

TERRA INDUSTRIES INC
Form 10-K/A
April 30, 2010
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

x

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

For the fiscal year ended December 31, 2009

OR

o

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

For the transition period from to

Commission file number 1-8520

Terra Industries Inc.

(Exact name of registrant as specified in its charter)

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Maryland

(State or other jurisdiction of
incorporation or organization)

52-1145429

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

**Terra Centre
600 Fourth Street
P. O. Box 6000
Sioux City, Iowa**

(Address of principal executive offices)

51102-6000

(Zip Code)

(712) 277-1340

(Registrant's telephone number)

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

Title of each class

Common Shares, without par value

Name of each exchange on which registered

None

Securities registered pursuant to section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes o No ☒ x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes o No ☒ x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange 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 ☒ x No o

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

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

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

Large accelerated filer ☒ x

Accelerated filer o

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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 Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting common shares held by non-affiliates computed by reference to the price at which the common shares were last sold, or the average bid and asked price of such common shares, as of the last business day of the registrant's most recently completed second fiscal quarter was \$2,380,919,125.90.

The number of Common Shares, without par value, outstanding as of April 30, 2010 was 100.

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Documents Incorporated by Reference

Certain portions of the Information Statement included as Annex A to Amendment No. 1 to the Solicitation/Recommendation Statement on Schedule 14D-9 of Terra Industries Inc. (the Company or Terra) filed with the Securities and Exchange Commission (the SEC) on March 18, 2010 and mailed on or about March 18, 2010 to holders of record of common stock, without par value, of Terra (the Information Statement) are incorporated by reference herein. The Information Statement is filed as Exhibit No. 99.1 to this Amendment No. 1 on Form 10-K/A (this Amendment).

Explanatory Note

This Amendment to the Annual Report on Form 10-K (the Original Filing) for the fiscal year ended December 31, 2009 of the Company, originally filed with the SEC on February 25, 2010, is being filed solely for the limited purpose of amending Items 10, 11, 12, 13 and 14 to reflect the inclusion of the information required by Form 10-K. The Original Filing contemplated the incorporation by reference of such information from Terra s definitive proxy statement relating to the Company s 2010 Annual Meeting of Stockholders. On April 15, 2010, the merger contemplated by the Agreement and Plan of Merger by and among CF Industries Holdings, Inc. (CF), Composite Merger Corporation and the Company, dated as of March 12, 2010, was consummated, and the Company became an indirect wholly-owned subsidiary of CF. Accordingly, the Company will not be filing a definitive proxy statement, and the Company is including the information required by Items 10, 11, 12, 13 and 14 of Form 10-K through this Amendment as contemplated by instruction G(3) to Form 10-K. The listing of the definitive proxy statement on the cover page of the Original Filing as a document incorporated by reference has been deleted in this Amendment.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), the Company has filed the certifications required by Rule 13a-14(a) or 15d-14(a) of the Exchange Act.

Except as contained herein, this Amendment speaks as of the filing date of the Original Filing and does not modify or update disclosures contained in the Original Filing. Accordingly, this Amendment should be read in conjunction with the Original Filing and with Terra s filings with the SEC subsequent to the Original Filing.

Forward-Looking Information is Subject to Risk and Uncertainty

Certain statements in this report may constitute forward-looking statements within the meaning of the Private Litigation Reform Act of 1995. Forward-looking statements are based upon assumptions as to future events that may not prove to be accurate. Actual outcomes and results may differ materially from what is expressed or forecasted in these forward-looking statements. As a result, these statements speak only as of the date they were made and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law.

