

POTASH CORP OF SASKATCHEWAN INC  
Form 10-Q  
August 06, 2008

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

**FORM 10-Q**

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

**For the Quarterly Period Ended June 30, 2008**

**OR**

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

**Commission File Number 1-10351**

**POTASH CORPORATION OF SASKATCHEWAN INC.**

*(Exact name of registrant as specified in its charter)*

**Canada**

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

**N/A**

*(I.R.S. Employer  
Identification No.)*

**122 1st Avenue South**  
**Saskatoon, Saskatchewan, Canada**  
*(Address of principal executive offices)*

**S7K 7G3**  
*(Zip Code)*

**306-933-8500**

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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 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

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company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).

YES     NO

As at July 31, 2008, Potash Corporation of Saskatchewan Inc. had 304,967,498 Common Shares outstanding.

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**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****Potash Corporation of Saskatchewan Inc.**

**Condensed Consolidated Statements of Financial Position**  
(in millions of US dollars except share amounts)  
**(unaudited)**

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 269.9	\$ 719.5
Accounts receivable	1,091.1	596.2
Inventories (Note 2)	605.0	428.1
Prepaid expenses and other current assets	57.0	36.7
Current portion of derivative instrument assets	96.1	30.8
	<b>2,119.1</b>	<b>1,811.3</b>
Derivative instrument assets	285.8	104.2
Property, plant and equipment	4,172.1	3,887.4
Investments (Note 3)	5,020.9	3,581.5
Other assets	262.0	210.7
Intangible assets	22.8	24.5
Goodwill	97.0	97.0
	<b>\$ 11,979.7</b>	<b>\$ 9,716.6</b>
<b>Liabilities</b>		
Current liabilities		
Short-term debt	\$ 932.3	\$ 90.0
Accounts payable and accrued charges	1,476.6	911.7
Current portion of long-term debt	0.2	0.2
	<b>2,409.1</b>	<b>1,001.9</b>
Long-term debt	1,339.2	1,339.4
Future income tax liability	1,237.9	988.1
Accrued pension and other post-retirement benefits	254.0	244.8

Accrued environmental costs and asset retirement obligations	<b>125.0</b>	121.0
Other non-current liabilities and deferred credits	<b>3.4</b>	2.7
	<b>5,368.6</b>	3,697.9
<b>Contingencies and Guarantees</b> (Notes 15 and 16, respectively)		
<b>Shareholders Equity</b>		
Share capital (Note 5)	<b>1,440.7</b>	1,461.3
Unlimited authorization of common shares without par value; issued and outstanding 306,596,987 and 316,411,209 at June 30, 2008 and December 31, 2007, respectively		
Unlimited authorization of first preferred shares; none outstanding		
Contributed surplus	<b>126.3</b>	98.9
Accumulated other comprehensive income	<b>3,337.9</b>	2,178.9
Retained earnings	<b>1,706.2</b>	2,279.6
	<b>6,611.1</b>	6,018.7
	<b>\$ 11,979.7</b>	\$ 9,716.6

(See Notes to the Condensed Consolidated Financial Statements)

## Potash Corporation of Saskatchewan Inc.

**Condensed Consolidated Statements of Operations and Retained Earnings**  
(in millions of US dollars except per-share amounts)  
(unaudited)

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30</b>		<b>June 30</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
<b>Sales</b> (Note 9)	<b>\$ 2,621.0</b>	\$ 1,353.1	<b>\$ 4,511.6</b>	\$ 2,507.8
Less: Freight	<b>103.4</b>	92.3	<b>205.8</b>	174.2
Transportation and distribution	<b>33.3</b>	32.6	<b>65.6</b>	63.6
Cost of goods sold	<b>1,047.0</b>	726.8	<b>1,946.9</b>	1,398.9
 <b>Gross Margin</b>	 <b>1,437.3</b>	 501.4	 <b>2,293.3</b>	 871.1
 Selling and administrative	 <b>79.7</b>	 73.5	 <b>126.9</b>	 114.1
Provincial mining and other taxes	<b>163.0</b>	34.6	<b>262.4</b>	67.1
Foreign exchange loss (gain)	<b>1.9</b>	39.5	<b>(25.8)</b>	41.5
Other income (Note 12)	<b>(103.3)</b>	(68.5)	<b>(115.2)</b>	(82.2)
	<b>141.3</b>	79.1	<b>248.3</b>	140.5
 <b>Operating Income</b>	 <b>1,296.0</b>	 422.3	 <b>2,045.0</b>	 730.6
<b>Interest Expense</b> (Note 13)	<b>15.7</b>	20.8	<b>26.9</b>	46.3
 <b>Income Before Income Taxes</b>	 <b>1,280.3</b>	 401.5	 <b>2,018.1</b>	 684.3
<b>Income Taxes</b> (Note 7)	<b>375.2</b>	115.8	<b>547.0</b>	200.6
 <b>Net Income</b>	 <b>\$ 905.1</b>	 \$ 285.7	 <b>1,471.1</b>	 483.7
 <b>Retained Earnings, Beginning of Period</b>			 <b>2,279.6</b>	 1,286.4
<b>Repurchase of Common Shares</b> (Note 5)			<b>(1,981.7)</b>	-
<b>Change in Accounting Policy</b>			-	0.2
<b>Dividends</b>			<b>(62.8)</b>	(47.3)
 <b>Retained Earnings, End of Period</b>			 <b>\$ 1,706.2</b>	 \$ 1,723.0

**Net Income Per Share** (Note 8)

<b>Basic</b>	<b>\$ 2.91</b>	\$ 0.91	<b>\$ 4.70</b>	\$ 1.53
<b>Diluted</b>	<b>\$ 2.82</b>	\$ 0.88	<b>\$ 4.54</b>	\$ 1.50

<b>Dividends Per Share</b>	<b>\$ 0.10</b>	\$ 0.10	<b>\$ 0.20</b>	\$ 0.15
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(See Notes to the Condensed Consolidated Financial Statements)

**Potash Corporation of Saskatchewan Inc.****Condensed Consolidated Statements of Cash Flow**  
(in millions of US dollars)  
(unaudited)

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30</b>		<b>June 30</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
<b>Operating Activities</b>				
Net income	\$ 905.1	\$ 285.7	\$ 1,471.1	\$ 483.7
Adjustments to reconcile net income to cash provided by operating activities				
Depreciation and amortization	83.9	74.1	163.8	146.8
Stock-based compensation	25.1	27.8	27.9	30.5
(Gain) loss on disposal of property, plant and equipment and long-term investments	(6.9)	5.5	(6.8)	5.4
Provision for auction rate securities	0.7	-	43.8	-
Foreign exchange on future income tax	(4.6)	23.4	(9.3)	26.1
Provision for future income tax	47.4	41.8	26.8	67.2
Undistributed earnings of equity investees	(1.1)	11.1	(24.5)	(1.9)
(Gain) loss on derivative instruments	(1.9)	0.9	(19.0)	(5.4)
Other long-term liabilities	7.7	3.4	7.1	4.3
Subtotal of adjustments	150.3	188.0	209.8	273.0
<b>Changes in non-cash operating working capital</b>				
Accounts receivable	(283.5)	11.1	(494.9)	(39.7)
Inventories	(106.2)	26.7	(229.3)	16.1
Prepaid expenses and other current assets	0.8	11.9	(23.4)	0.5
Accounts payable and accrued charges	228.1	2.7	403.6	112.1
Subtotal of changes in non-cash operating working capital	(160.8)	52.4	(344.0)	89.0
<b>Cash provided by operating activities</b>	<b>894.6</b>	<b>526.1</b>	<b>1,336.9</b>	<b>845.7</b>
<b>Investing Activities</b>				
Additions to property, plant and equipment	(237.9)	(127.5)	(434.4)	(236.5)
Purchase of long-term investments	(89.6)	-	(264.1)	(9.7)

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Proceeds from disposal of property, plant and equipment and long-term investments	<b>9.3</b>	1.0	<b>9.6</b>	1.3
Other assets and intangible assets	<b>(4.5)</b>	12.5	<b>(8.5)</b>	10.7
<b>Cash used in investing activities</b>	<b>(322.7)</b>	(114.0)	<b>(697.4)</b>	(234.2)
<b>Cash before financing activities</b>	<b>571.9</b>	412.1	<b>639.5</b>	611.5
<b>Financing Activities</b>				
Repayment and issue costs of long-term debt obligations	<b>(0.2)</b>	(400.2)	<b>(0.2)</b>	(403.6)
Proceeds from (repayment of) short-term debt obligations	<b>828.9</b>	(9.5)	<b>842.4</b>	(71.3)
Dividends	<b>(30.7)</b>	(15.6)	<b>(62.5)</b>	(31.3)
Repurchase of common shares	<b>(1,476.6)</b>	-	<b>(1,897.1)</b>	-
Issuance of common shares	<b>12.0</b>	8.4	<b>28.3</b>	18.7
<b>Cash used in financing activities</b>	<b>(666.6)</b>	(416.9)	<b>(1,089.1)</b>	(487.5)
<b>(Decrease) Increase in Cash and Cash Equivalents</b>	<b>(94.7)</b>	(4.8)	<b>(449.6)</b>	124.0
<b>Cash and Cash Equivalents, Beginning of Period</b>	<b>364.6</b>	454.5	<b>719.5</b>	325.7
<b>Cash and Cash Equivalents, End of Period</b>	<b>\$ 269.9</b>	\$ 449.7	<b>\$ 269.9</b>	\$ 449.7
Cash and cash equivalents comprised of:				
Cash	<b>\$ 42.5</b>	\$ 2.6	<b>\$ 42.5</b>	\$ 2.6
Short-term investments	<b>227.4</b>	447.1	<b>227.4</b>	447.1
	<b>\$ 269.9</b>	\$ 449.7	<b>\$ 269.9</b>	\$ 449.7
Supplemental cash flow disclosure				
Interest paid	<b>\$ 22.8</b>	\$ 41.6	<b>\$ 37.1</b>	\$ 55.8
Income taxes paid	<b>\$ 227.1</b>	\$ 37.0	<b>\$ 385.6</b>	\$ 69.1

(See Notes to the Condensed Consolidated Financial Statements)



## Potash Corporation of Saskatchewan Inc.

**Condensed Consolidated Statements of Comprehensive Income**  
(in millions of US dollars)  
(unaudited)

	Three Months Ended June 30, 2008			Six Months Ended June 30, 2008		
	Before Income Taxes	Income Taxes	Net of Income Taxes	Before Income Taxes	Income Taxes	Net of Income Taxes
<b>Net income</b>	<b>\$ 1,280.3</b>	<b>\$ 375.2</b>	<b>\$ 905.1</b>	<b>\$ 2,018.1</b>	<b>\$ 547.0</b>	<b>\$ 1,471.1</b>
Other comprehensive income						
Net increase in unrealized gains on available-for-sale securities <sup>(1)</sup>	976.4	155.8	820.6	1,155.8	186.2	969.6
Net gains on derivatives designated as cash flow hedges <sup>(2)</sup>	216.9	62.3	154.6	279.9	81.2	198.7
Reclassification to income of net gains on cash flow hedges <sup>(2)</sup>	(11.8)	(3.3)	(8.5)	(20.0)	(5.8)	(14.2)
Unrealized foreign exchange gains on translation of self-sustaining foreign operations	3.3	-	3.3	4.9	-	4.9
<b>Other comprehensive income</b>	<b>1,184.8</b>	<b>214.8</b>	<b>970.0</b>	<b>1,420.6</b>	<b>261.6</b>	<b>1,159.0</b>
<b>Comprehensive income</b>	<b>\$ 2,465.1</b>	<b>\$ 590.0</b>	<b>\$ 1,875.1</b>	<b>\$ 3,438.7</b>	<b>\$ 808.6</b>	<b>\$ 2,630.1</b>

	Three Months Ended June 30, 2007			Six Months Ended June 30, 2007		
	Before Income Taxes	Income Taxes	Net of Income Taxes	Before Income Taxes	Income Taxes	Net of Income Taxes
<b>Net income</b>	<b>\$ 401.5</b>	<b>\$ 115.8</b>	<b>\$ 285.7</b>	<b>\$ 684.3</b>	<b>\$ 200.6</b>	<b>\$ 483.7</b>

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Other comprehensive income						
Net increase in unrealized gains on available-for-sale securities <sup>(1)</sup>	318.2	21.3	296.9	563.2	34.0	529.2
Net (losses) gains on derivatives designated as cash flow hedges <sup>(2)</sup>	(4.2)	(1.2)	(3.0)	30.9	9.3	21.6
Reclassification to income of net gains on cash flow hedges <sup>(2)</sup>	(14.1)	(4.3)	(9.8)	(31.3)	(9.4)	(21.9)
Unrealized foreign exchange gains on translation of self-sustaining foreign operations	0.3	-	0.3	4.9	-	4.9
<b>Other comprehensive income</b>	<b>300.2</b>	<b>15.8</b>	<b>284.4</b>	<b>567.7</b>	<b>33.9</b>	<b>533.8</b>
<b>Comprehensive income</b>	<b>\$ 701.7</b>	<b>\$ 131.6</b>	<b>\$ 570.1</b>	<b>\$ 1,252.0</b>	<b>\$ 234.5</b>	<b>\$ 1,017.5</b>

<sup>(1)</sup> Available-for-sale securities are comprised of shares in Israel Chemicals Ltd., Sinofert Holdings Limited and investments in auction rate securities.

