

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Terra Industries Inc.		04/26/2010	CORPORATION: MARYLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Morgan Stanley Senior Funding, Inc., as collateral agent		
<b>Street Address:</b>	1 Pierrepont Plaza		
<b>City:</b>	Brooklyn		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11201		
<b>Entity Type:</b>	Investment Bank: DELAWARE		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3556050	AUS 32 TERRACAIR ULTRAPURE DIESEL EXHAUST TREATMENT	
Registration Number:	2995902	TERRA ENVIROMENTAL TECHNOLOGIES	
Registration Number:	3117695	TERRA ENVIRONMENTAL TECHNOLOGIES A DIVISION OF TERRA INDUSTRIES INC.	
Registration Number:	3448910	TERRACAIR	
Registration Number:	3689943	TERRACAIR ULTRAPURE DIESEL EXHAUST FLUID	
Registration Number:	3556057	TERRACAIR ULTRAPURE DIESEL EXHAUST TREATMENT	
Registration Number:	1625488	AMTRATE	
Serial Number:	77306493	TERRACAIR PLUS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2128198200		
<b>Email:</b>	fcutajar@whitecase.com		

OP \$215.00 3556050

Correspondent Name: White & Case LLP  
Address Line 1: 1155 Avenue of the Americas  
Address Line 2: Patents & Trademarks  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1130558-0039
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	04/27/2010

**Total Attachments: 6**

source=TerraIndInterntITMSecurityInterestToMorganStanley#page1.tif  
source=TerraIndInterntITMSecurityInterestToMorganStanley#page2.tif  
source=TerraIndInterntITMSecurityInterestToMorganStanley#page3.tif  
source=TerraIndInterntITMSecurityInterestToMorganStanley#page4.tif  
source=TerraIndInterntITMSecurityInterestToMorganStanley#page5.tif  
source=TerraIndInterntITMSecurityInterestToMorganStanley#page6.tif

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of Terra Industries Inc., a Maryland corporation and Terra International, Inc., a Delaware corporation, (each, a “Grantor” and collectively, the “Grantors”) each with principal offices at 600 Fourth St., Sioux City, IA 51101, hereby grants to Morgan Stanley Senior Funding, Inc., as Collateral Agent, with principal offices at 1 Pierrepont Plaza, Brooklyn, NY 11201 (the “Grantee”), for the ratable benefit of the Secured Creditors, a security interest in (i) such Grantor’s right, title and interest in, to and under to the United States trademark registrations and trademark applications (the “Marks”) set forth on Schedule A attached hereto, other than any “intent-to-use” applications for Marks unless and until an Amendment to Allege Use or Statement of Use has been filed with and accepted by the United States Patent and Trademark Office only if and to the extent that the grant of a security interest therein would adversely affect the validity of the mark, (ii) all Proceeds (as such term is defined in the Guaranty and Collateral Agreement referred to below) and products of the Marks and (iii) the goodwill of the businesses associated with or symbolized by the Marks.

This Grant is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Guaranty and Collateral Agreement among CF INDUSTRIES HOLDINGS, INC., CF INDUSTRIES, INC., the other grantors from time to time party thereto and the Grantee, dated as of April 5, 2010 (as amended, modified, restated and/or supplemented from time to time, the “Guaranty and Collateral Agreement”).


This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guaranty and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Guaranty and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guaranty and Collateral Agreement, the provisions of the Guaranty and Collateral Agreement shall govern.

This Grant shall be construed in accordance with and governed by the laws of the State of New York.


**[Remainder of this page intentionally left blank; signature page follows]**

IN WITNESS WHEREOF, the Grantors and Grantee have executed this Grant as of the 26<sup>th</sup> day of April, 2010.

