.0	52.0	15.8
Non-U.S.	77.0	380.1	194.5
Total current	452.5	567.0	295.5
<i>Deferred:</i>			
Federal	7.4	99.2	(6.4)
State	9.0	7.0	6.9
Non-U.S.	242.5	79.6	51.3
Total deferred	258.9	185.8	51.8
Provision for income taxes	\$ 711.4	\$ 752.8	\$ 347.3

The components of earnings from consolidated companies before income taxes, and the effects of significant adjustments to tax computed at the federal statutory rate, were as follows:

<u>(in millions)</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
United States earnings	\$ 1,412.7	\$ 1,477.5	\$ 598.1
Non-U.S. earnings	1,216.2	1,793.8	591.6
Earnings from consolidated companies before income taxes	\$ 2,628.9	\$ 3,271.3	\$ 1,189.7
Computed tax at the U.S. federal statutory rate of 35%	35.0%	35.0%	35.0%
State and local income taxes, net of federal income tax benefit	1.6%	1.3%	1.3%
Percentage depletion in excess of basis	(6.6%)	(4.5%)	(10.5%)
Impact of offshore earnings	(2.9%)	(7.5%)	(1.1%)
Change in valuation allowance	0.4%	0.5%	4.5%
Other items (none in excess of 5% of computed tax)	(0.4%)	(1.8%)	0.0%
Effective tax rate	27.1%	23.0%	29.2%

The fiscal 2011 effective tax rate reflects a \$116.2 million expense related to the sale of our investment in Fosfertil, and our Cubatão, Brazil, facility to Vale S.A. and its subsidiaries ("**Vale**").

The fiscal 2010 effective tax rate reflects a \$53.0 million expense related to a valuation allowance on certain non-U.S. deferred tax assets, which included \$23.1 million relating to the agreement with Vale for the anticipated sale of our investment in Fosfertil, and our Cubatão, Brazil facility.

We have no intention of remitting certain undistributed earnings of non-U.S. subsidiaries aggregating \$2.2 billion as of May 31, 2012, and accordingly, no deferred tax liability has been established relative to these earnings. The calculation of the unrecognized deferred tax liability related to these earnings is complex and is not practicable.

Significant components of our deferred tax liabilities and assets as of May 31 were as follows:

<u>(in millions)</u>	<u>2012</u>	<u>2011</u>
<i>Deferred tax liabilities:</i>		
Depreciation and amortization	\$ 761.6	\$ 566.0
Depletion	465.4	483.9
Partnership tax bases differences	105.4	94.3
Undistributed earnings of non-U.S. subsidiaries	215.8	215.8
Other liabilities	91.9	120.6
Total deferred tax liabilities	\$ 1,640.1	\$ 1,480.6

Deferred tax assets:

Alternative minimum tax credit carryforwards	\$	88.1	\$	110.8
Capital loss carryforwards		7.1		11.8
Foreign tax credit carryforwards		529.7		527.9
Net operating loss carryforwards		168.8		195.9
Postretirement and post-employment benefits		54.2		46.2
Reclamation and decommissioning accruals		220.2		212.0
Other assets		190.5		217.2
Subtotal		1,258.6		1,321.8
Valuation allowance		180.2		209.2
Net deferred tax assets		1,078.4		1,112.6
Net deferred tax liabilities	\$	(561.7)	\$	(368.0)

We have certain entities that are taxed in both their local currency jurisdiction and the U.S. As a result, we have deferred tax balances for both jurisdictions. As of May 31, 2012 and 2011, these deferred taxes are offset by approximately \$377.8 million and \$336.6 million, respectively, of anticipated foreign tax credits included within our depreciation and depletion components of deferred tax liabilities above.

As of May 31, 2012, we had estimated carryforwards for tax purposes as follows: alternative minimum tax credits of \$88.1 million, net operating losses of \$491.6 million, capital losses of \$18.9 million, and foreign tax credits of \$529.7 million. These carryforward benefits may be subject to limitations imposed by the Internal Revenue Code and in certain cases provisions of foreign law. The alternative minimum tax credit carryforwards can be carried forward indefinitely. The majority of our net operating loss carryforwards relate to Brazil and can be carried forward indefinitely but are limited to 30 percent of taxable income each year. The foreign tax credits have an expiration date of fiscal 2019. To fully utilize our foreign tax credit carryforwards we will need taxable income totaling approximately \$3 billion in the U.S. between fiscal 2013 and fiscal 2019.

Valuation Allowance

For fiscal 2012, the valuation allowance decreased \$29.0 million primarily due to currency translation adjustments, while for fiscal 2011 and 2010, it increased \$52.1 million and \$41.5, respectively. In assessing the need for a valuation allowance, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of certain types of future taxable income during the periods in which those temporary differences become deductible. In making this assessment, we consider the scheduled reversal of deferred tax liabilities, our ability to carry back the deferred tax asset, projected future taxable income, and tax planning strategies.

Uncertain Tax Positions

As of May 31, 2012, we had \$476.9 million of gross uncertain tax positions. If recognized, approximately \$288.5 million of that amount would affect our effective tax rate in future periods. It is expected that the amount of uncertain tax positions will change in the next twelve months; however the change cannot reasonably be estimated.

(in millions)	May 31,	
	2012	2011
Gross unrecognized tax benefits, beginning of year	\$ 263.5	\$ 228.8
Gross increases:		
Prior year tax positions	103.1	30.2
Current year tax positions	146.9	41.8
Gross decreases:		
Prior year tax positions	(34.8)	(48.2)
Currency translation	(1.8)	10.9
Gross unrecognized tax benefits, end of year	\$ 476.9	\$ 263.5

We recognize interest and penalties related to unrecognized tax benefits as a component of our income tax expense. Interest and penalties accrued in our Consolidated Balance Sheets as of May 31, 2012 and May 31, 2011 are \$52.0 million and \$50.9 million, respectively, and are included in other noncurrent liabilities in the Consolidated Balance Sheets.

We operate in multiple tax jurisdictions, both within the United States and outside the United States, and face audits from various tax authorities regarding transfer pricing, deductibility of certain expenses, and intercompany transactions, as well as other matters. With few exceptions, we are no longer subject to examination for tax years prior to 2001.

We are currently under audit by the U.S. Internal Revenue Service for fiscal 2009 and 2010, and the Canadian Revenue Agency for fiscal 2001 through 2008. Based on the information available, we do not anticipate significant changes to our unrecognized tax benefits as a result of these examinations.

During the third quarter of fiscal 2011, the Internal Revenue Service concluded its audit for fiscal 2007 to 2008. This audit did not result in significant changes in our unrecognized tax benefits.

[Compensation And
Retirement Disclosure](#)

[\[Abstract\]](#)

[Pension And Other
Postretirement Benefits
Disclosure \[Text Block\]](#)

19. PENSION PLANS AND OTHER BENEFITS

We sponsor pension and postretirement benefits through a variety of plans including defined benefit plans, defined contribution plans, and postretirement benefit plans in North America and certain of our international locations. In addition, we are a participating employer in a Cargill defined benefit pension plan. We reserve the right to amend, modify, or terminate the Mosaic sponsored plans at any time, subject to provisions of the Employee Retirement Income Security Act of 1974 (“*ERISA*”), prior agreements and our collective bargaining agreements.

In accordance with the merger and contribution agreement related to the Combination, pension and other postretirement benefit liabilities for certain of the former CCN employees were not transferred to us. Prior to the Combination, Cargill was the sponsor of the benefit plans for CCN employees and therefore, no assets or liabilities were transferred to us. These former CCN employees remain eligible for pension and postretirement benefits under Cargill's plans. Cargill incurs the associated costs and then charges them to us. The amount that Cargill may charge to us for such pension costs may not exceed \$2.0 million per year or \$19.2 million in the aggregate. As of May 31, 2012, the aggregate amount remaining under this agreement that may be charged to us is \$6.9 million. This cap does not apply to the costs associated with certain active union participants who formerly earned service under Cargill's pension plan. This agreement remains in place subsequent to the Cargill Transaction described in Note 2 of our Notes to Consolidated Financial Statements.

Costs charged to us for the former CCN employees' pension expense were \$3.6 million for fiscal 2012 and \$2.9 million and \$1.1 million for fiscal 2011 and 2010, respectively.

Defined Benefit Plans

We sponsor two defined benefit pension plans in the U.S. and four plans in Canada. We assumed these plans from IMC on the date of the Combination. Benefits are based on different combinations of years of service and compensation levels, depending on the plan. The U.S. salaried and non-union hourly plan provides benefits to employees who were IMC employees prior to January 1998. In addition, the plan, as amended, accrues no further benefits for plan participants, effective March 2003. The U.S. union pension plan provides benefits to union employees. Certain U.S. union employees were given the option and elected to participate in a defined contribution retirement plan in January 2004, in which case their benefits were frozen under the U.S. union pension plan. Other represented employees with certain unions hired on or after June 2003 are not eligible to participate in the U.S. union pension plan. The Canadian pension plans consist of two plans for salaried and non-union hourly employees, which are closed to new members, and two plans for union employees.

Generally, contributions to the U.S. plans are made to meet minimum funding requirements of ERISA, while contributions to Canadian plans are made in accordance with Pension Benefits Acts instituted by the provinces of Saskatchewan and Ontario. Certain employees in the U.S. and Canada, whose pension benefits exceed Internal Revenue Code and Canada Revenue Agency limitations, respectively, are covered by supplementary non-qualified, unfunded pension plans.

Postretirement Medical Benefit Plans

We provide certain health care benefit plans for certain retired employees (“*Retiree Health Plans*”) which may be either contributory or non-contributory and contain certain other cost-sharing features such as deductibles and coinsurance. The Retiree Health Plans are unfunded.