Words such as expects, intends, plans, projects, believes, estimates and similar expressions are used to identify these forward-looking statements. Forward looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are

difficult to predict. These risks, uncertainties and assumptions include, among others, statements relating to:

- changes in product mix;
- changes in the seasonality of demand patterns;
- changes in weather conditions;
- changes in environmental and other government regulations;
- changes in agricultural regulations;
- changes in the securities trading markets;
- the potential for disruption from the CF/Terra acquisition to make it more difficult for us to maintain relationships with customers, employees or suppliers;
- the volatile cost of natural gas in the areas where our production facilities are principally located;
- the global commodity nature of our fertilizer products, the impact of global supply and demand on our selling prices, and the intense global competition in the consolidating markets in which we operate;

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- conditions in the U.S. agricultural industry;
- risks involving derivatives and the effectiveness of our risk measurement and hedging activities;
- the reliance of our operations on a limited number of key facilities and the significant risks and hazards against which we may not be fully insured;
- reliance on third party transportation providers;
- risks associated with joint ventures;
- risks associated with expansion of our business, including unanticipated adverse consequences and the significant resources that could be required;
- potential liabilities and expenditures related to environmental and health and safety laws and regulations;
- acts of terrorism and regulations to combat terrorism;
- difficulties in securing the supply and delivery of raw materials we use and increases in their costs;
- risks associated with international operations;
- deterioration of global market and economic conditions;
- our ability to comply with the covenants under our indebtedness and to make payments under such indebtedness when due;

- potential inability to refinance our indebtedness in connection with any change of control affecting us;
- loss of key members of management and professional staff;
- changes in financial and capital markets;
- general economic conditions within the agricultural industry;
- competitive factors and price changes (principally, sales prices of nitrogen products and natural gas costs);
and
- other risks detailed in the section entitled "Risk Factors" in the Original Filing and subsequent Quarterly Reports on Form 10-Q.

Additional information as to these factors can be found in the Original Filing.

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Part III

Item 10. Directors, Executive Officers and Corporate Governance

Information with respect to directors of Terra is set forth under the caption "Current Directors and Executive Officers of Terra" "Directors" in the Information Statement, and is incorporated herein by reference.

Information with respect to executive officers of Terra is set forth under the caption "Current Directors and Executive Officers of Terra" "Executive Officers" in the Information Statement, and is incorporated herein by reference.

Information with respect to securities ownership of directors, management and certain beneficial owners is set forth under the caption "Securities Ownership of Directors, Management and Certain Beneficial Owners" "Section 16(a) Beneficial Ownership Reporting Compliance" in the Information Statement, and is incorporated herein by reference.

Information with respect to Terra's code of ethics is set forth under the caption "Corporate Governance" "General" in the Information Statement, and is incorporated herein by reference.

Information with respect to the audit committee of the Board of Directors of Terra is set forth under the caption "Board of Directors and Committees" "Committees of the Board" "Audit Committee" in the Information Statement, and is incorporated herein by reference.

Item 11. Executive Compensation

Information with respect to executive officer and director compensation is set forth under the captions "Executive Compensation and Other Information" "Compensation Discussion and Analysis," "Executive Compensation and Other Information" "Executive Compensation," "Board of Directors and Committees" "Compensation Committee Interlocks and Insider Participation," "Executive Compensation and Other Information" "Director Compensation" and "Executive Compensation and Other Information" "Compensation Committee Report" in the Information Statement, and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

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Information with respect to securities authorized for issuance under equity compensation plans is set forth under Item 12 of the Original Filing, and is incorporated herein by reference.

Information with respect to security ownership of certain beneficial owners and management is set forth under the caption Securities Ownership of Directors, Management and Certain Beneficial Owners Equity Security Ownership in the Information Statement, and is incorporated herein by reference.

Information with respect to arrangements that may result in a change in control of Terra is set forth under the caption Securities Ownership of Directors, Management and Certain Beneficial Owners Change in Control in the Information Statement, and is incorporated herein by reference. On April 15, 2010, the merger contemplated by the Agreement and Plan of Merger by and among CF, Composite Merger Corporation and the Company, dated as of March 12, 2010 and described in the Information Statement, was consummated, and the Company became an indirect wholly-owned subsidiary of CF.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information with respect to certain relationships and transactions with related persons is set forth under the captions Executive Compensation and Other Information Transactions with Related Persons and Executive Compensation and Other Information Policies and Procedures in the Information Statement, and is incorporated herein by reference.