<sup>(2)</sup> Cash flow hedges are comprised of natural gas derivative instruments.

(See Notes to the Condensed Consolidated Financial Statements)

**Potash Corporation of Saskatchewan Inc.****Condensed Consolidated Statement of Accumulated Other Comprehensive Income**  
**(in millions of US dollars)**  
**(unaudited)**

<b>(Net of related income taxes)</b>	<b>Net unrealized gains on available-for-sale securities</b>	<b>Net unrealized gains on derivatives designated as cash flow hedges</b>	<b>Unrealized foreign exchange gains on self-sustaining foreign operations</b>	<b>Total</b>
Accumulated other comprehensive income, December 31, 2007	\$ 2,098.7	\$ 73.5	\$ 6.7	\$ 2,178.9
Increase for the six months ended June 30, 2008	969.6	184.5	4.9	1,159.0
<b>Accumulated other comprehensive income, June 30, 2008</b>	<b>\$ 3,068.3</b>	<b>\$ 258.0</b>	<b>\$ 11.6</b>	<b>3,337.9</b>
Retained Earnings, June 30, 2008				1,706.2
<b>Accumulated other comprehensive income and retained earnings, June 30, 2008</b>				<b>\$ 5,044.1</b>

(See Notes to the Condensed Consolidated Financial Statements)

**Potash Corporation of Saskatchewan Inc.**

**Notes to the Condensed Consolidated Financial Statements  
For the Three and Six Months Ended June 30, 2008  
(in millions of US dollars except share, per-share, percentage and ratio amounts)  
(unaudited)**

**1. Significant Accounting Policies**

***Basis of Presentation***

With its subsidiaries, Potash Corporation of Saskatchewan Inc. ( PCS ) together known as PotashCorp or the company except to the extent the context otherwise requires forms an integrated fertilizer and related industrial and feed products company. The company's accounting policies are in accordance with accounting principles generally accepted in Canada ( Canadian GAAP ). These policies are consistent with accounting principles generally accepted in the United States ( US GAAP ) in all material respects except as outlined in Note 17. The accounting policies used in preparing these interim condensed consolidated financial statements are consistent with those used in the preparation of the 2007 annual consolidated financial statements, except as described below.

These interim condensed consolidated financial statements include the accounts of PCS and its subsidiaries; however, they do not include all disclosures normally provided in annual consolidated financial statements and should be read in conjunction with the 2007 annual consolidated financial statements. In management's opinion, the unaudited financial statements include all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly such information. Interim results are not necessarily indicative of the results expected for the fiscal year.

***Change in Accounting Policy***

***Inventories***

In June 2007, the Canadian Institute of Chartered Accountants ( CICA ) issued Section 3031, *Inventories*, which replaces Section 3030 and harmonizes the Canadian standard related to inventories with International Financial Reporting Standards ( IFRSs ). This standard provides more extensive guidance on the determination of cost, including allocation of overhead; narrows the permitted cost formulas; restricts the classification of spare and replacement parts as inventory; requires impairment testing; and expands the disclosure requirements to increase transparency. This standard applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008. This standard has been applied prospectively; accordingly comparative amounts for prior periods have not been restated. The adoption of this standard resulted in a reclassification of certain spare and replacement parts to property, plant and equipment. The effects of the adjustment were to decrease inventory by \$21.5 at January 1, 2008 and to increase property, plant and equipment by the same amount. Since there was no difference in the measurement of the assets, no adjustment to opening retained earnings was necessary.

***Recent Accounting Pronouncements***

***Capital Disclosures***

Effective January 1, 2008, the company adopted CICA Section 1535, *Capital Disclosures*. This pronouncement increases harmonization with IFRSs by establishing standards for disclosing information about an entity's capital and capital management. The company's adoption of Section 1535 has resulted in the capital management disclosure set

forth in Note 6.

*Financial Instruments*

Effective January 1, 2008, the company adopted CICA Section 3863, Financial Instruments Presentation and CICA Section 3862, Financial Instruments Disclosures, which increases harmonization with IFRSs. Section 3863 establishes standards for presentation of financial instruments and non-financial derivatives. It deals

with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity; the classification of related interest, dividends, losses and gains; and the circumstances in which financial assets and financial liabilities are offset. Section 3862 provides expanded disclosure requirements that call for additional detail by financial asset and liability categories. The applicable disclosures required under these standards are included in Note 4.

### *International Financial Reporting Standards*

In April 2008, the CICA published the exposure draft *Adopting IFRSs in Canada*. The exposure draft proposes to incorporate IFRSs into the CICA Accounting Handbook effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. At this date, publicly accountable enterprises will be required to prepare financial statements in accordance with IFRSs. The company is currently reviewing the standards to determine the potential impact on its consolidated financial statements.

### *Goodwill and Intangible Assets*

In February 2008, the CICA issued Section 3064, *Goodwill and Intangible Assets*, which replaces Section 3062, *Goodwill and Other Intangible Assets*, and Section 3450, *Research and Development Costs*. The purpose of this section is to provide more specific guidance on the recognition of internally developed intangible assets and requires that research and development expenditures be evaluated against the same criteria as expenditures for intangible assets. The Section harmonizes Canadian standards with IFRSs and applies to annual and interim financial statements relating to fiscal years beginning on or after October 1, 2008. It is not expected to have a material impact on the company's consolidated financial statements.

## **2. Inventories**

	<b>June 30, 2008<sup>(1)</sup></b>	<b>December 31, 2007</b>
Finished products	\$ 341.3	\$ 186.6
Intermediate products	99.0	70.7
Raw materials	72.3	68.0
Materials and supplies	92.4	102.8
	<b>\$ 605.0</b>	<b>\$ 428.1</b>

<sup>(1)</sup> See change in accounting policy (Note 1).

During the three months ended June 30, 2008, inventories of \$1,026.5 (2007 \$710.1) were expensed and write-downs of inventory amounting to \$1.0 (2007 \$1.2) were included in cost of goods sold. During the six months ended June 30, 2008, inventories of \$1,899.2 (2007 \$1,374.2) were expensed and write-downs of inventory amounting to \$1.6 (2007 \$2.3) were included in cost of goods sold. No reversals of write-downs were recorded during the three and six months ended June 30, 2008 or 2007.

### 3. Investments

In January 2008, the company settled its forward purchase contract, which was denominated in Hong Kong dollars, to acquire an additional 194,290,175 shares of Sinofert Holdings Limited ( Sinofert ) for cash consideration of \$173.7. A tax-exempt gain of \$25.3 was recognized during 2008 as a result of the change in fair value of the contract from December 31, 2007 to the settlement date. During the second quarter of 2008, the company purchased an additional 102,128,000 shares in Sinofert for a total cost of \$76.4. Net of the ownership interest dilution that resulted from the issuance of shares of Sinofert, the acquisitions increased the company's ownership interest in Sinofert to approximately 21 percent.

The company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of investments classified as available-for-sale, the company considers the length of time and extent to which fair value has been below cost as well as the financial condition and near-term prospects of the investee as indicators that the securities are impaired. If any such evidence exists for

available-for-sale financial assets, the cumulative loss, measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the income statement, is removed from equity and recognized in the income statement.

Investments include auction rate securities that are classified as available-for-sale. The company has determined that the fair value of the auction rate securities was \$46.9 at June 30, 2008 (face value \$132.5) as compared to \$56.0 at December 31, 2007 and \$43.1 as of March 31, 2008. The changes in fair value, status of impaired investments and related accounting since December 31, 2007 were as follows:

	Fair Value	# Investments Considered Other-Than- Temporarily Impaired (of 6 Total)	Impacts of Impairments Recorded in AOCI and OCI	Impacts of Impairments Recorded in Retained Earnings and Net Income
Balance, December 31, 2007	\$ 56.0	2	\$ 50.0	\$ 26.5
Add: Recoveries in value of investments considered temporarily impaired at beginning of period	0.2		(0.2)	-
Less: Reductions in value of investments considered temporarily impaired at beginning of period	(1.5)		1.5	-
Less: Reductions in value of investments considered other-than-temporarily impaired at beginning of period	(11.6)			11.6
Transfer of investment impairments at end of period from temporarily impaired to other-than-temporarily impaired	-	2	(31.5)	31.5
Balance, March 31, 2008	43.1	4	19.8	69.6
Add: Recoveries in value of investments considered temporarily impaired	1.0		(1.0)	-
Add: Recoveries in value of investments considered other-than-temporarily impaired	3.5		(3.5)	-
Less: Reductions in value of investments considered other-than-temporarily impaired	(0.7)		-	0.7



Balance, June 30, 2008	\$ 46.9	4	\$ 15.3	\$ 70.3
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At June 30, 2008, the carrying value of auction rate securities considered to be other-than-temporarily impaired was \$17.4. Interest income of \$1.1 and \$2.5 relating to auction rate securities was included in interest expense for the three and six month periods ending June 30, 2008, respectively. Market conditions that existed at the end of 2007 which caused the auction rate securities to be illiquid continued through the first half of 2008. The company is able to hold these securities until liquidity improves, but does not expect this to occur in the next 12 months.

The fair value of the auction rate securities was determined using a valuation methodology developed with the assistance of a valuation specialist. Due to the failed auction status and lack of liquidity in the market for such securities, the valuation methodology includes certain assumptions that were not supported by prices from observable current market transactions in the same instruments nor were they based on observable market data. With the assistance of a valuation specialist, the company estimated the fair value of the auction rate securities based on the following: (1) the underlying structure of each security; (2) the present value of future principal and interest payments discounted at rates considered to reflect current market conditions; (3) consideration of the probabilities of default, passing auction, or earning the maximum rate for each period; and (4) estimates of the recovery rates in

the event of defaults for each security. These estimated fair values could change significantly based on future market conditions.

#### 4. Financial Instruments and Related Risk Management

The company is exposed in varying degrees to a variety of financial risks from its use of financial instruments: credit risk, liquidity risk and market risk. The source of risk exposure and how each is managed is outlined below.

##### *Credit Risk*

The company is exposed to credit risk on its cash and cash equivalents, accounts receivable, derivative instrument assets and auction rate securities. The maximum exposure to credit risk, as represented by the carrying amount of the financial assets, was:

	<b>June 30, 2008</b>
Cash and cash equivalents	\$ 269.9
Accounts receivable	1,091.1
Derivative instrument assets	381.9
Available-for-sale investments	
Auction rate securities	46.9

The maximum credit exposure associated with the derivative instrument assets does not take into consideration collateral held of \$213.6.