The U.S. retiree medical program for certain salaried and non-union retirees age 65 and over was terminated effective January 1, 2004. The retiree medical program for salaried and non-union hourly retirees under age 65 will end at age 65. The retiree medical program for certain active salaried and non-union hourly employees was terminated effective April 1, 2003. Coverage changes and termination of certain post-65 retiree medical benefits also were effective April 1, 2003. We also provide retiree medical benefits to union hourly employees. Pursuant to a collective bargaining agreement, certain represented employees hired after June 2003 are not eligible to participate in the retiree medical program. Retiree medical benefits were eliminated for certain active union employees.

Canadian postretirement medical plans are available to retired salaried employees. Under our Canadian postretirement medical plans, all Canadian active salaried employees are eligible for coverage upon retirement. There are no retiree medical benefits available for Canadian union hourly employees.

Our U.S. retiree medical program provides a benefit to our U.S. retirees that is at least actuarially equivalent to the benefit provided by the *Medicare Prescription Drug, Improvement and Modernization Act of 2003* (Medicare Part D). Because our plan is more generous than Medicare Part D, it is considered at least actuarially equivalent to Medicare Part D and the U.S. government provides a subsidy to the Company.

In March 2010, the Patient Protection and Affordable Care Act and a reconciliation measure, the Health Care and Education Reconciliation Act of 2010, (“*Act*”) were signed into law. The Act contained a provision that eliminated certain annual and lifetime limits

on the dollar value of benefits. On June 17, 2010, the Department of the Treasury, the Department of Labor, and the Department of Health and Human Services published guidance in the Federal Register stating, in effect, that the lifetime and annual benefit limits under the Act do not apply to plans that cover only retirees. As of May 31, 2010, we had a plan that contained both active employees and retirees. Therefore, we included the impacts of the Act in our calculation of the accumulated post-retirement benefit obligation (“APBO”). The Act increased our APBO by approximately \$40 million with an offset to accumulated other comprehensive income and increased our fiscal 2010 expense by approximately \$1.2 million. On June 30, 2010, we approved and communicated the separation of our plans. Therefore, in fiscal 2011 we remeasured our APBO including the provisions of the plan amendment thereby reducing our APBO by approximately \$42 million with the offset to accumulated other comprehensive income.

Accounting for Pension and Postretirement Plans

The year-end status of the North American plans was as follows:

(in millions)	Pension Plans		Postretirement Benefit Plans	
	2012	2011	2012	2011
Change in projected benefit obligation:				
Benefit obligation at beginning of year	\$ 694.3	\$ 635.5	\$ 60.1	\$ 99.7
Service cost	5.6	5.0	0.3	0.4
Interest cost	34.5	36.2	2.6	3.1
Plan amendments	-	5.8	-	-
Actuarial loss (gain)	59.3	28.4	4.0	(38.7)
Currency fluctuations	(15.5)	18.4	(0.9)	1.1
Employee contribution	-	-	0.1	0.1
Benefits paid	(34.9)	(35.0)	(6.3)	(5.6)
Projected benefit obligation at end of year	\$ 743.3	\$ 694.3	\$ 59.9	\$ 60.1
Change in plan assets:				
Fair value at beginning of year	\$ 630.0	\$ 522.4	\$ -	\$ -
Currency fluctuations	(12.9)	14.6	-	-
Actual return	45.4	85.6	-	-
Company contribution	26.8	42.4	6.2	5.5
Employee contribution	-	-	0.1	0.1
Benefits paid	(34.9)	(35.0)	(6.3)	(5.6)
Fair value at end of year	\$ 654.4	\$ 630.0	\$ -	\$ -
Funded status of the plans as of May 31	\$ (88.9)	\$ (64.3)	\$ (59.9)	\$ (60.1)
Amounts recognized in the consolidated balance sheets:				
Current liabilities	\$ (0.6)	\$ (0.7)	\$ (6.3)	\$ (7.0)
Noncurrent liabilities	(88.3)	(63.6)	(53.6)	(53.1)
Amounts recognized in accumulated other comprehensive (income) loss				
Prior service costs (credits)	\$ 13.2	\$ 15.2	\$ (4.9)	\$ (6.6)
Actuarial (gain)/loss	131.3	99.5	(8.9)	(14.5)

The accumulated benefit obligation for the defined benefit pension plans was \$736.2 million and \$686.2 million as of May 31, 2012 and 2011, respectively.

The components of net annual periodic benefit costs and other amounts recognized in other comprehensive income include the following components:

(in millions)	Pension Plans			Postretirement Benefit Plans		
	2012	2011	2010	2012	2011	2010
Net Periodic Benefit Cost						
Service cost	\$ 5.6	\$ 5.0	\$ 3.7	\$ 0.3	\$ 0.4	\$ 0.7
Interest cost	34.5	36.2	37.3	2.6	3.1	5.5
Expected return on plan assets	(35.8)	(38.0)	(41.2)	-	-	-
Amortization of:						
Prior service cost/(credit)	1.3	0.9	1.5	(1.7)	(2.3)	(17.3)
Actuarial (gain)/loss	13.4	7.4	0.1	(1.8)	(0.7)	(0.8)
Net periodic benefit (income) cost	\$ 19.0	\$ 11.5	\$ 1.4	\$ (0.6)	\$ 0.5	\$ (11.9)

Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income

Prior service cost (credit) recognized						
in other comprehensive income	\$ (1.3)	\$ 4.9	\$ 1.6	\$ 5.8	\$ 2.3	\$ (2.3)
Net actuarial loss (gain) recognized						
in other comprehensive income	36.3	(26.7)	59.1	1.7	(38.0)	39.0
Total recognized in other comprehensive income	\$ 35.0	\$ (21.8)	\$ 60.7	\$ 7.5	\$ (35.7)	\$ 36.7
Total recognized in net periodic benefit (income) cost and other comprehensive income	\$ 54.0	\$ (10.3)	\$ 62.1	\$ 6.9	\$ (35.2)	\$ 24.8

The estimated net actuarial gain (loss) and prior service cost for the pension plans and postretirement plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost in fiscal 2013 is \$17.3 million and \$(3.0) million, respectively.

The following estimated benefit payments, which reflect estimated future service are expected to be paid by the related plans in the fiscal years ending May 31:

(in millions)	Pension Plans	Other Postretirement	Medicare Part D
	Benefit Payments	Plans Benefit Payments	Adjustments
2013	\$ 37.1	\$ 6.3	\$ 0.6
2014	38.1	6.1	0.6
2015	39.3	5.9	0.6
2016	41.1	5.6	0.6
2017	42.8	5.2	0.5
2018-2022	236.4	19.1	1.9

In fiscal 2013, we need to contribute cash of at least \$33.4 million to the pension plans to meet minimum funding requirements. Also in fiscal 2013, we anticipate contributing cash of \$6.3 million to the postretirement medical benefit plans to fund anticipated benefit payments.

Plan Assets and Investment Strategies

The Company's overall investment strategy is to obtain sufficient return and provide adequate liquidity to meet the benefit obligations of our pension plans. Investments are made in public securities to ensure adequate liquidity to support benefit payments. Domestic and international stocks and bonds provide diversification to the portfolio. Our pension plan weighted-average asset allocations at May 31, 2012 and 2011 and the target by asset class are as follows:

US Pension Plan Assets	2012	Plan Assets	2011	Plan Assets
	Target	as of May 31, 2012	Target	as of May 31, 2011
<i>Asset Category</i>				
U.S. equity securities	12%	11%	12%	12%
Non-U.S. equity securities	7%	6%	7%	7%
Real estate	3%	4%	3%	4%
Fixed income	75%	77%	75%	75%
Private equity	3%	2%	3%	2%
Total	100%	100%	100%	100%

Canadian Pension Plan Assets	2012	Plan Assets	2011	Plan Assets
	Target	as of May 31, 2012	Target	as of May 31, 2011
<i>Asset Category</i>				
Canadian equity securities	22%	21%	22%	23%
U.S. equity securities	24%	22%	24%	24%
Non-U.S. equity securities	15%	14%	15%	15%
Fixed income	30%	38%	30%	28%
Private equity	9%	3%	9%	3%
Other	0%	2%	0%	7%

Total	100%	100%	100%	100%
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For the U.S. plans, we utilize an asset allocation policy that seeks to maintain a fully-funded plan status under the Pension Protection Act (PPA) of 2006. As such, the primary investment objective beyond accumulating sufficient assets to meet future benefit obligation is to monitor and manage the liabilities of the plan to better insulate the portfolio from changes in interest rates that are impacting the liabilities. This requires an interest rate management strategy to reduce the sensitivity in the plan's funded status and having a portion of the Plan's assets invested in return-seeking strategies. Currently, our policy includes a 75% allocation to fixed income and 25% to return-seeking strategies. The U.S. pension plans' benchmark of the return-seeking strategies is currently comprised of the following indices and their respective weightings: 40% Russell 1000, 8% Russell 2000, 24% MSCI EAFE Net, 4% MSCI EM Net, 12% NFI-ODCE-EQ and 12% Private Equity. The benchmark for the fixed income strategies are comprised of 45% Barclays Long Gov/Credit, 3% Barclays US Strips, and 52% Barclays US Long Credit.

For the Canadian pension plan the investment objectives for the pension plans' assets are as follows: (i) achieve a nominal annualized rate of return equal to or greater than the actuarially assumed investment return over ten to twenty-year periods; (ii) achieve an annualized rate of return of the Consumer Price Index plus 5% over ten to twenty-year periods; (iii) realize annual, three and five-year annualized rates of return consistent with or in excess of specific respective market benchmarks at the individual asset class level; and (iv) achieve an overall return on the pension plans' assets consistent with or in excess of the total fund benchmark, which is a hybrid benchmark customized to reflect the trusts' asset allocation and performance objectives. The Canadian pension plans' benchmark is currently comprised of the following indices and their respective weightings: 22% S&P/TSX 300, 24% Russell 1000, 15% MSCI EAFE ND, 30% DEX Bond Universe, and 9% Private Equity.