Information with regard to director independence is set forth under the captions Corporate Governance General and Board of Directors and Committees Committees of the Board in the Information Statement, and is incorporated herein by reference.

Table of Contents**Item 14. Principal Accountant Fees and Services****PRINCIPAL ACCOUNTANT AUDIT FEES AND SERVICES FEES**

The table below describes fees for professional audit services rendered by Deloitte & Touche LLP, Terra's principal accountant, for the audit of Terra's annual financial statements for the years ended December 31, 2009 and December 31, 2008 and fees billed for other services rendered by Deloitte & Touche during those periods. All such audit and other services, as well as related fees for 2009, were approved in advance by the Audit Committee.

Type of Fee	2009	2008
Audit Fees(1)	\$ 1,245,300	\$ 1,359,397
Audit Related Fees(2)	170,810	146,980
Total Audit and Audit Related Fees	1,416,110	1,506,377
Tax Fees(3)	797,245	462,443
All Other Fees	0	0
Total	\$ 2,213,355	\$ 1,968,820

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- (1) Audit Fees, including those for statutory audits, include the aggregate fees paid by Terra during the fiscal year indicated for professional services rendered by Deloitte & Touche for the audit of Terra's annual financial statements and review of financial statements included in Terra's Form 10-Qs.
- (2) Audit related fees relate to professional services performed in association with 1) for 2009, the Company's \$600 million debt offering circular and related Form S-4 filing and 2) for 2008 related primarily to the SEC comment letter process.
- (3) Tax Fees relate primarily to income tax research and compliance work performed by the Deloitte Omaha and the Deloitte London Ontario offices.

The Audit Committee advised Terra's Board of Directors that it determined that the non-audit services rendered by Terra's independent registered accounting firm during Terra's most recent fiscal year are compatible with maintaining such auditors' independence.

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

Pursuant to its charter, the Audit Committee is responsible for reviewing and approving, in advance, any audit and any permissible non-audit engagement or relationship between Terra and its independent auditors. Deloitte & Touche's engagement to conduct the audit of Terra's financial statements included herein was approved by the Audit Committee on February 17, 2009. Additionally, each permissible non-audit engagement or relationship between Terra and services performed by Deloitte & Touche since May 2003 was reviewed and approved in advance by the Audit Committee, as provided in its charter.

Part IV

Item 15. Exhibits and Financial Statement Schedules

(A) DOCUMENTS FILED AS A PART OF THIS REPORT

1. The consolidated financial statements required to be filed in our Annual Report on Form 10-K are included in Part II, Item 8 of the Original Filing.

2. Index to Financial Statement Schedules, Reports and Consents

See Index to Financial Statement Schedules of Terra and its subsidiaries at page S-1 of the Original Filing.

3. Other Financial Statements

Individual financial statements of Terra's 50 percent owned joint ventures accounted for on the equity method have been omitted because they do not constitute a significant subsidiary.