The company manages its credit risk on cash and cash equivalents, derivative instrument assets and auction rate securities through practices guiding:

Acceptable minimum counterparty credit ratings relating to the natural gas and foreign currency derivative instrument assets, and cash and cash equivalents

Daily counterparty settlement on natural gas derivative instruments based on prescribed credit thresholds

Exposure thresholds by counterparty on cash and cash equivalents

Derivative instrument assets are comprised of natural gas hedging instruments. At June 30, 2008, the company held cash margin deposits as collateral relating to these natural gas derivative financial instruments amounting to \$213.6, which were included in accounts payable and accrued charges. The company has the right to sell, pledge, use as collateral, assign, invest, use or commingle or otherwise dispose of or use in its business any of the margin deposits held. All of the counterparties to the contracts comprising the derivative financial instruments in an asset position are of investment grade quality.

Accounts receivable is comprised of both trade and non-trade accounts. Trade accounts receivable are recognized initially at fair value and subsequently measured at amortized cost less allowance for doubtful accounts. An allowance for doubtful accounts is established when there is a reasonable expectation that the company will not be able to collect all amounts due according to the original terms of the receivables. The carrying amount of the trade accounts receivable is reduced through the use of the allowance account, and the amount of any increase in the allowance is

recognized in the income statement. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited to the income statement.

The company seeks to manage the credit risk relating to its trade receivables through a credit management program. Credit approval policies and procedures are in place guiding the granting of credit to new customers as well as the continued extension of credit for existing customers. Existing customer accounts are reviewed every 12-18 months. Credit for international customers is extended based upon an evaluation of both customer and country risk. The company utilizes both external credit reporting, where available, as well as an assessment of other relevant information such as current financial statements, credit agency reports and/or credit references before assigning credit limits to customers. Customers that fail to meet specified benchmark creditworthiness may transact with the company on a prepayment basis.

The company does not hold any collateral as security.

The credit period on sales is generally 15 days for fertilizer customers, 30 days for industrial and feed customers and up to 180 days for selected export sales customers. Interest at 1.5% per month is charged on balances remaining unpaid at the end of the sale terms. The company has historically experienced minimal customer defaults and as a result the company considers the credit quality of the trade receivables at June 30, 2008 which are not past due to be high. The company had virtually no impaired accounts receivable. The aging of trade receivables that were past due but not impaired was as follows:

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
1-15 days	\$ 40.6	\$ 36.7
16-30 days	3.4	4.1
31-60 days	1.3	0.9
Greater than 60 days	0.5	2.6
	<b>\$ 45.8</b>	<b>\$ 44.3</b>

A reconciliation of the accounts receivable allowance for doubtful accounts is as follows:

	<b>As At and For the Six Months Ended June 30, 2008</b>	<b>As At and For the Year Ended December 31, 2007</b>
Balance beginning of period	\$ 5.9	\$ 4.7
Provision for receivables impairment	1.1	1.9
Receivables written off during the period as uncollectible	(0.1)	(0.7)
Balance end of period	<b>\$ 6.9</b>	<b>\$ 5.9</b>

Of total accounts receivable at June 30, 2008, \$58.4 relates to non-trade accounts and \$342.1 represents amounts receivable from Canpotex Limited ( Canpotex ). The company sells potash from its Saskatchewan mines for use outside North America exclusively to Canpotex. Sales to Canpotex are at prevailing market prices and are settled on normal trade terms. There are no amounts past due or impaired relating to the Canpotex or non-trade accounts receivable.

**Liquidity Risk**

Liquidity risk arises from the company's general funding needs and in the management of the company's assets, liabilities and optimal capital structure. The company manages its liquidity risk to maintain sufficient liquid financial resources to fund its operations and meet its commitments and obligations in a cost-effective manner. In managing its liquidity risk, the company has access to a range of funding options. The table below outlines the company's available debt instruments:

	<b>Total Amount</b>	<b>June 30, 2008<sup>(1)</sup></b>		<b>Amount Available</b>
		<b>Amount Outstanding</b>	<b>Amount Committed</b>	
Syndicated credit facilities <sup>(1)</sup>	\$ 1,750.0	\$ 200.0	\$ 733.1 <sup>(2)</sup>	\$ 816.9
Line of credit	75.0	-	22.7	52.3
Commercial paper	750.0	733.1 <sup>(2)</sup>	-	16.9
US shelf registrations	4,000.0	1,350.0	-	2,250.0 <sup>(3)</sup>

<sup>(1)</sup> Except for Syndicated credit facilities which are as of July 29, 2008. On July 29, 2008, \$250.0 of capacity was added to the facilities.

<sup>(2)</sup> Per the terms of the agreements, the commercial paper outstanding or committed, as applicable, is based on the US dollar balance or equivalent thereof in lawful money of other currencies at the time of issue; therefore, subsequent changes in the exchange rate applicable to Canadian dollar denominated commercial paper have no impact on this balance.

- (3) \$400.0 of senior notes issued under one of the company's US shelf registration statements were repaid in full at maturity; no additional amount is available in respect of the principal of these senior notes.

The company has two syndicated credit facilities that provide for unsecured advances. The first is a \$750.0 facility that provides for unsecured advances through May 31, 2013. The second is a \$750.0 364-day facility entered into during May 2008 and amended, as of July 29, 2008, to increase the facility to \$1,000.0. The amount available to the company is the total facilities amount less direct borrowings and amounts committed in respect of commercial paper. As of June 30, 2008, \$200.0 of borrowings were outstanding under the 364-day facility. The \$75.0 line of credit is effective through May 2009. Outstanding letters of credit and direct borrowings reduce the amount available. The commercial paper market is a source of same day cash for the company. Access to this source of short-term financing depends primarily on maintaining the company's R1 low credit rating by DBRS and conditions in the money markets. The company's investment grade rating as measured by Moody's senior debt ratings remained unchanged from December 31, 2007 at Baa1 with a stable outlook. Its investment grade rating as measured by Standard & Poor's senior debt ratings was upgraded in May 2008 from BBB+ with a stable outlook to BBB+ with a positive outlook. The company also has US shelf registration statements under which it may issue up to an additional \$2,250.0 in unsecured debt securities.

The table below presents a maturity analysis of the company's financial liabilities based on the expected cash flows from the date of the balance sheet to the contractual maturity date. The amounts are the contractual undiscounted cash flows.

	<b>Carrying Amount of Liability at June 30, 2008</b>	<b>Contractual Cash Flows</b>	<b>Within 1 year</b>	<b>1 to 3 years</b>	<b>3 to 5 years</b>	<b>Over 5 years</b>
Short-term debt obligations <sup>(1)</sup>	\$ 932.3	\$ 936.8	\$ 936.8	\$ -	\$ -	\$ -
Accounts payable and accrued charges <sup>(2)</sup>	1,037.3	1,037.3	1,037.3	-	-	-
Long-term debt obligations <sup>(1)</sup>	1,358.3	2,437.8	96.3	794.4	354.0	1,193.1
Derivative financial instrument liabilities						
Foreign currency forward contracts						
Outflow		441.5	441.5	-	-	-
Inflow		(441.5)	(441.5)	-	-	-
Natural gas non-hedging derivatives	0.2	0.2	0.2	-	-	-

(1) Contractual cash flows include contractual interest payments related to debt obligations.

(2) Excludes taxes, deferred revenues and current portions of accrued environmental costs and asset retirement obligations and accrued pension and other post-retirement benefits. This also excludes derivative financial

instrument liabilities which have been presented separately.

***Market Risk***

Market risk is the risk that financial instrument fair values will fluctuate due to changes in market prices. The significant market risks to which the company is exposed are foreign exchange risk, interest rate risk and price risk (related to commodity and equity securities).

***Foreign Exchange Risk***

The company is exposed to foreign exchange risk primarily relating to Canadian dollar operating and capital expenditures, income and resource taxes, dividends and capital expenditures denominated in currencies other than the US or Canadian dollar. To manage the company's foreign exchange risk arising from future operating and capital expenditures it may enter into foreign currency forward contracts. The company's treasury risk management policies allow such exposures to be hedged within certain prescribed limits for both forecasted operating and approved capital expenditures. The foreign currency forward contracts are not currently designated as hedging instruments for accounting purposes.

As at June 30, 2008, the company had entered into foreign currency forward contracts to sell US dollars and receive Canadian dollars in the notional amount of \$440.0 (2007 \$103.0) at an average exchange rate of 1.0202 (2007 1.0690) per US dollar. The company had also entered into other small forward contracts. Maturity dates for all forward contracts are within 2008 and 2009.

The company has certain available-for-sale investments listed on foreign exchanges and denominated in currencies other than the US dollar for which the company is exposed to foreign exchange risk. These investments are held for long-term strategic purposes.

The following table shows the company's exposure to exchange risk and the pre-tax effects on income and other comprehensive income (OCI) of reasonably possible changes in the relevant foreign currency. This analysis assumes all other variables remain constant.

	Carrying Amount of Asset (Liability) at June 30, 2008	Foreign Exchange Risk			
		5% increase		5% decrease	
		in US\$		in US\$	
		Income	OCI	Income	OCI
Cash and cash equivalents denominated in Canadian dollars	\$ 2.1	\$ (0.1)	\$ -	\$ 0.1	\$ -
Accounts receivable denominated in Canadian dollars	17.9	(0.9)	-	0.9	-
Available-for-sale investments					
Israel Chemical Ltd. denominated in New Israeli Shekels	3,007.2	-	(150.4)	-	150.4
Sinofert denominated in Hong Kong dollars	1,121.8	-	(56.1)	-	56.1
Short-term debt denominated in Canadian dollars	(177.9)	8.9	-	(8.9)	-
Accounts payable denominated in Canadian dollars	(84.2)	4.2	-	(4.2)	-
Derivative instruments					
Foreign currency forward contracts	-	(21.9)	-	21.9	-

#### *Interest Rate Risk*

Fluctuations in interest rates impact the future cash flows and fair values of various financial instruments. With respect to the company's debt portfolio, it addresses interest rate risk by using a diversified portfolio of fixed and floating rate instruments. This exposure is also managed by aligning current and long-term assets with demand and fixed-term debt and by monitoring the effects of market changes in interest rates. Interest rate swaps can and have been used by the company to further manage its interest rate exposure. Since most of the company's outstanding borrowings have fixed interest rates, the primary market risk exposure is to changes in fair value.

The company is also exposed to changes in interest rates related to its investments in marketable securities and auction rate securities. With respect to marketable securities, included in cash and cash equivalents, the company's primary



objective is to ensure the security of principal amounts invested and provide for a high degree of liquidity, while achieving a satisfactory return. The company's treasury risk management policies specify various investment parameters including eligible types of investment, maximum maturity dates, maximum exposure by counterparty, and minimum credit ratings.

The following table shows the company's exposure to interest rate risk and the pre-tax effects on net income and other comprehensive income of reasonably possible changes in the relevant interest rates. This analysis assumes all other variables remain constant.

	Carrying Amount of Asset (Liability) at June 30, 2008	Interest Rate Risk			
		1% decrease in interest rates		1% increase in interest rates	
		Income	OCI	Income	OCI
Fixed rate instruments					
Long-term debt obligations <sup>(1)</sup>	\$ (1,352.4)	\$ -	\$ -	\$ -	\$ -
Variable rate instruments					
Cash and cash equivalents	269.9	(2.7)	-	2.7	-
Available-for-sale investments					
Auction rate securities	46.9	(1.3)	-	1.3	-
Long-term debt obligations	(5.9)	0.1	-	(0.1)	-
Short-term debt obligations	(932.3)	9.3	-	(9.3)	-

<sup>(1)</sup> The company does not account for any fixed rate debt through income. Therefore, changes in interest rates will not affect income or OCI related to this debt.