The Company has completed an asset/liability study for the Canadian pension plans in an effort to select an appropriate asset allocation that will assess the potential impacts on funding. These studies resulted in the Company selecting an asset allocation policy that seeks to maintain an appropriate allocation to return seeking assets and an interest rate management strategy. This new policy was reflected in our assumed long term rate of return for our Canadian plans, and we have begun implementing it in fiscal 2012.

A significant amount of the assets are invested in funds that are managed by a group of professional investment managers. These funds are mainly commingled funds. Performance is reviewed by management monthly by comparing the funds' return to benchmark with an in depth quarterly review presented to the Pension Investment Committee. We do not have any significant concentrations of credit risk or industry sectors within the plan assets. Assets may be indirectly invested in Mosaic stock, but any risk related to this investment would be immaterial due to the insignificant percentage of the total pension assets that would be invested in Mosaic stock.

Fair Value Measurements of Plan Assets

The following tables provide fair value measurement, by asset class of the Company's defined benefit plan assets for both the U.S. and Canadian plans (see Note 17 for a description of the fair value hierarchy methodology):

<u>(in millions)</u>	<u>May 31, 2012</u>			
U.S. Pension Plan Assets	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<i>Asset Category</i>				
Equity securities:				
U.S.	\$ 44.6	\$ -	\$ 44.6	\$ -
International	24.4	-	24.4	-
Real estate	15.6	-	-	15.6
Fixed income ^(a)	323.0	-	323.0	-
Private equity funds ^(b)	8.2	-	-	8.2
Total assets at fair value	<u>\$ 415.8</u>	<u>\$ -</u>	<u>\$ 392.0</u>	<u>\$ 23.8</u>

<u>(in millions)</u>	<u>May 31, 2011</u>			
U.S. Pension Plan Assets	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<i>Asset Category</i>				
Equity securities:				
U.S.	\$ 44.4	\$ -	\$ 44.4	\$ -
International	25.9	-	25.9	-
Real estate	13.7	-	-	13.7
Fixed income ^(a)	286.1	-	286.1	-
Private equity funds ^(b)	9.1	-	-	9.1
Total assets at fair value	<u>\$ 379.2</u>	<u>\$ -</u>	<u>\$ 356.4</u>	<u>\$ 22.8</u>

- (a) This class includes several funds that invest in approximately 53% of U.S. federal government debt securities, 13% of other governmental securities, 5% of foreign entity debt securities and 29% of corporate debt securities.
- (b) This class includes several private equity funds that invest in U.S. and European corporations and financial institutions

(in millions)	May 31, 2012			
	Total	Level 1	Level 2	Level 3
Canadian Pension Plan Assets				
Asset Category				
Cash	\$ 5.9	\$ 5.9	\$ -	\$ -
Equity securities:				
Canadian	50.0	-	50.0	-
U.S.	51.9	-	51.9	-
Non-U.S. international	33.9	-	33.9	-
Fixed income ^(a)	90.3	-	90.3	-
Private equity funds ^(b)	6.6	-	-	6.6
Total assets at fair value	<u>\$ 238.6</u>	<u>\$ 5.9</u>	<u>\$ 226.1</u>	<u>\$ 6.6</u>

(in millions)	May 31, 2011			
	Total	Level 1	Level 2	Level 3
Canadian Pension Plan Assets				
Asset Category				
Cash	\$ 18.6	\$ 18.6	\$ -	\$ -
Equity securities:				
Canadian	58.3	-	58.3	-
U.S.	60.7	-	60.7	-
Non-U.S. international	38.6	-	38.6	-
Fixed income ^(a)	67.4	-	67.4	-
Private equity funds ^(b)	7.2	-	-	7.2
Total assets at fair value	<u>\$ 250.8</u>	<u>\$ 18.6</u>	<u>\$ 225.0</u>	<u>\$ 7.2</u>

- (a) This class consists of a fund that invests in approximately 26% of Canadian federal government debt securities, 28% of Canadian provincial government securities, 27% of Canadian corporate debt securities and 15% of foreign entity debt securities and 4% other.
- (b) This class includes several private equity funds that invest in U.S. and international corporations.

Equity securities and fixed income investments for both the U.S and Canadian plans are held in common/collective funds valued at the net asset value (NAV) as determined by the fund managers, and generally have daily liquidity. NAV is based on the fair value of the underlying assets owned by the funds, less liabilities, and divided by the number of units outstanding. Private equity funds and real estate equity securities are valued at NAV as determined by the fund manager and have liquidity restrictions based on the nature of the underlying investments.

The following table provides a reconciliation of our plan assets measured at fair value using significant unobservable inputs (Level 3) for the year ended May 31, 2012:

(in millions)	U.S Pension	Canadian
	Assets	Pension Assets
Balance as of June 1, 2010	\$ 19.8	\$ 7.4
Net realized and unrealized gains/(losses)	3.4	0.5
Purchases, issuances, settlements, net	(0.4)	(0.7)
Balance as of May 31, 2011	22.8	7.2
Net realized and unrealized gains/(losses)	1.6	0.7
Purchases, issuances, settlements, net	(0.6)	(1.3)
Balance as of May 31, 2012	<u>\$ 23.8</u>	<u>\$ 6.6</u>

Rates and Assumptions

The approach used to develop the discount rate for the pension and postretirement plans is commonly referred to as the yield curve approach. Under this approach, we use a hypothetical curve formed by the average yields of available corporate bonds rated AA and above and match it against the projected benefit payment stream. Each category of cash flow of the projected benefit payment stream is discounted back using the respective interest rate on the yield curve. Using the present value of projected benefit payments, a weighted-average discount rate is derived.

The approach used to develop the expected long-term rate of return on plan assets combines an analysis of historical performance, the drivers of investment performance by asset class, and current economic fundamentals. For returns, we utilized a building block approach starting with inflation expectations and added an expected real return to arrive at a long-term nominal expected return for each asset class. Long-term expected real returns are derived in the context of future expectations of the U.S. Treasury real yield curve.

Weighted average assumptions used to determine benefit obligations were as follows:

	Pension Plans			Postretirement Benefit Plans		
	2012	2011	2010	2012	2011	2010
Discount rate	4.44%	5.13%	5.61%	3.92%	4.54%	5.71%
Expected return on plan assets	6.29%	6.87%	6.92%	-	-	-
Rate of compensation increase	4.00%	4.00%	4.00%	-	-	-

Weighted-average assumptions used to determine net benefit cost were as follows:

	Pension Plans			Postretirement Benefit Plans		
	2012	2011	2010	2012	2011	2010
Discount rate	5.13%	5.61%	7.16%	4.54%	5.71%	6.73%
Expected return on plan assets	6.87%	6.92%	6.92%	-	-	-
Rate of compensation increase	4.00%	4.00%	4.00%	-	-	-

Assumed health care trend rates used to measure the expected cost of benefits covered by the plans were as follows:

	2012	2011	2010
Health care cost trend rate assumption for the next fiscal year	8.00%	8.50%	9.25%
Rate to which the cost trend is assumed to decline (the ultimate trend rate)	5.50%	5.50%	5.50%
Fiscal year that the rate reaches the ultimate trend rate	2019	2015	2015

Assumed health care cost trend rates have an effect on the amounts reported. For the health care plans a one-percentage-point change in the assumed health care cost trend rate would have the following effect:

	2012		2011		2010	
	One	One	One	One	One	One
	Percentage	Percentage	Percentage	Percentage	Percentage	Percentage
	Point	Point	Point	Point	Point	Point
(in millions)	Increase	Decrease	Increase	Decrease	Increase	Decrease
Total service and interest cost	\$ 0.2	(0.1)	\$ 0.1	(0.1)	\$ 0.1	(0.1)
Postretirement benefit obligation	2.7	(2.3)	2.5	(2.5)	2.6	(2.4)

Defined Contribution Plans

The Mosaic Investment Plan (“*Investment Plan*”) permits eligible salaried and nonunion hourly employees to defer a portion of their compensation through payroll deductions and provides matching contributions. We match 100% of the first 3% of the participant's contributed pay plus 50% of the next 3% of the participant's contributed pay to the Investment Plan, subject to Internal Revenue Service limits. Participant contributions, matching contributions, and the related earnings immediately vest. The Investment Plan also provides an annual non-elective employer contribution feature for eligible salaried and non-union hourly employees based on the employee's age and eligible pay. Participants are generally vested in the non-elective employer contributions after three years of service. In addition, a discretionary feature of the plan allows the Company to make additional contributions to employees.

The Mosaic Union Savings Plan (“*Savings Plan*”) was established pursuant to collective bargaining agreements with certain unions. Mosaic makes contributions to the defined contribution retirement plan based on the collective bargaining agreements. The Savings Plan is the primary retirement vehicle for newly hired employees covered by certain collective bargaining agreements.

The expense attributable to the Investment Plan and Savings Plan was \$30.0 million, \$28.5 million and \$24.0 million in fiscal 2012, 2011 and 2010, respectively.

Canadian salaried and non-union hourly employees participate in an employer funded plan with employer contributions similar to the U.S. plan. The plan provides a profit sharing component which is paid each year. We also sponsor one mandatory union plan in Canada. Benefits in these plans vest after two years of consecutive service.