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(B) EXHIBITS

- 2.1 Stock Purchase Agreement dated as of August 6, 2004 among Terra Industries Inc., MissChem Acquisition Inc. and Mississippi Chemical Corporation, filed as Exhibit 99.2 to Terra Industries Inc. s Form 8-K dated August 9, 2004, is incorporated herein by reference.
- 2.2 Agreement and Plan of Merger dated as of February 12, 2010 by and among Yara International ASA, Yukon Merger Sub Inc., and Terra Industries Inc., filed as Exhibit 2.1 to Terra Industries Inc. s Form 8-K dated February 16, 2010, is incorporated herein by reference.
- 3.1 Articles of Restatement of Terra Industries Inc. filed with the State Department of Assessments and Taxation of Maryland on August 3, 2005, restating the Charter of Terra Industries Inc., filed as Exhibit 3.3 to Terra Industries Inc. s Form 8-K dated August 3, 2005, are incorporated herein by reference.
- 3.2 Amended and Restated By-Laws of Terra Industries Inc., effective as of August 3, 2005, filed as Exhibit 3.4 to Terra Industries Inc. s Form 8-K, dated August 3, 2005, are incorporated herein by reference.
- 3.3 Amendment No. 1 to the Amended and Restated By-Laws of Terra Industries Inc., filed as Exhibit 3.1 to Terra Industries Inc. s Form 8-K dated April 14, 2009, is incorporated herein by reference.
- 3.4 A Certificate of Correction to correct errors and omissions to the August 3, 2005 Articles of Restatement for Terra Industries Inc., as filed with the State Department of Assessments and Taxation of Maryland on April 30, 2008, was included as Exhibit 99.1 to Terra Industries Inc. s Form 8-K dated May 5, 2008, and is incorporated herein by reference.
- 3.5 Certificate of Incorporation of Terra Capital, Inc. filed as Exhibit 3.i.(a) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.6 Certificate of Incorporation of Beaumont Ammonia Inc. filed as Exhibit 3.i.(b) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.7 Certificate of Incorporation of Beaumont Holdings Corporation, filed as Exhibit 3.i.(c) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.8 Certificate of Incorporation of BMC Holdings Inc. filed as Exhibit 3.1.(d) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 3, 2001, is incorporated herein by reference.
- 3.9 Certificate of Incorporation of Port Neal Corporation filed as Exhibit 3.i.(e) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.10 Certificate of Incorporation of Terra (U.K.) Holdings Inc. filed as Exhibit 3.i.(f) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.11 Certificate of Incorporation of Terra Capital Holdings, Inc. filed as Exhibit 3.1.(g) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.12 Certificate of Incorporation of Terra International (Oklahoma) Inc. filed as Exhibit 3.i.(k) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.13 Certificate of Incorporation of Terra International, Inc. filed as Exhibit 3.i.(l) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.14 Certificate of Incorporation of Terra Methanol Corporation filed as Exhibit 3.i.(m) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.15 Certificate of Incorporation of Terra Nitrogen Corporation filed as Exhibit 3.i.(n) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
- 3.16 Certificate of Incorporation of Terra Real Estate Corporation filed as Exhibit 3.i.(o) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated

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- herein by reference.
- 3.17 By-Laws of Terra Capital, Inc. filed as Exhibit 3.ii.(a) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.18 By-Laws of Beaumont Ammonia Inc. filed as Exhibit 3.ii.(b) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.19 By-Laws of Beaumont Holdings Corporation filed as Exhibit 3.ii.(c) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.20 By-Laws of BMC Holdings, Inc. filed as Exhibit 3.ii.(d) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.21 By-Laws of Port Neal Corporation filed as Exhibit 3.ii.(e) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.22 By-Laws of Terra (U.K.) Holdings Inc. filed as Exhibit 3.ii.(f) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.23 By-Laws of Terra Capital Holdings, Inc. filed as Exhibit 3.ii.(g) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.24 By-Laws of Terra International (Oklahoma) Inc. filed as Exhibit 3.ii.(i) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.25 By-Laws of Terra International, Inc. filed as Exhibit 3.ii.(j) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.26 By-Laws of Terra Methanol Corporation filed as Exhibit 3.ii.(k) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.27 By-Laws of Terra Nitrogen Corporation filed as Exhibit 3.ii.(l) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.28 By-Laws of Terra Real Estate Corporation filed as Exhibit 3.ii.(m) to Terra Capital, Inc. s Registration Statement filed on Form S-4 on November 13, 2001, is incorporated herein by reference.
 - 3.29 Certificate of Incorporation of Terra Nitrogen GP Inc., filed as Exhibit 3.2 to the September 7, 2005 Terra Nitrogen Company, L.P. s Form 8-K, is incorporated herein by reference.
 - 3.30 By-Laws of Terra Nitrogen GP Inc., filed as Exhibit 3.3 to the September 7, 2005 Terra Nitrogen Company, L.P. s Form 8-K, are incorporated herein by reference.
 - 3.31 Certificate of Incorporation of Terra Nitrogen GP Holdings Inc., filed as Exhibit 3.29 to Terra Industries Inc. s Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
 - 3.32 By-Laws of Terra Nitrogen GP Holdings Inc., filed as Exhibit 3.30 to Terra Industries Inc. s Form 10-K for the year ended December 31, 2006, is incorporated herein by reference.
 - 3.33 Certificate of Incorporation of Terra Environmental Technologies Inc., filed as Exhibit 3.33 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
 - 3.34 By-Laws of Terra Environmental Technologies Inc. filed as Exhibit 3.34 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, in incorporated herein by reference.
 - 3.35 Certificate of Incorporation of Terra Global Holding Company Inc., filed as Exhibit 3.35 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
 - 3.36 By-Laws of Terra Global Holding Company Inc., filed as Exhibit 3.36 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
 - 3.37 Operating Agreement of Terra Investment Fund LLC, filed as Exhibit 3.37 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.