#### Price Risk

The company is exposed to commodity price risk resulting from its natural gas requirements. Its natural gas strategy is based on diversification for its total gas requirements (which represent the forecast consumption of natural gas volumes by its manufacturing and mining facilities). Its objective is to acquire a reliable supply of natural gas feedstock and fuel on a location-adjusted, cost competitive basis in a manner that minimizes volatility without undue risk. The company employs derivative commodity instruments related to a portion of its natural gas requirements (primarily futures, swaps and options) for the purpose of managing its exposure to commodity price risk in the purchase of natural gas, not for speculative or trading purposes. The company has an Advisory Committee, comprised of members from senior management, responsible for developing policies and establishing procedural requirements relating to its natural gas activities. Such policies include the establishment of limits for the portion of its natural gas requirements that will be hedged as well as the types of instruments that may be utilized for such hedging activities.

The company is also exposed to equity securities price risk because of its exchange-traded available-for-sale securities. These investments, other than the auction rate securities, are held for long-term strategic purposes. The price risk related to auction rate securities results from the current lack of an active market in which the company is able to liquidate such securities and from credit risk as discussed above.

The following table shows the company's exposure to price risk and the pre-tax effects on net income and other comprehensive income of reasonably possible changes in the relevant commodity or securities prices. This analysis assumes all other variables remain constant.

	Price Risk	
	10% decrease	10% increase

	Carrying Amount of Asset (Liability) at June 30, 2008	in prices		in prices	
		Income	OCI	Income	OCI
Derivative instruments					
Natural gas hedging derivatives <sup>(1)(2)</sup>	\$ 381.9	\$ -	\$ (109.7)	\$ -	\$ 109.7
Natural gas non-hedging derivatives	(0.2)	(0.2)	-	0.2	-
Available-for-sale investments					
Intercorporate investments	4,129.0	-	(412.9)	-	412.9
Auction rate securities <sup>(3)</sup>	46.9	n/a	n/a	n/a	n/a

<sup>(1)</sup> All hedge relationships are assumed to be fully effective for purposes of this analysis; therefore, no proportion of a change in price is assumed to impact net income.

<sup>(2)</sup> As at June 30, 2008, the company had natural gas derivatives qualifying for hedge accounting in the form of swaps which represented a notional amount of 110.9 million MMBtu with maturities in 2008 through 2018.

<sup>(3)</sup> Due to the current lack of an active market for these securities, price sensitivities are not determinable.

The sensitivity analyses included in the tables above should be used with caution as the changes are hypothetical and are not predictive of future performance. The above sensitivities are calculated with reference to period-end balances and will change due to fluctuations in the balances throughout the year. In addition, for the purpose of the sensitivity analyses, the effect of a variation in a particular assumption on the fair value of the financial instrument was calculated independently of any change in another assumption. Actual changes in one factor may contribute to changes in another factor, which may magnify or counteract the effect on the fair value of the financial instrument.

### ***Supplemental Disclosures***

Financial assets are recognized initially at fair value, normally being the transaction price plus, other than for held-for-trading assets, directly attributable transaction costs. Regular way purchases and sales of financial assets are accounted for on trade date.

### **5. Share Repurchase**

On January 23, 2008, the Board of Directors of PCS authorized a share repurchase program of up to 15,820,000 common shares (approximately 5 percent of the company's issued and outstanding common shares) through a normal course issuer bid. If considered advisable, shares may be repurchased from time to time on the open market through January 30, 2009 at prevailing market prices. The timing and amount of purchases, if any, under the program will be dependent upon the availability and alternative uses of capital, market conditions and other factors.

During the three months ended June 30, 2008, the company repurchased for cancellation 7,456,700 common shares under the program, at a cost of \$1,515.9 and an average price per share of \$203.30. The repurchase resulted in a reduction of share capital of \$34.8, and the excess of net cost over the average book value of the shares of \$1,481.1 has been recorded as a reduction of retained earnings. During the six months ended June 30, 2008, 10,855,500 shares were repurchased at a cost of \$2,032.2 and an average price per share of \$187.21, resulting in a reduction of share capital of \$50.5 and a reduction in retained earnings of \$1,981.7. Of the \$2,032.2 of common shares repurchased with trade dates through June 30, 2008, \$1,897.1 had settled in cash by the close of the quarter.

### **6. Capital Disclosures**

The company's objectives when managing its capital are to maintain financial flexibility while managing its cost of and optimizing access to capital. In order to achieve these objectives, the company's strategy, which was unchanged from 2007, was to maintain its investment grade credit rating.

The company includes net debt and adjusted shareholders' equity as components of its capital structure. The calculation of net debt, adjusted shareholders' equity and adjusted capital are set out in the following table:

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
Short-term debt	\$ 932.3	\$ 90.0
Current portion of long-term debt	0.2	0.2
Long-term debt	1,339.2	1,339.4

<b>Total debt</b>	<b>2,271.7</b>	1,429.6
Less: cash and cash equivalents	<b>269.9</b>	719.5
<b>Net debt</b>	<b>2,001.8</b>	710.1
Shareholders' equity	<b>6,611.1</b>	6,018.7
Less: accumulated other comprehensive income	<b>3,337.9</b>	2,178.9
<b>Adjusted shareholders' equity</b>	<b>3,273.2</b>	3,839.8
<b>Adjusted capital<sup>(1)</sup></b>	<b>\$ 5,275.0</b>	\$ 4,549.9

<sup>(1)</sup> Adjusted capital = (total debt – cash and cash equivalents) + (shareholders' equity – accumulated other comprehensive income)

The company monitors capital on the basis of a number of factors, including the ratios of: adjusted earnings before interest expense, income taxes, depreciation and amortization, and provision for auction rate securities ( adjusted EBITDA ) to adjusted interest expense; net debt to adjusted EBITDA and net debt to adjusted capital. Adjusted EBITDA to adjusted interest expense and net debt to adjusted EBITDA are calculated utilizing twelve-month trailing adjusted EBITDA and adjusted interest expense.

	<b>As At or For the 12 Months Ended</b>	
	<b>June 30, 2008</b>	<b>December 31, 2007</b>
<b>Components of ratios</b>		
Adjusted EBITDA (twelve months ended)	<b>\$ 3,281.5</b>	\$ 1,906.3
Net debt	<b>\$ 2,001.8</b>	\$ 710.1
Adjusted interest expense (twelve months ended)	<b>\$ 81.2</b>	\$ 90.5
Adjusted capital	<b>\$ 5,275.0</b>	\$ 4,549.9
<b>Ratios</b>		
Adjusted EBITDA to adjusted interest expense <sup>(1)</sup>	<b>40.4</b>	21.1
Net debt to adjusted EBITDA <sup>(2)</sup>	<b>0.6</b>	0.4
Net debt to adjusted capital <sup>(3)</sup>	<b>37.9%</b>	15.6%

<sup>(1)</sup> Adjusted EBITDA to adjusted interest expense = adjusted EBITDA (twelve months ended) / adjusted interest expense (twelve months ended)

<sup>(2)</sup> Net debt to adjusted EBITDA = (total debt – cash and cash equivalents) / adjusted EBITDA (twelve months ended)

<sup>(3)</sup> Net debt to adjusted capital = (total debt – cash and cash equivalents) / (total debt – cash and cash equivalents + total shareholders' equity – accumulated other comprehensive income)

The company monitors its capital structure and, based on changes in economic conditions, may adjust the structure through adjustments to the amount of dividends paid to shareholders, repurchase of shares, issuance of new shares, or issuance of new debt.

The increase in adjusted EBITDA to adjusted interest expense is a result of operating results and a reduction in interest expense. The net debt to adjusted EBITDA ratio remained constant as improved operating results were offset by an increase in net debt. The increase in net debt led to the increase in the net debt to adjusted capital ratio.

The calculations of the twelve-month trailing net income, adjusted EBITDA, interest expense and adjusted interest expense are set out in the following tables:

<b>Twelve Months Ended</b>	<b>Three Months Ended</b>	<b>Twelve Months Ended</b>
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	<b>June 30, 2008</b>	<b>June 30, 2008</b>	<b>March 31, 2008</b>	<b>December 31, 2007</b>	<b>September 30, 2007</b>	<b>December 31, 2007</b>
<b>Net income</b>	\$ <b>2,091.0</b>	\$ 905.1	\$ 566.0	\$ 376.8	\$ 243.1	\$ 1,103.6
Income taxes	<b>762.6</b>	375.2	171.8	65.2	150.4	416.2
Interest expense	<b>49.3</b>	15.7	11.2	9.7	12.7	68.7
Depreciation and amortization	<b>308.3</b>	83.9	79.9	75.0	69.5	291.3
Provision for auction rate securities	<b>70.3</b>	0.7	43.1	26.5	-	26.5
<b>Adjusted EBITDA</b>	\$ <b>3,281.5</b>	\$ 1,380.6	\$ 872.0	\$ 553.2	\$ 475.7	\$ 1,906.3

	<b>Twelve Months Ended June 30, 2008</b>	<b>June 30, 2008</b>	<b>Three Months Ended</b>			<b>Twelve Months Ended December 31, 2007</b>
			<b>March 31, 2008</b>	<b>December 31, 2007</b>	<b>September 30, 2007</b>	
<b>Interest expense</b>	\$ <b>49.3</b>	\$ 15.7	\$ 11.2	\$ 9.7	\$ 12.7	\$ 68.7
Capitalized interest	<b>31.9</b>	10.5	8.4	7.3	5.7	21.8
<b>Adjusted interest expense</b>	\$ <b>81.2</b>	\$ 26.2	\$ 19.6	\$ 17.0	\$ 18.4	\$ 90.5

## 7. Income Taxes

The company's consolidated reported income tax rate for the three months ended June 30, 2008 was approximately 29 percent (2007 29 percent) and for the six months ended June 30, 2008 was approximately 27 percent (2007 29 percent). For the three and six months ended June 30, 2008, the consolidated effective income tax rate was 29 percent (2007 30 percent). Items to note include the following:

A scheduled one and a half percentage point reduction in the Canadian federal income tax rate applicable to resource companies along with the elimination of the one percent surtax became effective at the beginning of 2008. In addition, there was an increase in permanent deductions in the US.

As a result of the higher permanent deductions in the US, it was determined that the consolidated effective income tax rate for the 2008 year had decreased from 30 percent to 29 percent. The impact of this change on the prior period was reflected during the second quarter.

Future income tax assets were written down by \$11.0 during the second quarter of 2008.

During the first quarter of 2008, an income tax recovery of \$42.0 was recorded that related to an increase in permanent deductions in the US from prior years.

The \$25.3 gain recognized in first-quarter 2008 as a result of the change in fair value of the forward purchase contract for shares in Sinofert was not taxable.

## 8. Net Income Per Share

Basic net income per share for the quarter is calculated on the weighted average shares issued and outstanding for the three months ended June 30, 2008 of 310,615,000 (2007 315,458,000). Basic net income per share for the year to date is calculated based on the weighted average shares issued and outstanding for the six months ended June 30, 2008 of 313,138,000 (2007 315,180,000).

Diluted net income per share is calculated based on the weighted average number of shares issued and outstanding during the period. The denominator is: (1) increased by the total of the additional common shares that would have been issued assuming exercise of all stock options with exercise prices at or below the average market price for the period; and (2) decreased by the number of shares that the company could have repurchased if it had used the assumed proceeds from the exercise of stock options to repurchase them on the open market at the average share price for the period. The weighted average number of shares outstanding for the diluted net income per share calculation for the three months ended June 30, 2008 was 321,089,000 (2007 323,674,000) and for the six months ended June 30, 2008 was 323,716,000 (2007 323,139,000).

## 9. Segment Information

The company has three reportable business segments: potash, nitrogen and phosphate. These business segments are differentiated by the chemical nutrient contained in the product that each produces. Inter-segment sales are made under terms that approximate market value. The accounting policies of the segments are the same as those described in Note 1.