**Share-based Payments
(Details 2) (USD \$)
In Millions, except Per Share
data, unless otherwise
specified**

12 Months Ended
May 31, 2012 **May 31, 2011** **May 31, 2010**

Information pertaining to share-based compensation awards is as follows:

<u>Share-based compensation expense, net of forfeitures, in the fiscal year</u>	\$ 25.2	\$ 21.9	\$ 23.4
<u>The tax benefit related to share-based compensation expense in the fiscal year</u>	8.7	7.8	8.4
<u>A summary of our stock option activity during the fiscal year is as follows:</u>			
<u>Number of option shares outstanding at beginning of period</u>	2.4		
<u>Granted</u>	0.2		
<u>Exercised</u>	(0.1)		
<u>Number of option shares outstanding at end of period</u>	2.5	2.4	
<u>Number of shares issuable under options exercisable at end of period</u>	1.9		
<u>Weighted average exercise price- options outstanding at beginning of period</u>	\$ 37.88		
<u>Granted</u>	\$ 70.62		
<u>Exercised</u>	\$ 21.21		
<u>Weighted Average Exercise Price- options outstanding at end of period</u>	\$ 41.93	\$ 37.88	
<u>Weighted Average Exercise Price- options exercisable at end of period</u>	\$ 36.72		
<u>Weighted Average Remaining Contractual Term (Years) - options outstanding at beginning of period</u>	6.3		
<u>Weighted Average Remaining Contractual Term (Years) - options outstanding at end of period</u>	5.8	6.3	
<u>Weighted Average Remaining Contractual Term (Years) - options exercisable as of the end of the fiscal year</u>	4.9		
<u>Aggregate Intrinsic Value - options outstanding at beginning of period</u>	89.2		
<u>Aggregate Intrinsic Value - options outstanding at end of period</u>	34.6	89.2	
<u>Aggregate Intrinsic Value - options exercisable as of the end of the fiscal year</u>	33.9		
<u>The weighted-average grant date fair value of options granted during the fiscal year</u>	\$ 30.96	\$ 26.38	\$ 29.78
<u>The total intrinsic value of options exercised during the fiscal year</u>	5.5	54.1	25.3
<u>The total fair value of options vested during the fiscal year</u>	10.2	10.7	

Omnibus Plan - Stock Option Awards [Member]

Assumptions used to calculate the fair value of stock options in each period are noted in the following table. A summary of the assumptions used to estimate the fair value of stock option awards is as follows:

<u>Expected volatility (percent)</u>	51.80%	60.46%	60.50%
<u>Expected dividend yield (percent)</u>	0.28%	0.44%	0.40%
<u>Expected term (in years)</u>	5.0	6.0	6.0
<u>Risk-free interest rate (percent)</u>	1.46%	2.13%	3.01%

Information pertaining to share-based compensation awards is as follows:

<u>Cash received from options exercised under all share-based payment arrangements during the fiscal year</u>	3.0	20.3	12.5
<u>Tax benefit for tax deductions from options during the fiscal year</u>	\$ 3.7	\$ 20.9	\$ 17.9

Commitments (Tables)

**12 Months Ended
May 31, 2012**

[Commitments And
Contingencies Disclosure
\[Abstract\]](#)

[A schedule of future minimum
long-term purchase
commitments and future
minimum lease payments](#)

A schedule of future minimum long-term purchase commitments, based on May 31, 2012 market prices, and minimum lease payments under non-cancelable operating leases as of May 31, 2012 follows:

(in millions)	Purchase Commitments	Operating Leases
2013	\$ 1,874.0	\$ 41.1
2014	315.8	24.6
2015	176.6	16.3
2016	117.7	10.2
2017	107.4	6.3
Subsequent years	2,099.9	13.9
	<u>\$ 4,691.4</u>	<u>\$ 112.4</u>

**Financing Arrangements
(Tables)**

**12 Months Ended
May 31, 2012**

[Debt Disclosure \[Abstract\]](#)
[Schedule of long-term debt,
including current maturities](#)

(in millions)	May 31,	May 31,	Maturity Date	Combination			Combination			May 31, 2011	May 31, 2011
	2012	2012		May 31, 2012	Fair Market Value Adjustment	Discount on Notes Issuance	May 31, 2012	May 31, 2011	Fair Market Value Adjustment		
	Stated Interest Rate	Effective Interest Rate		Stated Value			Carrying Value	Stated Value		Carrying Value	
Industrial revenue and recovery zone bonds	1.56%	1.56%	2040	\$ 17.6	\$ -	\$ -	\$ 17.6	\$ 44.7	\$ 1.0	\$ 45.7	
Unsecured notes	3.75% - 4.88%	4.30%	2021-2041	750.0	-	(8.1)	741.9	469.4	0.7	470.1	
Unsecured debentures	7.30% - 7.38%	7.08%	2018-2028	236.1	3.7	-	239.8	254.6	4.2	258.8	
Capital leases and other	5.50% - 8.90%	7.94%	2014-2016	11.2	-	-	11.2	34.7	-	34.7	
Total long-term debt				1,014.9	3.7	(8.1)	1,010.5	803.4	5.9	809.3	
Less current portion				0.9	0.3	(0.7)	0.5	47.4	0.6	48.0	
Total long-term debt, less current maturities				\$ 1,014.0	\$ 3.4	\$ (7.4)	\$ 1,010.0	\$ 756.0	\$ 5.3	\$ 761.3	

[Scheduled maturities of long-term debt](#)

(in millions)	
2013	\$ 0.5
2014	1.1
2015	1.1
2016	6.0
2017	1.1
Thereafter	1,000.7
Total	\$ 1,010.5

**Consolidated Statements of
Cash Flows (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

	May 31, 2012	May 31, 2011	May 31, 2010
<u>Cash Flows from Operating Activities</u>			
<u>Net earnings including non-controlling interests</u>	\$ 1,930.8	\$ 2,513.5	\$ 831.5
<u>Depreciation, depletion and amortization</u>	508.1	447.4	445.0
<u>Lower of cost or market write-down</u>	0	0	0
<u>Deferred income taxes</u>	245.8	196.6	51.1
<u>Equity in net loss (earnings) of nonconsolidated companies, net of dividends</u>	(3.7)	8.2	12.8
<u>Accretion expense for asset retirement obligations</u>	32.4	31.6	29.6
<u>Stock-based compensation expense</u>	23.4	21.1	23.5
<u>Unrealized loss (gain) on derivatives</u>	45.9	(21.0)	(103.3)
<u>Gain on sale of equity investment</u>	0	(685.6)	0
<u>Excess tax benefit related to stock option exercises</u>	0	(13.4)	(3.3)
<u>(Gain) loss on sale of fixed assets</u>	23.1	30.3	15.5
<u>Other</u>	8.4	6.6	(13.7)
<u>Receivables, net</u>	118.5	(297.3)	(38.3)
<u>Inventories, net</u>	6.5	(244.7)	92.0
<u>Other current and noncurrent assets</u>	(238.8)	23.7	278.0
<u>Accounts payable</u>	(58.4)	240.1	156.8
<u>Accrued liabilities and income taxes</u>	(2.2)	229.6	(387.2)
<u>Other noncurrent liabilities</u>	66.0	(60.0)	(34.0)
<u>Net cash provided by operating activities</u>	2,705.8	2,426.7	1,356.0
<u>Cash Flows from Investing Activities</u>			
<u>Capital expenditures</u>	(1,639.3)	(1,263.2)	(910.6)
<u>Proceeds from sale of equity method investment</u>	0	1,030.0	0
<u>Proceeds from sale of business</u>	0	56.4	17.6
<u>Restricted cash</u>	5.3	(13.7)	22.8
<u>Investments in nonconsolidated companies</u>	0	(385.3)	0
<u>Other</u>	6.6	3.7	3.9
<u>Net cash (used in) provided by investing activities</u>	(1,627.4)	(572.1)	(866.3)
<u>Cash Flows from Financing Activities</u>			
<u>Payments of short-term debt</u>	(148.8)	(381.3)	(334.2)
<u>Proceeds from issuance of short-term debt</u>	167.9	321.8	324.6
<u>Payments of long-term debt</u>	(542.8)	(470.2)	(43.7)
<u>Proceeds from issuance of long-term debt</u>	748.0	17.6	2.1
<u>Payment of tender premium on debt</u>	(17.2)	(16.1)	(5.7)
<u>Proceeds from stock options exercised</u>	3.0	20.3	12.5
<u>Excess tax benefits related to stock option exercises</u>	0	13.4	3.3
<u>(Contributions from) Distributions to Cargill, Inc.</u>	(18.5)	0	0
<u>Repurchase of Class A common stock</u>	1,162.5	0	0
<u>Cash dividends paid</u>	(119.5)	(89.3)	(668.0)

<u>Other</u>	(7.7)	(1.2)	(1.5)
<u>Net cash used in financing activities</u>	(1,061.1)	(585.0)	(710.6)
<u>Effect of exchange rate changes on cash</u>	(112.7)	113.8	40.7
<u>Net change in cash and cash equivalents</u>	(95.4)	1,383.4	(180.2)
<u>Cash and cash equivalents - beginning of period</u>	3,906.4	2,523.0	2,703.2
<u>Cash and cash equivalents - end of period</u>	\$ 3,811.0	\$ 3,906.4	\$ 2,523.0

**Pension Plans and Other
Benefits - Plan Asset
Allocations (Details)**

**12 Months
Ended
May 31, May 31,
2012 2011**

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

<u>Target allocation percentages</u>	75.00%	
<u>Plan assets</u>		100.00%

The pension plans benchmark of the return-seeking and fixed income strategies are currently comprised of the following and their respective weightings:

<u>MSCI EAFE ND</u>	15.00%	
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United States Pension Plans Of U S Entity Defined Benefit [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

<u>Target allocation percentages</u>	100.00%	100.00%
<u>Plan assets</u>		100.00%

United States Pension Plans Of U S Entity Defined Benefit [Member] | US Equity Securities [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

<u>Target allocation percentages</u>	12.00%	12.00%
<u>Plan assets</u>		11.00% 12.00%

United States Pension Plans Of U S Entity Defined Benefit [Member] | Non US Equity Securities [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

<u>Target allocation percentages</u>	7.00%	7.00%
<u>Plan assets</u>		6.00% 7.00%

United States Pension Plans Of U S Entity Defined Benefit [Member] | Equity Securities Real Estate Entities [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

<u>Target allocation percentages</u>	3.00%	3.00%
<u>Plan assets</u>		4.00% 4.00%

United States Pension Plans Of U S Entity Defined Benefit [Member] | Fixed Income Securities [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

<u>Target allocation percentages</u>		75.00%
<u>Plan assets</u>		77.00% 75.00%

Currently, our policy includes a 75% allocation to fixed income and 25% to return-seeking strategies.