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- 3.38 Articles of Organization of Terra Investment Fund LLC, filed as Exhibit 3.38 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 3.39 Operating Agreement of Terra Investment Fund II LLC, filed as Exhibit 3.39 to Terra Capital, Inc. s Registration Statement filed on form S-4 on December 16, 29 , is incorporated herein by reference.
- 3.40 Articles of Organization of Terra Investment Fund II LLC, filed as Exhibit 3.40 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 3.41 Certificate of Incorporation of Terra Mississippi Holdings Corp., filed as Exhibit 3.41 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 3.42 By-Laws of Terra Mississippi Holdings Corp (f/k/a Mississippi Chemical Corporation), filed as Exhibit 3.42 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 3.43 Certificate of incorporation for Terra Mississippi Nitrogen, Inc., filed as Exhibit 3.43 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 3.44 By-Laws of Terra Mississippi Nitrogen, Inc. (f/k/a Mississippi Nitrogen, Inc.), filed as Exhibit 3.44 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 3.45 Certificate of Incorporation of Terra Houston Ammonia, Inc., filed as Exhibit 3.45 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 3.46 By-Laws of Terra Houston Ammonia, Inc. (f/k/a Mississippi Chemical Management Company), filed as Exhibit 3.46 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 3.47 Limited Liability Company Agreement of Terra LP Holdings LLC, filed as Exhibit 3.47 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 4.1 Indenture dated as of October 10, 2001 among Terra Capital, Inc., certain guarantors and U.S. Bank National Association, as trustee, including the form of note, filed as Exhibit 4.1 to Terra Industries Inc. s Form 8-K dated October 10, 2001, is incorporated herein by reference.
- 4.2 Amendment No. 1 to the Amended and Restated Credit Agreement dated January 26, 2005, among Terra Capital, Inc., Mississippi Chemical Corporation and Terra Nitrogen (U.K.) Limited (collectively, Borrowers), Terra Industries Inc., Terra Capital Holdings, Inc., the financial institutions from time to time party thereto as issuing banks (Issuers) and Citicorp USA Inc., as administrative agent and collateral agent for Lenders and Issuers, filed as Exhibit 4.3 to Terra Industries Inc. s Form 10-Q for the fiscal quarter ended September 30, 2005, is incorporated herein by reference.
- 4.3 Amendment No. 2 to the Amended and Restated Credit Agreement dated July 29, 2005, among Terra Capital, Inc., Terra Mississippi Holdings Corp. (f/k/a Mississippi Chemical Corporation) and Terra Nitrogen (U.K.) Limited (collectively, Borrowers), Terra Industries Inc., Terra Capital Holdings, Inc., the Lenders party hereto and Citicorp USA Inc. as administrative agent and collateral agent for the Lenders and Issuers, filed as Exhibit 4.4 to Terra Industries Inc. s Form 10-Q for the fiscal quarter ended September 30, 2005, is incorporated herein by reference.
- 4.4 Amendment No. 3 to the Amended and Restated Credit Agreement dated October 30, 2006, among Terra Capital, Inc., Terra Mississippi Holdings Corp. (f/k/a/ Mississippi Chemical Corporation) and Terra Nitrogen (U.K.) Limited (collectively, Borrowers), Terra Industries Inc., Terra Capital Holdings, Inc., the Lenders party hereto and Citicorp USA Inc. as administrative agent and collateral agent for the Lenders and Issuers, filed as Exhibit 4.1 to Terra Industries Inc. s Form 10-Q for the fiscal quarter ended September 30, 2006, is incorporated herein by reference.
- 4.5 Amendment No. 4 to the Amended and Restated Credit Agreement dated February 2, 2007, among Terra Capital, Inc., Terra Mississippi Holdings Corp. (f/k/a Mississippi Chemical Corporation) and Terra Nitrogen (U.K.) Limited (collectively, Borrowers). Terra Industries Inc.,