**Three Months Ended June 30, 2008**



	<b>Potash</b>	<b>Nitrogen</b>	<b>Phosphate</b>	<b>All Others</b>	<b>Consolidated</b>
Sales	\$ 1,194.5	\$ 644.5	\$ 782.0	\$ -	\$ 2,621.0
Freight	60.3	13.3	29.8	-	103.4
Transportation and distribution	13.9	11.0	8.4	-	33.3
Net sales third party	1,120.3	620.2	743.8	-	
Cost of goods sold	233.9	410.2	402.9	-	1,047.0
Gross margin	886.4	210.0	340.9	-	1,437.3
Depreciation and amortization	24.0	22.3	35.7	1.9	83.9
Inter-segment sales	-	40.6	10.5	-	-

**Three Months Ended June 30, 2007**

	<b>Potash</b>	<b>Nitrogen</b>	<b>Phosphate</b>	<b>All Others</b>	<b>Consolidated</b>
Sales	\$ 510.2	\$ 481.2	\$ 361.7	\$ -	\$ 1,353.1
Freight	53.2	13.3	25.8	-	92.3
Transportation and distribution	12.6	12.6	7.4	-	32.6
Net sales third party	444.4	455.3	328.5	-	
Cost of goods sold	184.0	311.1	231.7	-	726.8
Gross margin	260.4	144.2	96.8	-	501.4
Depreciation and amortization	21.0	21.6	29.7	1.8	74.1
Inter-segment sales	-	26.1	1.0	-	-

**Six Months Ended June 30, 2008**

	<b>Potash</b>	<b>Nitrogen</b>	<b>Phosphate</b>	<b>All Others</b>	<b>Consolidated</b>
Sales	\$ 1,990.7	\$ 1,225.7	\$ 1,295.2	\$ -	\$ 4,511.6
Freight	115.6	28.3	61.9	-	205.8
Transportation and distribution	25.3	23.9	16.4	-	65.6
Net sales third party	1,849.8	1,173.5	1,216.9	-	
Cost of goods sold	448.8	778.1	720.0	-	1,946.9
Gross margin	1,401.0	395.4	496.9	-	2,293.3
Depreciation and amortization	46.8	44.9	68.3	3.8	163.8
Inter-segment sales	-	82.6	14.7	-	-

**Six Months Ended June 30, 2007**

	<b>Potash</b>	<b>Nitrogen</b>	<b>Phosphate</b>	<b>All Others</b>	<b>Consolidated</b>
Sales	\$ 890.7	\$ 900.8	\$ 716.3	\$ -	\$ 2,507.8
Freight	96.7	24.6	52.9	-	174.2
Transportation and distribution	22.2	26.2	15.2	-	63.6
Net sales third party	771.8	850.0	648.2	-	
Cost of goods sold	337.2	574.5	487.2	-	1,398.9
Gross margin	434.6	275.5	161.0	-	871.1
Depreciation and amortization	38.9	43.3	59.3	5.3	146.8
Inter-segment sales	-	59.1	1.9	-	-

**10. Stock-Based Compensation**

On May 8, 2008, the company's shareholders approved the 2008 Performance Option Plan under which the company may, after February 20, 2008 and before January 1, 2009, issue options to acquire up to 1,000,000 common shares. Under the plan, the exercise price shall not be less than the quoted market closing price of the company's common shares on the last trading day immediately preceding the date of grant and an option's maximum term is 10 years. In general, options will vest, if at all, according to a schedule based on the three-year average excess of the company's consolidated cash flow return on investment over weighted average cost of capital. As of June 30, 2008, options to purchase a total of 486,450 common shares have been granted under the plan. The weighted average fair value of options granted was \$74.76 per share, estimated as of the date of grant using the Black-Scholes-Merton option-pricing model with the following weighted average assumptions:

Expected dividend	\$	0.40
Expected volatility		34%
Risk-free interest rate		3.30%
Expected life of options		5.8 years

**11. Pension and Other Post-Retirement Expenses**

<i>Defined Benefit Pension Plans</i>	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Service cost	\$ 3.8	\$ 3.8	\$ 7.6	\$ 7.6
Interest cost	10.0	9.1	20.0	18.2
Expected return on plan assets	(12.8)	(10.7)	(25.8)	(21.4)
Net amortization and change in valuation allowance	2.9	3.2	5.0	6.4
Net expense	\$ 3.9	\$ 5.4	\$ 6.8	\$ 10.8

<i>Other Post-Retirement Plans</i>	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Service cost	\$ 1.4	\$ 1.5	\$ 2.8	\$ 2.9
Interest cost	4.0	3.5	8.0	7.0
Net amortization	0.2	0.1	0.3	0.3
Net expense	\$ 5.6	\$ 5.1	\$ 11.1	\$ 10.2

For the three months ended June 30, 2008, the company contributed \$5.7 to its defined benefit pension plans, \$4.2 to its defined contribution pension plans and \$2.0 to its other post-retirement plans. Contributions for the six months ended June 30, 2008 were \$11.9 to its defined benefit pension plans, \$12.3 to its defined contribution pension plans and \$4.1 to its other post-retirement plans. Total 2008 contributions to these plans are not expected to differ significantly from the amounts previously disclosed in Note 15 to the consolidated financial statements for the year ended December 31, 2007 in the company's 2007 financial review annual report.

**12. Other Income**

	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Share of earnings of equity investees	\$ 60.3	\$ 29.8	\$ 83.7	\$ 42.8

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Dividend income	<b>33.7</b>	38.7	<b>33.7</b>	38.7
Gain on forward purchase contract for shares in Sinofert (Note 3)	-	-	<b>25.3</b>	-
Other	<b>10.0</b>	-	<b>16.3</b>	0.7
Provision for auction rate securities (Note 3)	<b>(0.7)</b>	-	<b>(43.8)</b>	-
	<b>\$ 103.3</b>	\$ 68.5	<b>\$ 115.2</b>	\$ 82.2

**13. Interest Expense**

	<b>Three Months Ended June 30</b>		<b>Six Months Ended June 30</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Interest expense on				
Short-term debt	\$ <b>4.6</b>	\$ 3.6	\$ <b>6.3</b>	\$ 5.8
Long-term debt	<b>23.6</b>	30.3	<b>47.3</b>	61.9
Interest capitalized to property, plant and equipment	<b>(10.5)</b>	(4.6)	<b>(18.9)</b>	(8.8)
Interest income	<b>(2.0)</b>	(8.5)	<b>(7.8)</b>	(12.6)
	<b>\$ 15.7</b>	\$ 20.8	<b>\$ 26.9</b>	\$ 46.3

#### **14. Seasonality**

The company's sales of fertilizer can be seasonal. Typically, the second quarter of the year is when fertilizer sales will be highest, due to the North American spring planting season. However, planting conditions and the timing of customer purchases will vary each year and sales can be expected to shift from one quarter to another.

#### **15. Contingencies**

##### ***Canpotex***

PotashCorp is a shareholder in Canpotex, which markets potash offshore. Should any operating losses or other liabilities be incurred by Canpotex, the shareholders have contractually agreed to reimburse Canpotex for such losses or liabilities in proportion to their productive capacity. There were no such operating losses or other liabilities during the first six months of 2008 or 2007.

##### ***Mining Risk***

In common with other companies in the industry, the company is unable to acquire insurance for underground assets.

##### ***Investment in Arab Potash Company Ltd. ( APC )***

The company is party to a shareholders agreement with Jordan Investment Company ( JIC ) with respect to its investment in APC. The terms of the shareholders agreement provide that, from October 17, 2006 to October 16, 2009, JIC may seek to exercise a put option (the Put ) to require the company to purchase JIC's remaining common shares in APC. If the Put were exercised, the company's purchase price would be calculated in accordance with a specified formula based, in part, on earnings of APC. The amount, if any, which the company may have to pay for JIC's remaining common shares if there were to be a valid exercise of the Put would be determinable at the time JIC provides appropriate notice to the company pursuant to the terms of the agreement.

##### ***Legal and Other Matters***

In 1994, PCS Joint Venture Ltd. ( PCS Joint Venture ) responded to information requests from the US Environmental Protection Agency ( USEPA ) and the Georgia Department of Natural Resources, Environmental Protection Division ( GEPD ) regarding conditions at its Moultrie, Georgia location. PCS Joint Venture believes that the lead-contaminated soil and groundwater found at the site are attributable to former operations at the site prior to PCS Joint Venture's ownership. In 2005, the GEPD approved a Corrective Action Plan to address environmental conditions at this location. As anticipated, the approved remedy requires some excavation and off-site disposal of impacted soil and installation of a groundwater recovery and treatment system. PCS Joint Venture began the remediation in November 2005 and completed soil excavation activities in March 2006, and it is proceeding consistent with the projected schedule and budget.

In 1998, the company, along with other parties, was notified by the USEPA of potential liability under the US federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 ( CERCLA ) with respect to certain soil and groundwater conditions at a PCS Joint Venture blending facility in Lakeland, Florida and certain adjoining property. In 1999, PCS Joint Venture signed an Administrative Order and Consent with the USEPA pursuant to which PCS Joint Venture agreed to conduct a Remedial Investigation and Feasibility Study ( RI/FS ) of these conditions. PCS Joint Venture and another party are sharing the costs of the RI/FS, which is now complete. A Record of Decision ( ROD ) based upon the RI/FS was issued on September 27, 2007. The ROD provides for a remedy that requires excavation of impacted soils and interim treatment of groundwater. The total remedy cost is estimated in the ROD to

be \$8.5. Soil excavation activities are expected to begin by the end of 2008. In February 2008, the USEPA issued letters to PCS Joint Venture and other alleged potentially responsible parties requiring a good faith offer to perform and/or to pay for the remedy. Negotiations are underway regarding the appropriate share of the cost of the remedy that should be borne by each party. Although PCS Joint Venture sold the Lakeland property in July 2006, it has retained the above-described remediation responsibilities and has indemnified the third-party purchaser for the costs of remediation and certain related claims.

The USEPA has identified PCS Nitrogen, Inc. ( PCS Nitrogen ) as a potentially responsible party with respect to a former fertilizer blending operation in Charleston, South Carolina, known as the Planters Property or Columbia Nitrogen site, formerly owned by a company from which PCS Nitrogen acquired certain other assets. The USEPA has requested reimbursement of \$3.0 of previously incurred response costs and the performance or financing of future site investigation and response activities from PCS Nitrogen and other named potentially responsible parties. In September 2005, Ashley II of Charleston, L.L.C., the current owner of the Planters Property, filed a complaint in the United States District Court for the District of South Carolina (the Court ) seeking a declaratory judgment that PCS Nitrogen is liable to pay environmental response costs that Ashley II of Charleston, L.L.C. alleges it has incurred and will incur in connection with response activities at the site. The Court entered an order bifurcating the case into two phases. In the third quarter of 2007, the Court issued its decision for the first phase of the case, in which it determined that PCS Nitrogen is the successor to a former owner of the site and may be liable to Ashley II of Charleston, L.L.C. for its environmental response costs at the site. In the first quarter of 2008, PCS Nitrogen filed a motion with the Court for certification of an interlocutory appeal of the Court s order and to stay further proceedings pending a decision on the appeal from the Fourth Circuit Appellate Court. In April 2008, the Court denied PCS Nitrogen s motion for certification finding that an interlocutory appeal of its order at this time would not materially advance the ultimate termination of the litigation. PCS Nitrogen will have to wait until the Court issues a final ruling before it can appeal the Court s decision. PCS Nitrogen has filed third-party complaints against owners and operators that it believes should be responsible parties with respect to the site. PCS Nitrogen is currently pursuing the complaints that it has filed against the third-party defendants. The Court will enter a final decision regarding the allocation and amount of liability that PCS Nitrogen and the third party defendants may have relating to the Planters Property in the second phase of the case. PCS Nitrogen denies that it is a potentially responsible party and is vigorously defending its interests in these actions.

PCS Phosphate, along with several other entities, has received notice from parties to an Administrative Settlement Agreement ( Settling Parties ) with USEPA of alleged contribution liability under CERCLA for costs incurred and to be incurred addressing PCB soil contamination at the Ward Superfund Site in Raleigh, North Carolina ( Site ). PCS Phosphate has agreed to participate, on a non-joint and several basis, with the Settling Parties in the performance of the removal action and the payment of other costs associated with the Site, including reimbursement of USEPA s past costs. The cost of performing the removal at the Site is estimated at \$50.0. The removal activities commenced at the Site in August 2007. The company anticipates recovering some portion of its expenditures in this matter from other liable parties. USEPA is evaluating response actions for PCB-impacted sediments downstream of the Site but has not issued a final remedy for those sediments.