TERRA INDUSTRIES INC. as Grantor

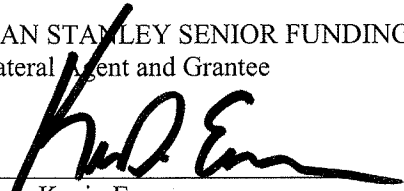
By:   
Name: Randall W. Selgrad  
Title: Vice President

TERRA INTERNATIONAL INC., as Grantor

By:   
Name: Randall W. Selgrad  
Title: Vice President

MORGAN STANLEY SENIOR FUNDING, INC.,  
as Collateral Agent and Grantee

By: \_\_\_\_\_



Name: Kevin Emerson

Title: Vice President

TRADEMARKS

Disclosed Trademarks

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
Canada	AUS 32 TERRACAIR ULTRAPURE DIESEL EXHAUST TREATMENT and Design	TMA744,808	8/6/2009	Terra Industries Inc.	Registered
Canada	DESIGN ONLY (FURROWS DESIGN)	TMA359260	8/4/1989	Terra International, Inc.	Registered
Canada	FURROWS DESIGN	TMA414810	7/23/1993	Terra International, Inc.	Registered
Canada	PRESCRIPTION FOR EXTRA PROFIT	TMA166945	12/19/1969	Terra International, Inc	Registered
Canada	TERRA	TMA326056	4/10/1987	Terra International, Inc	Registered
Canada	TERRA	TMA232382	3/23/1979	Terra International, Inc	Registered
Canada	TERRA	TMA243770	4/25/1980	Terra International, Inc	Registered
Canada	TERRA	TMA272059	8/27/1982	Terra International, Inc	Registered
Canada	TERRA	TMA387183	8/2/1991	Terra International, Inc	Registered
Canada	TERRA	TMA275129	12/24/1982	Terra International, Inc	Registered
Canada	TERRA and Design	TMA269169	5/21/1982	Terra International, Inc	Registered
Canada	TERRA and Design	TMA361368	10/27/1989	Terra International, Inc	Registered
Canada	TERRA and Design	TMA362231	11/3/1989	Terra International, Inc	Registered
Canada	TERRA and Design	TMA406412	12/18/1992	Terra International, Inc	Registered
Canada	TERRA CHEMICALS	TMA267211	3/12/1982	Terra International, Inc.	Registered
Canada	TERRA ENVIRONMENTAL TECHNOLOGIES	TMA736984	3/26/2009	Terra Industries Inc.	Registered
Canada	TERRA ENVIRONMENTAL TECHNOLOGIES A DIVISION OF TERRA INDUSTRIES INC.	TMA736982	3/26/2009	Terra Industries Inc.	Registered
Canada	TERRA EXPRESS	TMA475877	5/7/1997	Terra International, Inc	Registered
Canada	TERRA EXPRESS and Design	TMA475876	5/7/1997	Terra International, Inc	Registered
Canada	TERRACAIR	TMA747543	9/14/2009	Terra Industries Inc.	Registered
Canada	TERRACAIR PLUS	TMA747542	9/14/2009	Terra Industries Inc.	Registered
Canada	TERRACAIR ULTRAPURE DIESEL EXHAUST FLUID	TMA741422	6/4/2009	Terra Industries Inc.	Registered
Canada	TERRACAIR ULTRAPURE DIESEL EXHAUST TREATMENT	TMA744817	8/6/2009	Terra Industries Inc.	Registered
Canada	TERRAN	TMA266432	2/12/1982	Terra International, Inc	Registered
Canada	TERREA	TMA272581	10/8/1982	Terra International, Inc	Registered
Canada	TERREX	TMA243769	4/25/1980	Terra International, Inc	Registered
CTM	TERRACAIR	6837298	1/21/2009	Terra Industries Inc.	Registered
CTM	TERRACAIR PLUS	6837769	1/21/2009	Terra Industries Inc.	Registered