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- Terra Capital Holdings, Inc., the Lenders party hereto and Citicorp USA Inc. as administrative agent and collateral agent for the Lenders and Issuers, filed as Exhibit 4.5 to Terra Industries Inc. s Form 10-K for the year ended 2007, is incorporated by reference.
- 4.6 Amendment No. 5 to the Amended and Restated Credit Agreement dated July 11, 2007, among Terra Capital, Inc., Terra Mississippi Holdings Corp. (f/k/a Mississippi Chemical Corporation) and Terra Nitrogen (U.K.) Limited (collectively, Borrowers), Terra Industries Inc., Terra Capital Holdings, Inc., the Lenders party hereto and Citicorp USA Inc. as administrative agent and collateral agent for the Lenders and Issuers, filed as Exhibit 4.6 to Terra Industries Inc. s Form 10-K for the year ended 2007, is incorporated by reference.
- 4.7 Amendment No. 6 to the Amended and Restated Credit Agreement dated August 28, 2007, among Terra Capital, Inc., Terra Mississippi Holdings Corp. (f/k/a Mississippi Chemical Corporation) and Terra Nitrogen (U.K.) Limited (collectively, Borrowers), Terra Industries Inc., Terra Capital Holdings, Inc., the Lenders party hereto and Citicorp USA Inc. as administrative agent and collateral agent for the Lenders and Issuers, filed as Exhibit 4.7 to Terra Industries Inc. s Form 10-K for the year ended 2007, is incorporated by reference.
- 4.8 Amendment No. 7 to the Amended and Restated Credit Agreement dated March 24, 2008, among Terra Capital, Inc., Mississippi Chemical Corporation and Terra Nitrogen (U.K.) Limited, as the borrowers, Terra Industries Inc., Terra Capital Holdings, Inc., the financial institutions from time to time party thereto as lenders, and Citicorp USA, Inc., as administrative agent and collateral agent, filed as Exhibit 4.8 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 4.9 Amendment No. 8 to the to the Amended and Restated Credit Agreement dated July 16, 2008, among Terra Capital, Inc., Mississippi Chemical Corporation and Terra Nitrogen (U.K.) Limited, as the borrowers, Terra Industries Inc., Terra Capital Holdings, Inc., the financial institutions from time to time party thereto as lenders, and Citicorp USA, Inc., as administrative agent and collateral agent, filed as Exhibit 4.9 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference
- 4.10 Amendment No. 9 to the to the Amended and Restated Credit Agreement dated August 29, 2008, among Terra Capital, Inc., Mississippi Chemical Corporation and Terra Nitrogen (U.K.) Limited, as the borrowers, Terra Industries Inc., Terra Capital Holdings, Inc., the financial institutions from time to time party thereto as lenders, and Citicorp USA, Inc., as administrative agent and collateral agent, filed as Exhibit 4.10 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 4.11 Amendment No. 10 to the Amended and Restated Credit Agreement dated November 17, 2008, among Terra Capital, Inc., Mississippi Chemical Corporation and Terra Nitrogen (U.K.) Limited, as the borrowers, Terra Industries Inc., Terra Capital Holdings, Inc., the financial institutions from time to time party thereto as lenders, and Citicorp USA, Inc., as administrative agent and collateral agent, filed as Exhibit 4.11 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 4.12 Amendment No. 11 to the Amended and Restated Credit Agreement dated October 9, 2009, among Terra Capital, Inc., Mississippi Chemical Corporation and Terra Nitrogen (U.K.) Limited, as the borrowers, Terra Industries Inc., Terra Capital Holdings, Inc., the financial institutions from time to time party thereto as lenders, and Citicorp USA, Inc., as administrative agent and collateral agent, filed as Exhibit 4.12 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 4.13 Amendment No. 12 to the Amended and Restated Credit Agreement dated December 4, 2009, among Terra Capital, Inc., Mississippi Chemical Corporation and Terra Nitrogen (U.K.) Limited, as the borrowers, Terra Industries Inc., Terra Capital Holdings, Inc., the financial institutions from time to time party thereto as lenders, and Citicorp USA, Inc., as administrative agent and collateral agent, filed as Exhibit 4.8 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 4.14 Amendment No. 1 to the Credit Agreement dated July 29, 2005 among Terra Nitrogen, Limited Partnership (Borrower), Terra Nitrogen Company, L.P., the Lenders party hereto and Citicorp USA Inc. as administrative agent and collateral agent for the Lenders and Issuers, filed as Exhibit 4.5 to Terra Industries Inc. s Form 10-Q for the quarter ended September 30, 2005, is incorporated herein by reference.