The USEPA announced an initiative to evaluate implementation within the phosphate industry of a particular exemption for mineral processing wastes under the hazardous waste program. In connection with this industry-wide initiative, the USEPA conducted hazardous waste compliance evaluation inspections at numerous phosphate operations, including the company s plants in Aurora, North Carolina; Geismar, Louisiana; and White Springs, Florida. The USEPA has notified the company of various alleged violations of the US Resource Conservation and Recovery Act at its Aurora and White Springs plants. The company and other industry members have met with representatives of the US Department of Justice, the USEPA and various state environmental agencies regarding potential resolutions of these matters. During these meetings, the company was also informed that the USEPA also believes the Geismar plant is in violation of the requirements. On July 28, 2008, as part of this industry-wide initiative, the US Department of Justice issued a letter to the company and other industry members regarding alleged violations of statutory release reporting requirements for certain compounds and specifically hydrogen fluoride. While the letter does not allege any specific violation against the company, the company is reviewing its compliance with the statutory requirements. The company is uncertain if any resolution will be possible without litigation, or, if litigation occurs, what the outcome would be. At this time, the company is unable to evaluate the extent of any exposure that it may have in these matters.



The USEPA also has announced an initiative to evaluate compliance with the Clean Air Act at sulfuric and nitric acid plants. In connection with this industry-wide initiative, the USEPA has sent requests for information to numerous facilities, including the company's plants in Augusta, Georgia; Aurora, North Carolina; Geismar, Louisiana; Lima, Ohio; and White Springs, Florida. The USEPA has notified the company of various alleged violations of the Clean Air Act at its Geismar and Lima plants. The company has met and will continue to meet with representatives of the USEPA regarding potential resolutions of these matters. At this time, the company is unable to evaluate the extent of any exposure that it may have in these matters.

Significant portions of the company's phosphate reserves in Aurora, North Carolina are located in wetlands. Under the Clean Water Act, the company must obtain a permit from the U.S. Army Corps of Engineers (the Corps) before disturbing the wetlands. The company has a permit from the Corps to mine specified areas. This permit expires in 2017, but the reserves in these areas could be exhausted before then. The company is seeking a new permit from the Corps to mine additional areas. This process includes significant public review and comment that could affect current mitigation and reclamation practices. The company expects to have the necessary approvals for mine continuation during the fourth quarter of 2008. Failure to secure the required approvals for continuation of the mining operations on acceptable terms would negatively affect the company's reserves and costs.

Pursuant to the 1996 Corrective Action Consent Order (the Order) executed between PCS Nitrogen Fertilizer, LP, f/k/a Arcadian Fertilizer, LP (PCS Nitrogen Fertilizer) and GEPD in conjunction with PCS Nitrogen Fertilizer's purchase of certain real property located in Augusta, Georgia from the entity from which PCS Nitrogen Fertilizer previously leased such property, PCS Nitrogen Fertilizer agreed to perform certain activities including a facility investigation and, if necessary, a corrective action. In accordance with the Order, PCS Nitrogen Fertilizer has performed an investigation of environmental site conditions and has documented its findings in several successive facility investigation reports submitted to GEPD. Based on these findings and on the requirements of the Order, PCS Nitrogen Fertilizer is implementing a pilot study to evaluate the viability of in-situ bioremediation of groundwater at the site. In the event the technology proves successful and full-scale implementation is warranted, upon GEPD approval, a full-scale bioremediation remedy will be implemented. If the pilot study proves unsuccessful or if GEPD does not approve this remedial strategy, other, more costly remediation alternatives may need to be evaluated and implemented.

The company is also engaged in ongoing site assessment and/or remediation activities at a number of other facilities and sites. Based on current information, it does not believe that its future obligations with respect to these facilities and sites are reasonably likely to have a material adverse effect on its consolidated financial position or results of operations.

Various other claims and lawsuits are pending against the company in the ordinary course of business. While it is not possible to determine the ultimate outcome of such actions at this time, and there exist inherent uncertainties in predicting such outcomes, it is management's belief that the ultimate resolution of such actions is not reasonably likely to have a material adverse effect on the company's consolidated financial position or results of operations.

The breadth of the company's operations and the global complexity of tax regulations require assessments of uncertainties and judgments in estimating the taxes it will ultimately pay. The final taxes paid are dependent upon many factors, including negotiations with taxing authorities in various jurisdictions, outcomes of tax litigation and resolution of disputes arising from federal, provincial, state and local tax audits. The resolution of these uncertainties and the associated final taxes may result in adjustments to the company's tax assets and tax liabilities.

The company owns facilities which have been either permanently or indefinitely shut down. It expects to incur nominal annual expenditures for site security and other maintenance costs at certain of these facilities. Should the facilities be dismantled, certain other shutdown-related costs may be incurred. Such costs would not be expected to have a material adverse effect on the company's consolidated financial position or results of operations and would be recognized and recorded in the period in which they were incurred.

## **16. Guarantees**

In the normal course of operations, the company provides indemnifications that are often standard contractual terms to counterparties in transactions such as purchase and sale contracts, service agreements, director/officer contracts and leasing transactions. These indemnification agreements may require the company to compensate the counterparties for

costs incurred as a result of various events, including environmental liabilities and changes in (or in the interpretation of) laws and regulations, or as a result of litigation claims or statutory sanctions that may be suffered by the counterparty as a consequence of the transaction. The terms of these indemnification agreements will vary based upon the contract, the nature of which prevents the company from making a reasonable estimate of the maximum potential amount that it could be required to pay to counterparties. Historically, the company has not made any significant payments under such indemnifications and no amounts have been accrued in the

accompanying condensed consolidated financial statements with respect to these indemnification guarantees (apart from any appropriate accruals relating to the underlying potential liabilities).

The company enters into agreements in the normal course of business that may contain features that meet the definition of a guarantee. Various debt obligations (such as overdrafts, lines of credit with counterparties for derivatives and back-to-back loan arrangements) and other commitments (such as railcar leases) related to certain subsidiaries and investees have been directly guaranteed by the company under such agreements with third parties. The company would be required to perform on these guarantees in the event of default by the guaranteed parties. No material loss is anticipated by reason of such agreements and guarantees. At June 30, 2008, the maximum potential amount of future (undiscounted) payments under significant guarantees provided to third parties approximated \$566.2. As many of these guarantees will not be drawn upon and the maximum potential amount of future payments does not consider the possibility of recovery under recourse or collateral provisions, this amount is not indicative of future cash requirements or the company's expected losses from these arrangements. At June 30, 2008, no subsidiary balances subject to guarantees were outstanding in connection with the company's cash management facilities, and it had no liabilities recorded for other obligations other than subsidiary bank borrowings of approximately \$5.9, which are reflected in other long-term debt, and cash margins held of approximately \$213.6 to maintain derivatives, which are included in accounts payable and accrued charges.

The company has guaranteed the gypsum stack capping, closure and post-closure obligations of White Springs and PCS Nitrogen in Florida and Louisiana, respectively, pursuant to the financial assurance regulatory requirements in those states.

The environmental regulations of the Province of Saskatchewan require each potash mine to have decommissioning and reclamation plans. Financial assurances for these plans must be established within one year following approval of these plans by the responsible provincial minister. The Minister of Environment for Saskatchewan provisionally approved the plans in July 2000. In July 2001, a Cdn \$2.0 irrevocable letter of credit was posted. The company submitted a revised plan when it was due in 2006 and is awaiting a response from the Province. The company is unable to predict, at this time, the outcome of the ongoing review of the plans or the timing of implementation and structure of any financial assurance requirements.

The company has met its financial assurance responsibilities as of June 30, 2008. Costs associated with the retirement of long-lived tangible assets have been accrued in the accompanying consolidated condensed financial statements to the extent that a legal liability to retire such assets exists.

During the period, the company entered into various other commercial letters of credit in the normal course of operations.

The company expects that it will be able to satisfy all applicable credit support requirements without disrupting normal business operations.

## **17. Reconciliation of Canadian and United States Generally Accepted Accounting Principles**

Canadian GAAP varies in certain significant respects from US GAAP. As required by the US Securities and Exchange Commission (SEC), the effect of these principal differences on the company's interim condensed consolidated financial statements is described and quantified below. For a complete discussion of US and Canadian GAAP differences, see Note 33 to the consolidated financial statements for the year ended December 31, 2007 in the company's 2007 financial review annual report.

**(a) Long-term investments:** Certain of the company's investments in international entities are accounted for under the equity method. Accounting principles generally accepted in those foreign jurisdictions may vary in certain important respects from Canadian GAAP and in certain other respects from US GAAP. The company's share of earnings of these equity investees under Canadian GAAP has been adjusted for the significant effects of conforming to US GAAP.

**(b) Property, plant and equipment and goodwill:** The net book value of property, plant and equipment and goodwill under Canadian GAAP is higher than under US GAAP, as past provisions for asset impairment under Canadian GAAP were measured based on the undiscounted cash flow from use together with the residual value of

the assets. Under US GAAP, they were measured based on fair value, which was lower than the undiscounted cash flow from use together with the residual value of the assets. Fair value for this purpose was determined based on discounted expected future net cash flows.

**(c) Depreciation and amortization:** Depreciation and amortization under Canadian GAAP is higher than under US GAAP, as a result of differences in the carrying amounts of property, plant and equipment under Canadian and US GAAP.

**(d) Exploration costs:** Under Canadian GAAP, capitalized exploration costs are classified under property, plant and equipment. For US GAAP, these costs are generally expensed until such time as a final feasibility study has confirmed the existence of a commercially mineable deposit.

**(e) Pre-operating costs:** Operating costs incurred during the start-up phase of new projects are deferred under Canadian GAAP until commercial production levels are reached, at which time they are amortized over the estimated life of the project. US GAAP requires that these costs be expensed as incurred. As at June 30, 2008 and 2007, the start-up costs deferred for Canadian GAAP were not material.

**(f) Pension and other post-retirement benefits:** Under Canadian GAAP, when a defined benefit plan gives rise to an accrued benefit asset, a company must recognize a valuation allowance for the excess of the adjusted benefit asset over the expected future benefit to be realized from the plan asset. Changes in the pension valuation allowance are recognized in income. US GAAP does not specifically address pension valuation allowances, and the US regulators have interpreted this to be a difference between Canadian and US GAAP. In light of this, a difference between Canadian and US GAAP has been recorded for the effects of recognizing a pension valuation allowance and the changes therein under Canadian GAAP.

In addition, under US GAAP the company is required to recognize the difference between the benefit obligation and the fair value of plan assets in the Consolidated Statements of Financial Position with the offset to OCI. No similar requirement currently exists under Canadian GAAP.

**(g) Foreign currency translation adjustment:** The company adopted the US dollar as its functional and reporting currency on January 1, 1995. At that time, the consolidated financial statements were translated into US dollars at the December 31, 1994 year-end exchange rate using the translation of convenience method under Canadian GAAP. This translation method was not permitted under US GAAP. US GAAP required the comparative Consolidated Statements of Operations and Consolidated Statements of Cash Flow to be translated at applicable weighted-average exchange rates; whereas, the Consolidated Statements of Financial Position were permitted to be translated at the December 31, 1994 year-end exchange rate. The use of disparate exchange rates under US GAAP gave rise to a foreign currency translation adjustment. Under US GAAP, this adjustment is reported as a component of accumulated OCI.

**(h) Offsetting of certain amounts:** Effective January 1, 2008, US GAAP requires an entity to adopt a policy of either offsetting or not offsetting fair value amounts recognized for derivative instruments and for the right to reclaim cash collateral or the obligation to return cash collateral against fair value amounts recognized for derivative instruments executed with the same counterparty under the same master netting arrangement. The company adopted a policy to offset such amounts effective January 1, 2008. Under Canadian GAAP offsetting of the margin deposits is not permitted.