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
CTM	TERRACAIR ULTRAPURE DIESEL EXHAUST FLUID	6838056	1/21/2009	Terra Industries Inc.	Registered
CTM	TERRACAIR ULTRAPURE DIESEL EXHAUST TREATMENT	6837934	1/21/2009	Terra Industries Inc.	Registered
CTM	TerraCair ULTRAPURE DIESEL EXHAUST TREATMENT and design	6837603	1/21/2009	Terra Industries Inc.	Registered
Mexico	AUS 32 TERRACAIR ULTRAPURE DIESEL EXHAUST TREATMENT and Design	66903	10/16/2008	Terra Industries Inc.	Registered
Mexico	TERRACAIR	1066904	10/16/2008	Terra Industries Inc.	Registered
Mexico	TERRACAIR PLUS	1066907	10/16/2008	Terra Industries Inc.	Registered
Mexico	TERRACAIR ULTRAPURE DIESEL EXHAUST FLUID	1066906	10/16/2008	Terra Industries Inc.	Registered
Mexico	TERRACAIR ULTRAPURE DIESEL EXHAUST TREATMENT	1066905	10/16/2008	Terra Industries Inc.	Registered
US	AUS 32 TERRACAIR ULTRAPURE DIESEL EXHAUST TREATMENT	3556050	10/16/2007	Terra Industries Inc.	Registered
US	DESIGN ONLY	1382652	2/11/1986	Terra International, Inc.	Registered
US	DESIGN ONLY (FURROWS DESIGN)	1663394	11/5/1991	Terra International, Inc.	Registered
US	DESIGN ONLY (FURROWS DESIGN)	1529678	3/14/1989	Terra International, Inc.	Registered
US	DESIGN ONLY	1567421	11/21/1989	Terra International, Inc.	Registered
US	TERRA	1055842	1/11/1977	Terra International, Inc.	Registered
US	TERRA	1070213	7/26/1977	Terra International, Inc.	Registered
US	TERRA	1722524	10/6/1992	Terra International, Inc.	Registered
US	TERRA	1400640	7/8/1986	Terra International, Inc.	Registered
US	TERRA	1642045	4/23/1991	Terra International, Inc.	Registered
US	TERRA	1572690	12/26/1989	Terra International, Inc.	Registered
US	TERRA	1572689	12/26/1989	Terra International, Inc.	Registered
US	TERRA and Design	1573691	12/26/1989	Terra International, Inc.	Registered
US	TERRA and Design	1467827	12/8/1987	Terra International, Inc.	Registered
US	TERRA and Design	1529677	3/14/1989	Terra International, Inc.	Registered
US	TERRA ENVIRONMENTAL TECHNOLOGIES	2995902	9/13/2005	Terra Industries Inc.	Registered

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
US	TERRA ENVIRONMENTAL TECHNOLOGIES A DIVISION OF TERRA INDUSTRIES INC. and Design	3117695	7/18/2006	Terra Industries Inc.	Registered
US	TERRA EXPRESS	1722525	10/6/1992	Terra International, Inc.	Registered
US	TERRA NITROGEN	2234501	3/23/1999	Terra International Inc.	Registered
US	TERRA Stylized Letters	1473718	1/26/1988	Terra International, Inc.	Registered
US	TERRA Stylized Letters	1548244	7/18/1989	Terra International, Inc.	Registered
US	TERRA Stylized Letters	1572245	12/19/1989	Terra International, Inc.	Registered
US	TERRACAIR	3448910	6/17/2008	Terra Industries Inc.	Registered
US	TERRACAIR PLUS	(77-306493)	(10/17/2007)	Terra Industries Inc.	Pending
US	TERRACAIR ULTRAPURE DIESEL EXHAUST FLUID	3689943	9/29/2009	Terra Industries Inc.	Registered
US	TERRACAIR ULTRAPURE DIESEL EXHAUST TREATMENT	3556057	1/6/2009	Terra Industries Inc.	Registered
US	TERRACENTRE	1400639	7/8/1986	Terra International, Inc.	Registered
US	TERRASOL 28	2832692	4/13/2004	Terra International Inc.	Registered
US	TERRASOL 32	2832694	4/13/2004	Terra International Inc.	Registered
US	TERRASOL THE NEXT BEST THING TO RAIN	2832721	4/13/2004	Terra International Inc.	Registered

#### Undisclosed Trademarks

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
Canada	R and Design	TMA297274	11/23/1984	Terra International, Inc.	Registered
Canada	RIVERSIDE	TMA284779	11/10/1983	Terra International, Inc.	Registered
Mexico	TERRA	570470	2/25/1998	Terra International, Inc.	Registered
US	AMTRATE	1625488	12/4/1990	Terra Industries Inc.	Registered
US	DESIGN ONLY	1556375	9/19/1989	Terra International, Inc.	Registered
US	T E R R A and Design	875909	9/2/1989	Terra International, Inc.	Registered
US	TERRA	1564205	11/7/1989	Terra International, Inc.	Registered
US	TERRA and Design	1568053	11/28/1989	Terra International, Inc.	Registered
US	TERRA SYSTEM	1294062	9/11/1984	Terra International, Inc.	Registered
US State Georgia	RIVERSIDE Stylized Letters	T6722	4/21/1986	Terra International, Inc.	Registered

#### TRADEMARK APPLICATIONS

None.