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- 4.15 Amendment No. 2 to the Credit Agreement dated February 2, 2007, among Terra Nitrogen, Limited Partnership (Borrower), Terra Nitrogen Company, L.P., the Lenders party hereto, and Citicorp USA, Inc. as administrative agent and collateral agent for the Lenders and Issuers, filed as Exhibit 4.8 to Terra Nitrogen Company, L.P. s Form 10-K for the year ended December 31, 2007.
- 4.16 Amendment No. 3 to the Credit Agreement dated October 9, 2009, among Terra Nitrogen, Limited Partnership (Borrower), Terra Nitrogen Company, L.P., the Lenders party hereto, and Citicorp USA, Inc. as administrative agent and collateral agent for the Lenders and Issuers, filed as Exhibit 4.16 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 4.17 Indenture dated May 21, 2003, between the Company, the guarantors party hereto and U.S. National Bank Association as Trustee with respect to the 111/2% Second Priority Senior Secured Notes due 2010 (including the form of 111/2% Second Priority Senior Secured Notes), previously filed as Exhibit 4.i to Amendment No. 1 to the Registrant s Registration Statement of Form S-4 filed on June 12, 2003 and incorporated by reference herein, filed as Exhibit 4.6 to Terra Industries Inc. s Form 10-Q for the quarter ended June 30, 2003, is incorporated herein by reference.
- 4.18 Articles Supplementary of Terra Industries Inc. relating to the Retirement of the Company s Trust Shares, filed as Exhibit 3.1 to Terra Industries Inc. s Form 8-K dated August 3, 2005, are incorporated herein by reference.
- 4.19 Articles Supplementary of Terra Industries Inc. relating to the Reclassification of the Company s Series B Cumulative Redeemable Preferred Shares, filed as Exhibit 3.2 to Terra Industries Inc. s Form 8-K August 3, 2005, are incorporated herein by reference.
- 4.20 Registration Rights Agreement dated as of October 7, 2004, among Terra and Citigroup Global Markets Inc., as Representative of the Initial Purchasers, filed as Exhibit 4.6 to Terra s Form S-3 dated January 4, 2005, is incorporated herein by reference.
- 4.21 Registration Rights Agreement, dated as of December 16, 2004, among Terra Industries Inc. and the initial purchasers named therein, filed as Exhibit 4.7 to Terra s Form S-3/A filed February 9, 2005, is incorporated by reference.
- 4.22 Registration Rights Agreement, dated as of December 21, 2004, among Terra Industries Inc., Värde Investment Partners, L.P., Perry Principals Investments LLC, Citigroup Financial Products, Inc., filed as Exhibit 4.7 to Terra s Form S-3 dated March 17, 2005, is incorporated herein by reference.
- 4.23 Form of Indenture relating to the 4.25% Convertible Subordinated Debentures, filed as Exhibit 4.7 to Terra s Form S-3 dated January 4, 2005, is incorporated herein by reference.
- 4.24 \$150,000,000 Amended and Restated Credit Agreement dated as of December 21, 2004, among Terra Capital, Inc., Terra Nitrogen (U.K.) Limited, Mississippi Chemical Corporation, as Borrowers; Terra Industries Inc. and Terra Capital Holdings, Inc., as Guarantors; and the Lenders and Issuers Party thereto; and Citicorp USA, Inc., as Administrative Agent and Collateral Agent, Citigroup Global Markets Inc. as Lead Arranger and Sole Book Runner, filed as Exhibit 4.18 to Terra Industries Inc. s Form 10-K for the fiscal year ended December 31, 2004, is incorporated herein by reference.
- 4.25 \$50,000,000 Credit Agreement dated as of December 21, 2004 among Terra Nitrogen, Limited Partnership, as Borrower; Terra Nitrogen Company, L.P., as a Guarantor; and the Lenders and Issuers Party thereto; and Citicorp USA, Inc., as Administrative Agent and Collateral Agent; and Citigroup Global Markets Inc., as Lead Arranger and Sole Book Runner, filed as Exhibit 4.19 to Terra Industries Inc. s Form 10-K for the fiscal year ended December 31, 2004, is incorporated herein by reference.
- 4.26 Third Supplement to Indenture, dated as of January 29, 2007, by and among Terra Capital, Inc., the guarantors named therein and U.S. Bank National Association, as trustee, with respect to the 127/8% Senior Secured Notes due 2008, filed as Exhibit 4.1 to Terra Industries Inc. s Form 8-K dated January 30, 2007, is incorporated herein by reference.
- 4.27 Third Supplement to Indenture, dated as of January 29, 2007, by and among Terra Capital, Inc., the guarantors named therein and U.S. Bank National Association, as trustee, with respect to the 11 1/2% Second Priority Senior Secured Notes due 2010, filed as Exhibit 4.2 to Terra Industries Inc. s Form 8-K dated January 30, 2007, is incorporated herein by reference.