**(i) Stock-based compensation:** Under Canadian GAAP, the company's stock-based compensation plan awards classified as liabilities are measured at intrinsic value at each reporting period. US GAAP requires that these liability awards be measured at fair value at each reporting period. The company uses a Monte Carlo simulation model to estimate the fair value of its performance unit incentive plan liability for US GAAP purposes. As at June 30, 2008, the

difference between Canadian and US GAAP was not significant.

Under Canadian GAAP, stock options are recognized over the service period, which for PotashCorp is established by the option performance period. Effective January 1, 2006, under US GAAP, stock options are recognized over the requisite service period which does not commence until the option plan is approved by the company's shareholders and options are granted thereunder. For options granted under the PotashCorp 2006 Performance Option Plan, the service period commenced January 1, 2006 under Canadian GAAP and May 4, 2006

under US GAAP. For options granted under the PotashCorp 2007 Performance Option Plan, the service period commenced January 1, 2007 under Canadian GAAP and May 3, 2007 under US GAAP. For options granted under the PotashCorp 2008 Performance Option Plan, the service period commenced January 1, 2008 under Canadian GAAP and May 8, 2008 under US GAAP. This difference impacts the stock-based compensation cost recorded and may impact diluted earnings per share.

**(j) Stripping costs:** Under Canadian GAAP, the company capitalizes and amortizes costs associated with the activity of removing overburden and other mine waste minerals in the production phase. US GAAP requires such stripping costs to be attributed to ore produced in that period as a component of inventory and recognized in cost of sales in the same period as related revenue.

**(k) Income taxes related to the above adjustments:** The income tax adjustment reflects the impact on income taxes of the US GAAP adjustments described above. Accounting for income taxes under Canadian and US GAAP is similar, except that income tax rates of enacted or substantively enacted tax law must be used to calculate future income tax assets and liabilities under Canadian GAAP, whereas only income tax rates of enacted tax law can be used under US GAAP.

**(l) Income tax consequences of stock-based employee compensation:** Under Canadian GAAP, the income tax benefit attributable to stock-based compensation that is deductible in computing taxable income but is not recorded in the consolidated financial statements as an expense of any period (the excess benefit) is considered to be a permanent difference. Accordingly, such amount is treated as an item that reconciles the statutory income tax rate to the company's effective income tax rate. Under US GAAP, the excess benefit is recognized as additional paid-in capital.

**(m) Income taxes related to uncertain income tax positions:** US GAAP prescribes a comprehensive model for how a company should recognize, measure, present and disclose in its consolidated financial statements uncertain income tax positions that it has taken or expects to take on a tax return (including a decision whether to file or not to file a return in a particular jurisdiction). Canadian GAAP has no similar requirements related to uncertain income tax positions.

**(n) Cash flow statements:** US GAAP requires the disclosure of income taxes paid. Canadian GAAP requires the disclosure of income tax cash flows, which would include any income taxes recovered during the year. For the three months ended June 30, 2008, income taxes paid under US GAAP were \$227.6 (2007 \$37.0) and for the six months ended June 30, 2008, income taxes paid under US GAAP were \$386.9 (2007 \$69.1).



The application of US GAAP, as described above, would have had the following effects on net income, net income per share, total assets, shareholders equity and comprehensive income.

	Three Months Ended June 30		Six Months Ended June 30	
	2008	2007	2008	2007
Net income as reported Canadian GAAP	\$ 905.1	\$ 285.7	\$ 1,471.1	\$ 483.7
Items increasing (decreasing) reported net income				
Depreciation and amortization (c)	2.1	2.1	4.2	4.2
Exploration costs (d)	-	-	(5.9)	-
Stock-based compensation (i)	1.5	0.8	3.5	1.0
Stripping costs (j)	(2.8)	(1.7)	(3.5)	(8.3)
Share of earnings of equity investees (a)	0.8	(0.6)	0.2	(0.6)
Pension and other post-retirement benefits (f)	0.1	0.7	0.2	1.4
Deferred income taxes relating to the above adjustments (k)	-	(9.5)	0.1	0.6
Income taxes related to US GAAP effective income tax rate (k, l)	-	(13.6)	(3.2)	(13.6)
Income taxes related to stock-based compensation (l)	(11.8)	(4.7)	(29.1)	(8.0)
Income taxes related to uncertain income tax positions (m)	2.4	(1.0)	6.1	(2.0)
Net income US GAAP	\$ 897.4	\$ 258.2	\$ 1,443.7	\$ 458.4
Basic weighted average shares outstanding US GAAP	310,615,000	315,458,000	313,138,000	315,180,000
Diluted weighted average shares outstanding US GAAP	321,082,000	323,671,000	323,710,000	323,120,000
Basic net income per share US GAAP	\$ 2.89	\$ 0.82	\$ 4.61	\$ 1.45
Diluted net income per share US GAAP	\$ 2.79	\$ 0.80	\$ 4.46	\$ 1.42

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
Total assets as reported Canadian GAAP	<b>\$ 11,979.7</b>	\$ 9,716.6
Items increasing (decreasing) reported total assets		
Property, plant and equipment (b)	<b>(97.0)</b>	(101.2)
Exploration costs (d)	<b>(12.3)</b>	(6.4)
Stripping costs (j)	<b>(36.2)</b>	(32.7)
Pension and other post-retirement benefits (f)	<b>(71.9)</b>	(66.7)
Margin deposits associated with derivative instruments (h)	<b>(213.6)</b>	-
Investment in equity investees (a)	<b>2.5</b>	2.3
Income tax asset related to uncertain income tax positions (m)	<b>23.3</b>	18.4
Goodwill (b)	<b>(46.7)</b>	(46.7)
Total assets US GAAP	<b>\$ 11,527.8</b>	\$ 9,483.6

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
Total shareholders' equity as reported - Canadian GAAP	\$ 6,611.1	\$ 6,018.7
Items increasing (decreasing) reported shareholders' equity		
Accumulated other comprehensive income, net of related income taxes, consisting of:		
Cumulative-effect adjustment in respect of uncertain income tax positions (m)	(1.2)	(1.2)
Pension and other post-retirement benefits (f)	(89.1)	(85.6)
Foreign currency translation adjustment (g)	(20.9)	(20.9)
Foreign currency translation adjustment (g)	20.9	20.9
Provision for asset impairment (b)	(218.0)	(218.0)
Depreciation and amortization (c)	74.3	70.1
Exploration costs (d)	(12.3)	(6.4)
Stripping costs (j)	(36.2)	(32.7)
Pension and other post-retirement benefits (f)	16.3	16.1
Share of earnings of equity investees (a)	2.5	2.3
Deferred income taxes relating to the above adjustments (k)	30.5	30.4
Income taxes related to US GAAP effective income tax rate (k, l)	(33.5)	(30.3)
Income taxes related to uncertain income tax positions (m)	20.6	14.5
Cumulative-effect adjustment to retained earnings in respect of uncertain income tax positions (m)	85.7	85.7
Shareholders' equity - US GAAP	\$ 6,450.7	\$ 5,863.6

	<b>Six Months Ended June 30</b>	
	<b>2008</b>	<b>2007</b>
Net income - US GAAP	\$ 1,443.7	\$ 458.4
Other comprehensive income		
Net increase in unrealized gains on available-for-sale securities	1,155.8	561.1
Net gains on derivatives designated as cash flow hedges	279.9	30.9
Reclassification to income of net gains on cash flow hedges	(20.0)	(31.3)
Unrealized foreign exchange gains on translation of self-sustaining foreign operations	4.9	4.9
Pension and other post-retirement benefits	(6.2)	5.8
Share of OCI of equity investees	-	(1.3)
Deferred income taxes related to other comprehensive income	(258.9)	(35.5)

Other comprehensive income	<b>1,155.5</b>	534.6
Comprehensive income US GAAP	<b>\$ 2,599.2</b>	\$ 993.0

***Supplemental US GAAP Disclosures****Uncertainty in Income Taxes*

The reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest, for the six months ended June 30, 2008 is as follows:

Balance at December 31, 2007	<b>\$ 11.6</b>
Additions based on tax positions related to the current year	<b>4.3</b>
Additions for tax positions of prior years	<b>44.2</b>
Reductions for tax positions of prior years	<b>(51.4)</b>
Settlements	<b>(3.2)</b>
Balance at June 30, 2008	<b>\$ 5.5</b>

*Recent Accounting Pronouncements*Framework for Fair Value Measurement

The company adopted the provisions of SFAS No. 157, *Fair Value Measurements*, effective January 1, 2008. The standard establishes a framework for measuring fair value and expands the disclosures about fair value measurements. The implementation of this standard did not have a material impact on the consolidated financial statements as the company's current policy on accounting for fair value measurements is consistent with this guidance. The company has, however, provided additional prescribed disclosures not required under Canadian GAAP.

SFAS No. 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy are described below:

- 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 in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.
- Level 3** Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

As required by SFAS No. 157, when the inputs used to measure fair value fall within more than one level of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measure in its entirety.

The following table presents the company's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of June 30, 2008.

Description	Carrying Amount of Asset (Liability) at June 30, 2008	Fair Value Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Derivative instrument assets (net of cash margin deposits held)	\$ 168.3	\$ (213.6)	\$ -	\$ 381.9
Available-for-sale securities	4,175.9	4,129.0	-	46.9
Derivative instrument liabilities	(0.2)	-	(0.2)	-
<b>Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</b>			<b>Derivative Instrument Assets</b>	<b>Available-for-Sale Securities</b>

Beginning balance, December 31, 2007	\$ 127.7	\$ 56.0
Total gains or (losses) (realized and unrealized) before income taxes		
Included in earnings	17.9	(43.8)
Included in other comprehensive income	261.9	34.7
Purchases, sales, issuances and settlements	(25.6)	-
Transfers in and/or out of Level 3	-	-
Ending balance, June 30, 2008	\$ 381.9	\$ 46.9
Amount of total gains or (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	\$ (3.4)	\$ (43.8)
Gains and (losses) (realized and unrealized) included in earnings for the period are reported in:		
Cost of Goods Sold	\$ 17.9	\$ -
Other income	-	(43.8)

Certain natural gas derivative instrument assets are non-exchange based derivatives that trade in less liquid markets with limited pricing information. These derivatives are valued using price quotations that may not be considered observable, market-based inputs. Such instruments are therefore currently categorized in Level 3.

#### Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. This standard permits entities to choose to measure many financial instruments and certain other items at fair value, providing the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without the need to apply hedge accounting provisions. The implementation of SFAS No. 159, effective January 1, 2008, did not have a material impact on the company's consolidated financial statements.

#### Offsetting of Certain Amounts

In April 2007, the FASB issued FASB Staff Position No. FIN 39-1, *Amendment of FASB Interpretation No. 39 (FSP FIN 39-1)*. FSP FIN 39-1 amends certain paragraphs of FASB Interpretation Number 39, *Offsetting of Amounts Related to Certain Contracts*, to permit a reporting entity to either (i) offset derivative balances as well as fair value amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral against fair value amounts recognized for derivative instruments executed with the same counterparty under the same master netting arrangement, or (ii) offset no amounts of derivatives or cash collateral for derivative instruments executed with the same counterparty.

The company adopted the provisions of FSP FIN 39-1 effective January 1, 2008. As a result of the implementation of FSP FIN 39-1 the company changed its accounting policy, on a prospective basis, to offset fair value amounts recognized for derivative instruments under master netting arrangements. This has resulted in a decrease of derivative instrument assets of \$213.6 due to the netting of margin deposits held.

#### Business Combinations

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations*. The standard requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction; establishes the acquisition date fair value as the measurement objective for all assets acquired and liabilities assumed; and requires the acquirer to disclose to investors and other users all of the information they need to evaluate and understand the nature and financial effect of the business combination. The company is currently reviewing the guidance, which is effective for fiscal years beginning after December 15, 2008, to determine the potential impact, if any, on its consolidated financial statements.