<u>Overall investment strategy- target allocation percentages</u>		75.00%
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The pension plans benchmark of the return-seeking and fixed income strategies are currently comprised of the following and their respective weightings:

Barclays Long Gov/Credit	45.00%
Barclays US Strips	3.00%
Barclays US Long Credit	52.00%

United States Pension Plans Of U S Entity Defined Benefit [Member] | Private Equity Funds [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

Target allocation percentages	3.00%	3.00%
Plan assets	2.00%	2.00%

United States Pension Plans Of U S Entity Defined Benefit [Member] | Return Seeking Investments [Member]

Currently, our policy includes a 75% allocation to fixed income and 25% to return-seeking strategies.

Overall investment strategy- target allocation percentages	25.00%
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The pension plans benchmark of the return-seeking and fixed income strategies are currently comprised of the following and their respective weightings:

Russell 1000	40.00%
Russell 2000	8.00%
MSCI EAFE Net	24.00%
MSCI EM Net	4.00%
NFI-DCE-EQ	12.00%
Private equity	12.00%

Foreign Pension Plans Defined Benefit [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

Target allocation percentages	100.00%	100.00%
Plan assets	100.00%	100.00%

Foreign Pension Plans Defined Benefit [Member] | US Equity Securities [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

Target allocation percentages	24.00%	24.00%
Plan assets	22.00%	24.00%

Foreign Pension Plans Defined Benefit [Member] | Non US Equity Securities [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

Target allocation percentages	15.00%	15.00%
Plan assets	14.00%	15.00%

Foreign Pension Plans Defined Benefit [Member] | Fixed Income Securities [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

Target allocation percentages	30.00%	30.00%
Plan assets	38.00%	28.00%

Foreign Pension Plans Defined Benefit [Member] | Private Equity Funds [Member]

Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:

Target allocation percentages	9.00%	9.00%
Plan assets	3.00%	3.00%
Foreign Pension Plans Defined Benefit [Member] Canadian Equity Securities [Member]		
<u>Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:</u>		
Target allocation percentages	22.00%	22.00%
Plan assets	21.00%	23.00%
Foreign Pension Plans Defined Benefit [Member] Return Seeking Investments [Member]		
<u>Our pension plan weighted-average asset allocations at May 31, 2011 and 2010 and the target by asset class are as follows:</u>		
Plan assets	2.00%	7.00%
<u>The pension plans benchmark of the return-seeking and fixed income strategies are currently comprised of the following and their respective weightings:</u>		
Russell 1000	24.00%	
Private equity	9.00%	
S&P/TSX 300	22.00%	
DEX Bond Universe	30.00%	

**Summary of Significant
Accounting Policies**

**12 Months Ended
May 31, 2012**

**Summary Of Significant
Accounting Policies**

[Abstract]

**Summary of Significant
Accounting Policies**

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement Presentation and Basis of Consolidation

The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“*U.S. GAAP*”). Throughout the Notes to Consolidated Financial Statements, amounts in tables are in millions of dollars except for per share data and as otherwise designated. References in this report to a particular fiscal year are to the twelve months ended May 31 of that year.

The accompanying Consolidated Financial Statements include the accounts of Mosaic and its majority owned subsidiaries, as well as the accounts of certain variable interest entities (“*VIEs*”) for which we are the primary beneficiary as described in Note 13. Certain investments in companies where we do not have control but have the ability to exercise significant influence are accounted for by the equity method.

Accounting Estimates

Preparation of the Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The more significant estimates made by management relate to the recoverability of non-current assets including goodwill, the useful lives and net realizable values of long-lived assets, environmental and reclamation liabilities including asset retirement obligations (“*AROs*”), the costs of our employee benefit obligations for pension plans and postretirement benefits, income tax related accounts including the valuation allowance against deferred income tax assets, Canadian resource tax and royalties, inventory valuation and accruals for pending legal and environmental matters. Actual results could differ from these estimates.

Revenue Recognition

Revenue on North American sales is recognized when the product is delivered to the customer and/or when the risks and rewards of ownership are otherwise transferred to the customer and when the price is fixed or determinable. Revenue on North American export sales is recognized upon the transfer of title to the customer and when the other revenue recognition criteria have been met, which generally occurs when product enters international waters. Revenue from sales originating outside of North America is recognized upon transfer of title to the customer based on contractual terms of each arrangement and when the other revenue recognition criteria have been met. Shipping and handling costs are included as a component of cost of goods sold.

Income Taxes

In preparing our Consolidated Financial Statements, we utilize the asset and liability approach in accounting for income taxes. We recognize income taxes in each of the jurisdictions in which we

have a presence. For each jurisdiction, we estimate the actual amount of income taxes currently payable or receivable, as well as deferred income tax assets and liabilities attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which these temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

A valuation allowance is provided for those deferred tax assets for which it is more likely than not that the related tax benefits will not be realized. We evaluate our ability to realize the tax benefits associated with deferred tax assets by analyzing the relative impact of all the available positive and negative evidence regarding our forecasted taxable income using both historical and projected future operating results, the reversal of existing taxable temporary differences, taxable income in prior carry-back years (if permitted) and the availability of tax planning strategies. A valuation allowance will be recorded in each jurisdiction in which a deferred income tax asset is recorded when it is more likely than not that the deferred income tax asset will not be realized. Changes in deferred tax asset valuation allowances, including those established in our Combination, impact income tax expense.

We recognize excess tax benefits or shortfalls associated with share-based compensation in equity only when realized. When assessing whether excess tax benefits or shortfalls relating to share-based compensation have been realized, we follow the with-and-without approach excluding any indirect effects of the excess tax effects. Under this approach, excess tax benefits or shortfalls related to share-based compensation are generally not deemed to be realized until after the utilization of all other applicable tax benefits or shortfalls available to us.

Accounting for uncertain income tax positions is determined by prescribing a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. This minimum threshold is that a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than a fifty percent likelihood of being realized upon ultimate settlement. We recognize interest and penalties within our provision for income taxes on our Consolidated Statements of Earnings.

We have not recorded U.S. deferred income taxes on certain of our non-U.S. subsidiaries' undistributed earnings as such amounts are intended to be reinvested outside of the United States indefinitely. However, should we change our business and tax strategies in the future and decide to repatriate a portion of these earnings to one of our U.S. subsidiaries, including cash maintained by these non-U.S. subsidiaries, additional tax liabilities would be incurred. It is not practical to estimate the amount of additional U.S. tax liabilities we would incur.

Canadian Resource Taxes and Royalties

We pay Canadian resource taxes consisting of the Potash Production Tax and resource surcharge. The Potash Production Tax is a Saskatchewan provincial tax on potash production and consists of a base payment and a profits tax. The profits tax is calculated on the potash content of each tonne sold from each Saskatchewan mine, net of certain operating expenses and a depreciation allowance. We also pay a percentage of the value of resource sales from our Saskatchewan mines. In addition to the Canadian resource taxes, royalties are payable to the mineral owners with respect to potash reserves or production of potash. These resource taxes and royalties are

recorded in our cost of goods sold. Our Canadian resource tax and royalty expenses were \$327.1 million, \$294.2 million and \$127.9 million for fiscal 2012, 2011 and 2010, respectively.

Foreign Currency Translation

The Company's reporting currency is the U.S. dollar; however, for operations located in Canada and Brazil, the functional currency is the local currency. Assets and liabilities of these foreign operations are translated to U.S. dollars at exchange rates in effect at the balance sheet date, while income statement accounts and cash flows are translated to U.S. dollars at the average exchange rates for the period. For these operations, translation gains and losses are recorded as a component of accumulated other comprehensive income in equity until the foreign entity is sold or liquidated. Transaction gains and losses result from transactions that are denominated in a currency other than the functional currency of the operation, primarily accounts receivable in our Canadian entities denominated in U.S. dollars, and accounts payable in Brazil denominated in U.S. dollars. These foreign currency transaction gains and losses are presented separately in the Consolidated Statement of Earnings.

Cash and Cash Equivalents

Cash and cash equivalents include short-term, highly liquid investments with original maturities of 90 days or less, and other highly liquid investments that are payable on demand such as money market accounts, certain certificates of deposit and repurchase agreements. The carrying amount of such cash equivalents approximates their fair value due to the short-term and highly liquid nature of these instruments.

