

ATTORNEYS AT LAW

WASHINGTON HARBOUR
3000 K STREET, N.W., SUITE 500
WASHINGTON, D.C. 20007-5143
202.672.5300 TEL
202.672.5399 FAX
foley.com

December 28, 2012

WRITER'S DIRECT LINE
202.672.5378
hfogt@foley.com EMAIL

CLIENT/MATTER NUMBER
033209-0101

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Federal Trade Commission
Bureau of Competition
Office of Policy and Evaluation
Room 394-H
600 Pennsylvania Avenue, NW
Washington, DC 20580

Re: *2012 Annual Report of the Phosphate Chemicals Export Association, Inc.*

Dear Sir/Madam:

Pursuant to Section 5 of the Webb-Pomerene Act, please find enclosed the Annual Report to the Federal Trade Commission of the Phosphate Chemicals Export Association, Inc. for the year ending December 31, 2012.

Should you have any questions in this regard, please do not hesitate to contact me.

Sincerely yours,



Howard W. Fogt, Jr.

HWF/lap

Enclosures (1)



BOSTON
BRUSSELS
CENTURY CITY
CHICAGO
DETROIT

JACKSONVILLE
LOS ANGELES
MADISON
MIAMI
MILWAUKEE

NEW YORK
ORLANDO
SACRAMENTO
SAN DIEGO
SAN DIEGO/DEL MAR

SAN FRANCISCO
SHANGHAI
SILICON VALLEY
TALLAHASSEE
TAMPA

TOKYO
WASHINGTON, D.C.

**2012 ANNUAL REPORT OF THE
PHOSPHATE CHEMICALS EXPORT ASSOCIATION, INC.**

In accordance with Section 5 of the Webb-Pomerene Act (15 U.S.C § 65) and Section 1.42 of the Federal Trade Commission Rules of Practice, the Phosphate Chemicals Export Association, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby files this Annual Report. The Association is engaged in export trade, as the term "export trade" is defined in the Act of Congress entitled "An act to promote export trade, and for other purposes," approved April 10, 1918, commonly known as the "Webb-Pomerene Act," and any Acts amendatory thereof or supplementary thereto, and any other lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

The registered office of the Association in its State of Incorporation is located at No. 229 South State Street, Dover, Delaware.

The Association's principal office is located at Suite 110, Lincolnshire Corporate Center, One Overlook Point, Lincolnshire, Illinois 60069.

The Association is a non-stock, non-profit membership cooperative. PhosChem has no stockholders.

As of December 31, 2012, the names and addresses of the Association's current Members are:

Mosaic Crop Nutrition LLC
Suite E490
Atria Corporate Center
3033 Campus Drive
Plymouth, MN 55441

PCS Sales (USA), Inc.
Suite 400
1101 Skokie Boulevard
Northbrook, IL 60062

The names and addresses of the Association's Officers and Directors as of December 31, 2011 are:

Chairman

Mr. Richard McLellan
Mosaic Crop Nutrition LLC
Suite E490
Atria Corporate Center
3033 Campus Drive
Plymouth, MN 55441

President Mr. Gord McKenzie
Phosphate Chemicals Export Association, Inc
Suite 110
Lincolnshire Corporate Center
One Overlook Point
Lincolnshire, IL 60069

Executive Vice President, Assistant Secretary and Compliance Officer Mr. Richard W. Bentley
Phosphate Chemicals Export Association, Inc
Suite 110
Lincolnshire Corporate Center
One Overlook Point
Lincolnshire, IL 60069

Senior Vice President Mr. Warren A. Gresham
Phosphate Chemicals Export Association, Inc
Suite 110
Lincolnshire Corporate Center
One Overlook Point
Lincolnshire, IL 60069

Vice President and Treasurer Ms. Judith Gersch
Phosphate Chemicals Export Association, Inc
Suite 110
Lincolnshire Corporate Center
One Overlook Point
Lincolnshire, IL 60069

Secretary and Legal Counsel Mr. Howard W. Fogt, Jr.
Foley & Lardner LLP
Suite 600
3000 K Street, NW
Washington, DC 20007-5109

Directors Mr. Richard McLellan
Mr. Thomas Philbin
Mosaic Crop Nutrition LLC
Atria Corporate Center - Suite E490
3033 Campus Drive
Plymouth, MN 55441

Dr. Stephen F. Dowdle
Mr. Christopher Reynolds
PCS Sales (USA), Inc.
Suite 400
1101 Skokie Boulevard
Northbrook, IL 60062