#### Noncontrolling Interests in Consolidated Financial Statements

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*. The standard requires all entities to report noncontrolling (minority) interests as equity in consolidated financial statements. SFAS No. 160 eliminates the diversity that currently exists in accounting for transactions between an entity and noncontrolling interests by requiring they be treated as equity transactions. The company is currently reviewing the guidance, which is effective for fiscal years beginning after December 15, 2008, to determine the potential impact, if any, on its consolidated financial statements.

Disclosures about Derivative Instruments and Hedging Activities

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*. The standard requires enhanced disclosures about an entity's derivative and hedging activities. Entities are required to provide enhanced disclosures about (i) how and why an entity uses derivative instruments, (ii) how derivative instruments and related hedged items are accounted for, and (iii) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. The standard increases convergence with IFRSs, as it relates to disclosures of derivative instruments. The company is currently reviewing the guidance, which is effective for fiscal years beginning after November 15, 2008, to determine the potential impact, if any, on its consolidated financial statements.

The Hierarchy of Generally Accepted Accounting Principles

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. This standard identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). The FASB does not expect that this standard will result in a change in current practice. SFAS No. 162 will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The company is currently reviewing the guidance to determine the potential impact, if any, on its consolidated financial statements.



## **ITEM 2. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

The following discussion and analysis is the responsibility of management and is as of August 6, 2008. The Board of Directors carries out its responsibility for review of this disclosure principally through its audit committee, comprised exclusively of independent directors. The audit committee reviews and prior to its publication, approves, pursuant to the authority delegated to it by the Board of Directors, this disclosure. The term PCS refers to Potash Corporation of Saskatchewan Inc. and the terms we, us, our, PotashCorp and the company refer to PCS and, as applicable, PCS and its direct and indirect subsidiaries as a group. Additional information relating to the company, including our Annual Report on Form 10-K, can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on EDGAR at [www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml).

### **POTASHCORP AND OUR BUSINESS ENVIRONMENT**

PotashCorp has built a global business on the natural nutrients potash, nitrogen and phosphate. Our products serve three different markets: fertilizer, industrial and animal feed. We sell fertilizer to North American retailers, cooperatives and distributors that provide storage and application services to farmers, the end users. Our offshore customers are government agencies and private importers, who buy under contract and on the spot market; spot sales are more prevalent in North America. Fertilizers are sold primarily for spring and fall application in both northern and southern hemispheres.

Transportation is an important part of the final purchase price for fertilizer so producers usually sell to the closest customers. In North America, we sell mainly on a delivered basis via rail, barge, truck and pipeline. Offshore customers purchase product either at the port where it is loaded or delivered with freight included.

Potash, nitrogen and phosphate are also used as inputs for the production of animal feed and industrial products. Most feed and industrial sales are by contract and are more evenly distributed throughout the year than fertilizer sales.

### **POTASHCORP VISION**

We seek to be the partner of choice, providing superior value to all our stakeholders. We strive to be the highest quality low-cost producer and sustainable gross margin leader in the products we sell and the markets we serve. Through our strategy, we attempt to minimize the natural volatility of our business. We strive for increased earnings and to outperform our peer group and other basic materials companies in total shareholder return, a key measure of any company's value.

We link our financial performance with areas of extended responsibility that include safety, the environment and all those who have a social or economic interest in our business. We focus on increased transparency to improve our relationships with all our stakeholders, believing this gives us a competitive advantage.

### **POTASHCORP STRATEGY**

To provide our stakeholders with superior value, our strategy focuses on generating long-term growth while striving to minimize fluctuations in our upward-trending earnings line. This value proposition has given our stakeholders superior value for many years. We apply this strategy by concentrating on our highest margin products. This dictates our Potash First strategy, focusing our capital internally and through investments to build on our world-class potash assets and meet the rising global demand for this vital nutrient. By investing in potash capacity while producing to meet market demand, we create the opportunity for significant growth while limiting downside risk. We complement our potash operations with focused nitrogen and phosphate businesses that emphasize the production of high-margin products with stable and sustainable earnings potential.

We strive to grow PotashCorp by enhancing our position as supplier of choice to our customers, delivering the highest quality products at market prices when they are needed. We seek to be the supplier of choice to high-volume, high-margin customers with the lowest credit risk. It is critical that our customers recognize our ability to create value for them based on the price they pay for our products.

As we plan our future, we carefully weigh our choices for our strong cash flow. We base all investment decisions on cash flow return materially exceeding cost of capital, evaluating the best return on any investment that matches our Potash First strategy. Most of our recent capital expenditures have gone to investments in our own potash capacity, and we look to increase our existing offshore potash investments and seek other merger and acquisition opportunities in this nutrient. We also consider share repurchase and increased dividends as ways to maximize shareholder value over the long term.

## KEY PERFORMANCE DRIVERS PERFORMANCE COMPARED TO GOALS

Each year we set targets to advance our long-term goals and drive results. We have developed key performance indicators to monitor our progress and measure success. As we drill down into the organization with these metrics, we believe:

management will focus on the most important things, which will be reinforced by having the measurable, relevant results readily accessible;

employees will understand and be able to effectively monitor their contribution to the achievement of corporate goals; and

we will be even more effective in meeting our targets.

Our long-term goals and 2008 targets are set out on pages 25 to 27 of our 2007 financial review annual report. A summary of our progress against selected goals and representative annual targets is set out below.

Goal	Representative 2008 Annual Target	Performance to June 30, 2008
Prevent harm to people.	Continue safety initiatives to reduce severity and lost-time injury rates to zero. Reduce recordable injury rates by 15 percent from 2007 level. Reduce lost-time injury rates by 20 percent from 2007 level.	Recordable injury rate was 2.05, representing an increase of 6 percent for the first six months of 2008 compared to the 2007 annual level. As compared to the six months ended June 30, 2007, recordable injury rate increased 1 percent.  Lost-time injury rate was 0.31, representing an increase of 54 percent for the first six months of 2008 compared to the 2007 annual level. As compared to the six months ended June 30, 2007, lost-time injury rate increased 113 percent.
To have no accidents and no damage to the environment.	Maintain energy usage per tonne of product produced at 2007 levels.	Compared to the 2007 annual average, corporate-wide weighted-average energy usage (including natural gas, electricity and fuel oil) per tonne of product (as measured on a N basis for nitrogen, P <sub>2</sub> O <sub>5</sub> basis for phosphate and KCl basis for potash) was flat in the first six months of 2008.
	Reduce reportable releases and permit excursions by 15 percent from 2007	Reportable release rate on an annualized basis declined 33 percent while annualized permit excursions were down 64 percent during the first six months of 2008

levels.

compared to 2007 annual levels. Compared to the first six months of 2007, reportable releases were down 33 percent and permit excursions were flat.

To meet the needs and expectations of our providers of capital.

Exceed total shareholder return for our sector and companies on the DJUSBM for 2008.

PotashCorp's total shareholder return was 59 percent in the first six months of 2008, exceeding the DJUSBM return of 10 percent and our sector average return of 57 percent.

## FINANCIAL OVERVIEW

This discussion and analysis is based on the company's unaudited interim condensed consolidated financial statements reported under generally accepted accounting principles in Canada (Canadian GAAP). These principles differ in certain significant respects from accounting principles generally accepted in the United States. These differences are described and quantified in Note 17 to the unaudited interim condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q. All references to per-share amounts pertain to diluted net income per share.

For an understanding of trends, events, uncertainties and the effect of critical accounting estimates on our results and financial condition, the entire document should be read carefully together with our 2007 financial review annual report.

### *Earnings Guidance*

The company's guidance for the second quarter of 2008 was earnings per share in the range of \$2.20 to \$2.50 per share, assuming a period end exchange rate of 1.00 Canadian dollars per US dollar and consolidated reported income tax rate between 28-29 percent. The final result was net income of \$905.1 million, or \$2.82 per share, with a period-end exchange rate of 1.0186 Canadian dollars per US dollar, and consolidated effective and reported income tax rates of approximately 29 percent.

### *Overview of Actual Results*

#### *Operations*

Items (millions) except per-share amounts	Three Months Ended June 30				Six Months Ended June 30			
	2008	2007	Dollar Change	% Change	2008	2007	Dollar Change	% Change
Net sales	\$ 2,621.0	\$ 1,353.1	\$ 1,267.9	94	\$ 4,511.6	\$ 2,507.8	\$ 2,003.8	80
Cost of sales	103.4	92.3	11.1	12	205.8	174.2	31.6	18
Transportation and distribution	33.3	32.6	0.7	2	65.6	63.6	2.0	3
Cost of goods sold	1,047.0	726.8	320.2	44	1,946.9	1,398.9	548.0	39
Operating margin	\$ 1,437.3	\$ 501.4	\$ 935.9	187	\$ 2,293.3	\$ 871.1	\$ 1,422.2	163
Operating income	\$ 1,296.0	\$ 422.3	\$ 873.7	207	\$ 2,045.0	\$ 730.6	\$ 1,314.4	179
Income before taxes	\$ 905.1	\$ 285.7	\$ 619.4	217	\$ 1,471.1	\$ 483.7	\$ 987.4	204
Income tax expense	\$ 288.1	\$ 108.4	\$ 179.7	166	\$ 473.9	\$ 147.1	\$ 326.8	222
Income before taxes and taxes	\$ 617.0	\$ 177.3	\$ 439.7	248	\$ 997.2	\$ 336.6	\$ 660.6	240
Income per share - basic	\$ 2.91	\$ 0.91	\$ 2.00	220	\$ 4.70	\$ 1.53	\$ 3.17	207

Income per share	diluted	\$	<b>2.82</b>	\$	0.88	\$	1.94	220	\$	<b>4.54</b>	\$	1.50	\$	3.04
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Record second-quarter earnings of \$2.82 per share (\$905.1 million) were a 220 percent increase over the \$0.88 per share (\$285.7 million) earned in last year's second quarter. This represents the highest quarterly earnings in company history — 62 percent above the record \$1.74 per share (\$566.0 million) set in first-quarter 2008 — and reflects rising global fertilizer demand and the impact of significantly higher prices for potash, nitrogen and phosphate products. Earnings for the first six months of 2008 were \$4.54 per share (\$1,471.1 million), more than triple the \$1.50 per share (\$483.7 million) earned in the first half of last year and higher than the record \$3.40 per share (\$1,103.6 million) earned for the full year 2007.

Fertilizer demand remained strong, fuelled by the global need to increase food production and by supportive crop commodity prices. Corn prices in the second quarter were up more than 60 percent from the same period last year, while soybean prices were almost double. This provided farmers with record income and significant motivation to increase acreage planted and yields.

The tight fertilizer supply/demand fundamentals impacted all three nutrients in the quarter and first half of 2008, and were clearly evident in higher product prices. Record quarterly gross margin of \$1,437.3 million was up 187 percent from the \$501.4 million generated in the second quarter of 2007, with all three nutrients making record contributions. First-half gross margin reached \$2,293.3 million, compared to \$871.1 million in the first six months of 2007, and already exceeded the record full-year total of \$1,881.2 million set last year. Potash gross margin as a percentage of net sales rose to 79 percent in the second quarter and 76 percent in the first half of 2008, compared to

59 percent and 56 percent in the same periods of 2007, respectively. Driven by higher prices for all our nitrogen products, nitrogen gross margin reached \$210.0 million in the quarter and \$395.4 million in the first half of 2008, up from \$144.2 million and \$275.5 million in the same periods in 2007, respectively. Price increases pushed phosphate gross margin to \$340.9 million in the quarter and \$496.9 million in the first six months of 2008, up from \$96.8 million in the second quarter of 2007 and \$161.0 million in the first half.

Selling and administrative expenses were \$6.2 million higher than in the same quarter last year and \$12.8 million higher than the first half, due primarily to the impact of an increase in the price of our common shares on the valuation of deferred share units during the second quarter and first half of 2008. This was partially offset by lower quarterly expense recognized in the second quarter of 2008 related to our medium-term incentive plan as the expense in second-quarter 2007 was elevated due to an increase in the price of our common shares prior to the plan reaching its maximum. Provincial mining and other taxes increased almost five times quarter over quarter