Concentration of Credit Risk

In the U.S., we sell our products to manufacturers, distributors and retailers primarily in the Midwest and Southeast. Internationally, our phosphate and potash products are sold primarily through two North American export associations. A concentration of credit risk arises from our sales and accounts receivable associated with the international sales of potash product through Canpotex. We consider our concentration risk related to the Canpotex receivable to be mitigated by their credit policy which requires the underlying receivables to be substantially insured or secured by letters of credit. As of May 31, 2012 and 2011, \$200.7 million and \$186.4 million, respectively, of accounts receivable were due from Canpotex. In fiscal 2012, 2011 and 2010, sales to Canpotex were \$1.3 billion, \$992.9 million and \$602.1 million, respectively.

Receivables and Allowance for Doubtful Accounts

Accounts receivable are recorded at face amount less an allowance for doubtful accounts. On a regular basis, we evaluate outstanding accounts receivable and establish the allowance for doubtful accounts based on a combination of specific customer circumstances as well as credit conditions and a history of write-offs and subsequent collections.

Included in other assets are long-term accounts receivable of \$16.9 million and \$27.8 million as of May 31, 2012 and 2011, respectively. In accordance with our allowance for doubtful accounts policy, we have recorded allowances against these long-term accounts receivable of \$13.5 million and \$20.4 million, respectively.

Inventories

Inventories of raw materials, work-in-process products, finished goods and operating materials and supplies are stated at the lower of cost or market. Costs for substantially all finished goods and work-in-process inventories include materials, production labor and overhead and are determined using the weighted average cost basis. Cost for substantially all raw materials is determined using the first-in first-out cost basis.

Market value of our inventory is defined as forecasted selling prices less reasonably predictable selling costs (net realizable value). Significant management judgment is involved in estimating forecasted selling prices including various demand and supply variables. Examples of demand variables include grain and oilseed prices, stock-to-use ratios and changes in inventories in the crop nutrients distribution channels. Examples of supply variables include forecasted prices of raw materials, such as phosphate rock, sulfur, ammonia, and natural gas, estimated operating rates and industry crop nutrient inventory levels. Results could differ materially if actual selling prices differ materially from forecasted selling prices. Charges for lower of cost or market are recognized in our Consolidated Statements of Earnings in the period when there is evidence of a decline of market value below cost.

To determine the cost of inventory, we allocate fixed expense to the costs of production based on the normal capacity, which refers to a range of production levels and is considered the production expected to be achieved over a number of periods or seasons under normal circumstances, taking into account the loss of capacity resulting from planned maintenance. Fixed overhead costs allocated to each unit of production should not increase due to abnormally low production. Those excess costs are recognized as a current period expense. When a production facility is completely shut down temporarily, it is considered “idle”, and all related expenses are charged to cost of goods sold.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Costs of significant assets include capitalized interest incurred during the construction and development period. Repairs and maintenance, including planned major maintenance and plan turnaround costs, are expensed when incurred.

Depletion expenses for mining operations, including mineral reserves, are generally determined using the units-of-production method based on estimates of recoverable reserves. Depreciation is computed principally using the straight-line method over the following useful lives: machinery and equipment three to 25 years, and buildings and leasehold improvements three to 40 years.

We estimate initial useful lives based on experience and current technology. These estimates may be extended through sustaining capital programs. Factors affecting the fair value of our assets may also affect the estimated useful lives of our assets and these factors can change. Therefore, we periodically review the estimated remaining lives of our facilities and other significant assets and adjust our depreciation rates prospectively where appropriate.

Leases

Leases in which the risk of ownership is retained by the lessor are classified as operating leases. Leases which substantially transfer all of the benefits and risks inherent in ownership to the lessee are classified as capital leases. Assets acquired under capital leases are depreciated on the same basis as property, plant and equipment. Rental payments are expensed on a straight-line basis. Leasehold improvements are depreciated over the depreciable lives of the corresponding fixed assets or the related lease term, whichever is shorter.

Investments

Except as discussed in Note 13 of our Notes to Consolidated Financial Statements, with respect to variable interest entities, investments in the common stock of affiliated companies in which our ownership interest is 50% or less and in which we exercise significant influence over operating and financial policies are accounted for using the equity method which includes eliminating the effects of any material intercompany transactions.

Recoverability of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The carrying amount of a long-lived asset group is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset group. If it is determined that an impairment loss has occurred, the loss is measured as the amount by which the carrying amount of the long-lived asset group exceeds its fair value.

Goodwill

Goodwill is carried at cost, not amortized, and represents the excess of the purchase price and related costs over the fair value assigned to the net identifiable assets of a business acquired. We test goodwill for impairment at the reporting unit level on an annual basis or upon the occurrence of events that may indicate possible impairment. The goodwill impairment test is performed in two phases. The first step compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. However, if the carrying amount of the reporting unit exceeds its fair value, the implied fair value of the reporting unit's goodwill would be compared with the carrying amount of that goodwill. An impairment loss would be recorded to the extent that the carrying amount of goodwill exceeds its implied fair value. We have established the second quarter of our fiscal year as the period for our annual test for impairment of goodwill and the test resulted in no impairment in the periods presented.

Environmental Costs

Accruals for estimated costs are recorded when environmental remediation efforts are probable and the costs can be reasonably estimated. In determining these accruals, we use the most current information available, including similar past experiences, available technology, consultant evaluations, regulations in effect, the timing of remediation and cost-sharing arrangements.

Asset Retirement Obligations

We recognize AROs in the period in which we have an existing legal obligation associated with the retirement of a tangible long-lived asset, and the amount of the liability can be reasonably estimated. The ARO is recognized at fair value when the liability is incurred. Upon initial recognition of a liability, that cost is capitalized as part of the related long-lived asset and depreciated on a straight-line basis over the remaining estimated useful life of the related asset. The liability is adjusted in subsequent periods through accretion expense which represents the increase in the present value of the liability due to the passage of time. Such depreciation and accretion expenses are included in cost of goods sold for operating facilities and other operating expense for indefinitely closed facilities.

Litigation

We are involved from time to time in claims and legal actions incidental to our operations, both as plaintiff and defendant. We have established what we currently believe to be adequate accruals for pending legal matters. These accruals are established as part of an ongoing worldwide assessment of claims and legal actions that takes into consideration such items as advice of legal counsel, individual developments in court proceedings, changes in the law, changes in business focus, changes in the litigation environment, changes in opponent strategy and tactics, new developments as a result of ongoing discovery, and past experience in defending and settling similar claims. The litigation accruals at any time reflect updated assessments of the then-existing claims and legal actions. The final outcome or potential settlement of litigation matters could differ materially from the accruals which we have established. For significant individual cases, we accrue legal costs expected to be incurred.

Pension and Other Postretirement Benefits

Mosaic offers a number of benefit plans that provide pension and other benefits to qualified employees. These plans include defined benefit pension plans, supplemental pension plans, defined contribution plans and other postretirement benefit plans.

We accrue the funded status of our plans, which is representative of our obligations under employee benefit plans and the related costs, net of plan assets measured at fair value. The cost of pensions and other retirement benefits earned by employees is generally determined with the assistance of an actuary using the projected benefit method prorated on service and management's best estimate of expected plan investment performance, salary escalation, retirement ages of employees and expected healthcare costs.

Share-Based Compensation

We measure the cost of employees' services received in exchange for an award of equity instruments based on grant-date fair value of the award, and recognize the cost over the period during which the employee is required to provide service in exchange for the award. Our granted awards consist of stock options that generally vest annually in equal amounts over a three-year period and have an exercise price equal to the fair market value of our common stock on the date of grant, restricted stock units that generally cliff vest after three years and have a fair value equal to the market price of our stock at the date of grant and performance units that vest after a three-year period and are recorded at their fair value at the grant date. We recognize compensation expense for awards on a straight-line basis over the requisite service period.

Derivative Activities

We periodically enter into derivatives to mitigate our exposure to foreign currency risks and the effects of changing commodity and freight prices. We record all derivatives on the Consolidated Balance Sheets at fair value. The fair value of these instruments is determined by using quoted market prices, third party comparables, or internal estimates. We net our derivative asset and liability positions when we have a master netting arrangement in place. Changes in the fair value of the foreign currency, commodity, and freight derivatives are immediately recognized in earnings because we do not apply hedge accounting treatment to these instruments.

Earnings Per Share (Details)
(USD \$)

**In Millions, except Per Share
data, unless otherwise
specified**

12 Months Ended

May 31, May 31, May 31,
2012 2011 2010

Earnings Per Share Reconciliation [Abstract]

<u>Net earnings attributable to Mosaic</u>	\$ 1,930.2	\$ 2,514.6	\$ 827.1
<u>Basic weighted average common shares outstanding</u>	435.2	446.0	445.1
<u>Dilutive impact of share-based awards</u>	1.3	1.5	1.5
<u>Diluted weighted average common shares outstanding</u>	436.5	447.5	446.6
<u>Net Earnings per share attributable to Mosaic- basic</u>	\$ 4.44	\$ 5.64	\$ 1.86
<u>Net Earnings per share attributable to Mosaic- diluted</u>	\$ 4.42	\$ 5.62	\$ 1.85

Earnings Per Share Additional Disclosure [Abstract]

<u>Shares subject to issuance upon exercise of stock options, restricted stock awards and performance units</u>	0.5	0.4	0.4
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**Pension Plans and Other
Benefits - Other Disclosures
(Details) (USD \$)
In Millions, unless otherwise
specified**

**12
Months
Ended**
May May May
31, 31, 31,
2012 2011 2010

Defined Benefit Pension Plans And Defined Benefit Postretirement Plans Disclosure
Abstract

<u>Maximum potential annual amount of pension cost for former Cargill employees</u>	\$ 2.0		
<u>Maximum aggregate amount of pension cost for former Cargill employees</u>	19.2		
<u>Remaining aggregate amount of potential pension cost for former Cargill employees</u>	6.9		
<u>Actual annual amount of pension cost for former Cargill employees</u>	3.6	2.9	1.1
<u>The estimated net actuarial gain (loss) for the pension plans and postretirement plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost in the next fiscal year</u>	17.3		
<u>The estimated prior service cost for the pension plans and postretirement plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost in the next fiscal year</u>	3.0		
<u>The amount of estimated cash contribution to the defined benefit pension plans needed next fiscal year to meet minimum funding requirements</u>	33.4		
<u>The amount of cash contribution to the defined benefit postretirement medical plans needed next fiscal year to meet minimum funding requirements</u>	\$ 6.3		

**Financing Arrangements -
Long-term debt (Details)
(USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

May 31, 2012 May 31, 2011

Long Term Debt Noncurrent Abstract

<u>Stated value of issued debt</u>	\$ 1,014.9	\$ 803.4
<u>Fair value adjustment of debt</u>	3.7	5.9
<u>Discount on Notes Issuance</u>	(8.1)	
<u>Total long-term debt</u>	1,010.5	809.3
<u>Less current portion</u>	0.5	48.0
<u>Total long-term debt, less current maturities</u>	1,010.0	761.3
<u>Aggregate stated value of current portion of issued debt</u>	0.9	47.4
<u>Aggregate fair value adjustment of current portion of long-term debt</u>	0.3	0.6
<u>Aggregate stated value of noncurrent portion of issued debt</u>	1,014.0	756.0
<u>Fair Value Option Aggregate Differences Long Term Debt Noncurrent</u>	3.4	5.3
<u>Debt Instrument Unamortized Discount Premium Current Portion</u>	0.7	
<u>Debt Instrument Unamortized Discount Premium Noncurrent Portion</u>	7.4	

Long-term debt - other disclosures:

<u>Extinguishment of debt amount</u>	469.3	
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Long Term Debt By Maturity Abstract

<u>2012</u>	0.5	
<u>2013</u>	1.1	
<u>2014</u>	1.1	
<u>2015</u>	6.0	
<u>2016</u>	1.1	
<u>Thereafter</u>	1,000.7	
<u>Total</u>	1,010.5	809.3

Industrial Revenue Bond [Member]

Long Term Debt Noncurrent Abstract

<u>Stated value of issued debt</u>	17.6	44.7
<u>Fair value adjustment of debt</u>	0	1.0
<u>Total long-term debt</u>	17.6	45.7

Stated interest rates:

<u>Stated interest rates - lowest rate</u>	1.56%
<u>Stated interest rates - highest rate</u>	0.00%
<u>Effective interest rate</u>	1.56%

Long-term debt - other disclosures:

<u>Maturity year - earliest</u>	2040
<u>Maturity year - latest</u>	

Long Term Debt By Maturity Abstract

<u>Total</u>	17.6	45.7
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Unsecured Notes [Member]

Long Term Debt Noncurrent Abstract

<u>Stated value of issued debt</u>	750.0	469.4
<u>Fair value adjustment of debt</u>	0	0.7
<u>Discount on Notes Issuance</u>	(8.1)	
<u>Total long-term debt</u>	741.9	470.1
<u>Stated interest rates:</u>		
<u>Stated interest rates - lowest rate</u>	3.75%	
<u>Stated interest rates - highest rate</u>	4.88%	
<u>Effective interest rate</u>	4.30%	
<u>Long-term debt - other disclosures:</u>		
<u>Maturity year - earliest</u>	2021	
<u>Maturity year - latest</u>	2041	
<u>Long Term Debt By Maturity Abstract</u>		
<u>Total</u>	741.9	470.1
Unsecured Debentures [Member]		
<u>Long Term Debt Noncurrent Abstract</u>		
<u>Stated value of issued debt</u>	236.1	254.6
<u>Fair value adjustment of debt</u>	3.7	4.2
<u>Total long-term debt</u>	239.8	258.8
<u>Stated interest rates:</u>		
<u>Stated interest rates - lowest rate</u>	7.30%	
<u>Stated interest rates - highest rate</u>	7.38%	
<u>Effective interest rate</u>	7.08%	
<u>Long-term debt - other disclosures:</u>		
<u>Maturity year - earliest</u>	2018	
<u>Maturity year - latest</u>	2028	
<u>Long Term Debt By Maturity Abstract</u>		
<u>Total</u>	239.8	258.8
Capital Lease And Other Obligations [Member]		
<u>Long Term Debt Noncurrent Abstract</u>		
<u>Stated value of issued debt</u>	11.2	34.7
<u>Fair value adjustment of debt</u>	0	0
<u>Total long-term debt</u>	11.2	34.7
<u>Stated interest rates:</u>		
<u>Stated interest rates - lowest rate</u>	5.50%	
<u>Stated interest rates - highest rate</u>	8.90%	
<u>Effective interest rate</u>	7.94%	
<u>Long-term debt - other disclosures:</u>		
<u>Maturity year - earliest</u>	2014	
<u>Maturity year - latest</u>	2016	
<u>Long Term Debt By Maturity Abstract</u>		
<u>Total</u>	\$ 11.2	\$ 34.7

Share-based Payments

12 Months Ended
May 31, 2012

[Disclosure of Compensation Related Costs, Share Based Payments \[Abstract\]](#)

[Disclosure Of Compensation Related Costs Share Based Payments \[Text Block\]](#)

20. SHARE-BASED PAYMENTS

We sponsor one share-based compensation plan. The Mosaic Company 2004 Omnibus Stock and Incentive Plan (the “*Omnibus Plan*”), which was approved by shareholders and became effective October 20, 2004 and amended most recently on May 11, 2011, permits the grant of shares and share options to employees for up to 25 million shares of common stock. The Omnibus Plan provides for grants of stock options, restricted stock, restricted stock units, performance units and a variety of other share-based and non-share-based awards. Our employees, officers, directors, consultants, agents, advisors, and independent contractors, as well as other designated individuals, are eligible to participate in the Omnibus Plan. Mosaic settles stock option exercises, restricted stock units and performance units with newly issued common shares. The Compensation Committee of the Board of Directors administers the Omnibus Plan subject to its provisions and applicable law.

Stock Options

Stock options are granted with an exercise price equal to the market price of our stock at the date of grant and have a ten-year contractual term. The fair value of each option award is estimated on the date of the grant using the Black-Scholes option valuation model. Stock options vest in equal annual installments in the first three years following the date of grant (graded vesting). Stock options are expensed on a straight-line basis over the required service period, based on the estimated fair value of the award on the date of grant, net of estimated forfeitures.

Valuation Assumptions

Assumptions used to calculate the fair value of stock options in each period are noted in the following table. For fiscal 2012, expected volatility is based on the simple average of implied and historical volatility using the daily closing prices of the Company's stock for a period equal to the expected term of the option. Previously, expected volatility was based on the combination of our and IMC's historical six-year volatility of common stock. For fiscal 2012, the expected term of the options is calculated using historical employee grant and exercise data. Previously, the expected term of the options was calculated using the simplified method described in SEC Staff Accounting Bulletin 110, *Use of a Simplified Method in Developing an Estimate of Expected Term of “Plain Vanilla” Share Options*, under which the Company can take the midpoint of the vesting date and the full contractual term. The risk-free interest rate is based on the U.S. Treasury rate at the time of the grant for instruments of comparable life.

	Years ended May 31,		
	2012	2011	2010
Weighted average assumptions used in option valuations:			
Expected volatility	51.80%	60.46%	60.50%
Expected dividend yield	0.28%	0.44%	0.40%
Expected term (in years)	5.0	6.0	6.0
Risk-free interest rate	1.46%	2.13%	3.01%

A summary of the status of our stock options as of May 31, 2012, and activity during fiscal 2012, is as follows:

	Shares (in millions)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding as of June 1, 2011	2.4	\$ 37.88	6.3	\$ 89.2
Granted	0.2	70.62		
Exercised	(0.1)	21.21		

Outstanding as of May 31, 2012	2.5	\$ 41.93	5.8	\$ 34.6
Exercisable as of May 31, 2012	1.9	\$ 36.72	4.9	\$ 33.9

The weighted-average grant date fair value of options granted during fiscal 2012, 2011 and 2010 was \$30.96, \$26.38 and \$29.78, respectively. The total intrinsic value of options exercised during fiscal 2012, 2011 and 2010 was \$5.5 million, \$54.1 million and \$25.3 million, respectively.

Restricted Stock Units

Restricted stock units are issued to various employees, officers and directors at a price equal to the market price of our stock at the date of grant. The fair value of restricted stock units is equal to the market price of our stock at the date of grant. Restricted stock units generally cliff vest after three years of continuous service and are expensed on a straight-line basis over the required service period, based on the estimated grant date fair value, net of estimated forfeitures.

A summary of the status of our restricted stock units as of May 31, 2012, and activity during fiscal 2012, is as follows:

	Shares (in millions)	Weighted Average Grant Date Fair Value Per Share
Restricted stock units as of June 1, 2011	0.5	\$ 55.23
Granted	0.2	66.32
Issued and canceled	(0.1)	78.85
Restricted stock units as of May 31, 2012	0.6	\$ 54.47

Performance Units

During fiscal 2012, approximately 100,000 performance units were granted with a weighted average grant date fair value of \$81.10. Final performance units awarded are based on the increase or decrease, subject to certain limitations, in Mosaic's share price from the grant date to the third anniversary of the award. The beginning and ending stock prices are based on a 30 trading-day average stock price. Holders of the awards must be employed at the end of the performance period in order for any shares to vest.

The fair value of each performance unit is determined using a Monte Carlo simulation. This valuation methodology utilizes assumptions consistent with those of our other share-based awards and a range of ending stock prices; however, the expected term of the awards is three years, which impacts the assumptions used to calculate the fair value of performance units as shown in the table below. Performance units are considered equity-classified fixed awards measured at grant-date fair value and not subsequently re-measured. Performance units cliff vest after three years of continuous service. Performance units are expensed on a straight-line basis over the required service period, based on the estimated grant date fair value of the award net of estimate forfeitures.

A summary of the assumptions used to estimate the fair value of performance units is as follows:

	Year ended May 31, 2012
Weighted average assumptions used in performance unit valuations:	
Expected volatility	54.72%
Expected dividend yield	0.28%
Expected term (in years)	3.0
Risk-free interest rate	0.69%

A summary of our performance unit activity during fiscal 2012 is as follows:

	Shares (in millions)	Weighted Average Grant Date Fair Value Per Share
Granted	0.1	81.10
Issued and canceled	-	81.10
Outstanding as of May 31, 2012	<u>0.1</u>	<u>\$ 81.10</u>

We recorded share-based compensation expense of \$25.2 million for fiscal 2012, \$21.9 million for fiscal 2011 and \$23.4 million for fiscal 2010. The tax benefit related to share-based compensation expense was \$8.7 million for fiscal 2012, \$7.8 million for fiscal 2011 and \$8.4 million for fiscal 2010.

As of May 31, 2012, there was \$12.2 million of total unrecognized compensation cost related to options, restricted stock units and performance units granted under the Omnibus Plan. The unrecognized compensation cost is expected to be recognized over a weighted-average period of 1.5 years. The total fair value of options vested in fiscal 2012 and 2011 was \$10.2 million and \$10.7 million, respectively.

Cash received from exercises of all share-based payment arrangements for fiscal 2012, 2011 and 2010 was \$3.0 million, \$20.3 million and \$12.5 million, respectively. In fiscal 2012, 2011 and 2010 we received a tax benefit for tax deductions from options of \$3.7 million, \$20.9 million and \$17.9 million, respectively.

**Accounting for Asset
Retirement Obligations
(Details) (USD \$)
In Millions, unless otherwise
specified**

12 Months Ended

	May 31, 2012	May 31, 2011	May 31, 2010
<u>Asset Retirement Obligation Roll Forward Analysis [Roll Forward]</u>			
<u>Asset retirement obligations, beginning of year</u>	\$ 573.1	\$ 525.9	
<u>Liabilities incurred</u>	27.8	35.0	
<u>Liabilities settled</u>	98.4	73.1	
<u>Accretion expense</u>	32.4	31.6	29.6
<u>Revisions in estimated cash flows</u>	65.4	53.7	
<u>Asset retirement obligations, end of year</u>	600.3	573.1	525.9
<u>Less current portion</u>	87.0	90.6	
<u>Asset Retirement Obligations Noncurrent</u>	\$ 513.3	\$ 482.5	

Cash Flow Information
(Tables)

12 Months Ended
May 31, 2012

[Supplemental Cash Flow Elements \[Abstract\]](#)
[Schedule Of Cash Flow Supplemental Disclosures Table \[Text Block\]](#)

(in millions)	Years Ended May 31,		
	2012	2011	2010
Cash paid during the period for:			
Interest	\$ 76.7	\$ 100.2	\$ 97.3
Less amount capitalized	<u>55.7</u>	<u>57.1</u>	<u>37.3</u>
Cash interest, net	<u>\$ 21.0</u>	<u>\$ 43.1</u>	<u>\$ 60.0</u>
Income taxes	<u>\$ 516.4</u>	<u>\$ 535.2</u>	<u>\$ 488.5</u>

Variable Interest Entities

12 Months Ended
May 31, 2012

[Variable Interest Entities](#)

[\[Abstract\]](#)

[Schedule of variable interest entities](#)

13. VARIABLE INTEREST ENTITIES

Mosaic is the primary beneficiary of and consolidates two variable interest entities (“*VIE's*”) within our Phosphates segment: PhosChem and South Fort Meade Partnership, L.P. (“*SFMP*”). We determine whether we are the primary beneficiary of an entity subject to consolidation based on a qualitative assessment of the purpose and design of the VIE, the risks that the VIE were designed to create and pass along to other entities, the activities of the VIE that could be directed and which entity could direct them, and the expected relative impact of those activities on the economic performance of the VIE. We assess our VIE determination with respect to an entity on an ongoing basis. We have not identified any additional VIEs in which we hold a significant interest.

PhosChem is an export association of United States phosphate producers that markets our phosphate products internationally. We, along with the other member, are, subject to certain conditions and exceptions, contractually obligated to reimburse PhosChem for our respective pro rata share of any operating expenses or other liabilities. PhosChem had net sales of \$2.4 billion, \$2.3 billion and \$1.6 billion for the years ended May 31, 2012, 2011 and 2010, respectively, which are included in our consolidated net sales. PhosChem currently funds its operations through ongoing sales receipts.

We determined that, because we are PhosChem's exclusive export agent for the marketing, solicitation of orders and freighting of dry phosphatic materials, we have the power to direct the activities that most significantly impact PhosChem's economic performance. Because Mosaic accounts for the majority of sales volume marketed through PhosChem, we have the obligation to absorb losses or right to receive benefits that could be significant to PhosChem.

SFMP owns the mineable acres at our South Fort Meade phosphate mine. We have a long-term mineral lease with SFMP which, in general, expires on the earlier of: (i) December 31, 2025, or (ii) the date that we have completed mining and reclamation obligations associated with the leased property. In addition to lease payments, we pay SFMP a royalty on each tonne mined and shipped from the areas that we lease. SFMP had no external sales in fiscal 2012, 2011 and 2010. SFMP previously funded its operations in part through a fixed rate Senior Secured Note which was repaid on December 15, 2010.

We determined that, because we control the day-to-day mining decisions and are responsible for obtaining mining permits, we have the power to direct the activities that most significantly impact SFMP's economic performance. Because of our guaranteed rental and royalty payments to the partnership, we have the obligation to absorb losses or right to receive benefits that could potentially be significant to SFMP.

No additional financial or other support has been provided to these VIE's beyond what was previously contractually required during any periods presented. The carrying amounts and classification of assets and liabilities included in our Consolidated Balance Sheets for these consolidated entities are as follows:

<u>(in millions)</u>	<u>May 31,</u> <u>2012</u>	<u>May 31,</u> <u>2011</u>
Current assets	\$ 138.6	\$ 230.0
Non current assets	<u>49.4</u>	<u>50.7</u>
Total assets	<u>\$ 188.0</u>	<u>\$ 280.7</u>
Current liabilities	\$ 39.6	\$ 63.0
Non current liabilities	<u>-</u>	<u>-</u>
Total liabilities	<u>\$ 39.6</u>	<u>\$ 63.0</u>

Business Segments (Details 2) (USD \$) In Millions, unless otherwise specified	12 Months Ended		
	May 31, 2012	May 31, 2011	May 31, 2010
<u>Revenues From External Customers And Long Lived Assets [Line Items]</u>			
Net sales	\$ 11,107.8	\$ 9,937.8	\$ 6,759.1
Goodwill	1,844.4	1,829.8	1,763.2
Deferred income taxes	50.6	6.5	
India [Member]			
<u>Revenues From External Customers And Long Lived Assets [Line Items]</u>			
Net sales	1,579.7	1,565.9	1,105.9
Brazil [Member]			
<u>Revenues From External Customers And Long Lived Assets [Line Items]</u>			
Net sales	2,161.6	1,810.1	1,092.3
Long-lived assets	158.6	163.6	
Canpotex [Member]			
<u>Revenues From External Customers And Long Lived Assets [Line Items]</u>			
Net sales	1,298.9	992.9	602.1
Canada [Member]			
<u>Revenues From External Customers And Long Lived Assets [Line Items]</u>			
Net sales	786.3	629.9	346.9
Long-lived assets	4,593.2	3,635.9	
China [Member]			
<u>Revenues From External Customers And Long Lived Assets [Line Items]</u>			
Net sales	160.4	115.9	191.9
Australia [Member]			
<u>Revenues From External Customers And Long Lived Assets [Line Items]</u>			
Net sales	290.1	237.8	167.6
Argentina [Member]			
<u>Revenues From External Customers And Long Lived Assets [Line Items]</u>			
Net sales	266.7	233.3	137.0
Thailand [Member]			
<u>Revenues From External Customers And Long Lived Assets [Line Items]</u>			
Net sales	94.0	91.1	123.2
Mexico [Member]			

Revenues From External Customers And Long Lived Assets [Line Items]

Net sales 90.5 101.7 121.8
Chile [Member]

Revenues From External Customers And Long Lived Assets [Line Items]

Net sales 121.1 115.9 108.1
Peru [Member]

Revenues From External Customers And Long Lived Assets [Line Items]

Net sales 95.1 6.6 13.7
Colombia [Member]

Revenues From External Customers And Long Lived Assets [Line Items]

Net sales 155.9 157.6 91.2
Japan [Member]

Revenues From External Customers And Long Lived Assets [Line Items]

Net sales 177.5 166.1 76.2
Other foreign [Member]

Revenues From External Customers And Long Lived Assets [Line Items]

Net sales 209.3 193.7 239.4
Long-lived assets 60.5 66.1
Total foreign [Member]

Revenues From External Customers And Long Lived Assets [Line Items]

Net sales 7,487.1 6,418.5 4,417.3
Long-lived assets 4,812.3 3,865.6
United States [Member]

Revenues From External Customers And Long Lived Assets [Line Items]

Net sales 3,620.7 3,519.3 2,341.8
Long-lived assets 3,402.0 3,400.1
Consolidated [Member]

Revenues From External Customers And Long Lived Assets [Line Items]

Long-lived assets \$ 8,214.3 \$ 7,265.7