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- 4.28 Indenture, dated February 2, 2007, by and among Terra Capital, Inc., Terra Industries Inc., the guarantors named therein and U.S. Bank National Association, as trustee, relating to the 7% Senior Notes due 2017, filed as Exhibit 4.1 to Terra Industries Inc. s Form 8-K dated February 6, 2007, is incorporated herein by reference.
- 4.29 First Supplemental Indenture, dated January 9, 2008, by and among Terra Capital, Inc., Terra Industries Inc., Terra Environmental Technologies, Inc., the existing guarantors named therein and U.S. Bank National Association, as trustee filed as Exhibit 4.1 to Terra Industries Inc. s Form 8-K dated January 10, 2008, is incorporated herein by reference.
- 4.30 Second Supplemental Indenture, dated as of April 27, 2009, by and among Terra Capital, Inc., Terra Industries Inc., each of the subsidiary guarantors listed in Appendix I thereto and U.S. Bank National Association, as trustee, filed as Exhibit 4.31 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 4.31 Third Supplemental Indenture, dated as of October 16, 2009, by and among Terra Capital, Inc., Terra Industries Inc., each of the subsidiary guarantors listed in Appendix I thereto and U.S. Bank National Association, as trustee, filed as Exhibit 4. 1 to Terra Industries Inc. s Form 8-K dated October 16, 2009, is incorporated herein by reference.
- 4.32 Form of Regulation S Global Note relating to 7% Senior Notes due 2017 (attached as an exhibit to Exhibit 4.30).
- 4.33 Form of Regulation 144A Global Note relating to 7% Senior Notes due 2017 (attached as an exhibit to Exhibit 4.30).
- 4.34 Form of Guarantee relating to 7% Senior Notes due 2017 (attached as an exhibit to Exhibit 4.30).
- 4.35 Registration Agreement, dated as of February 2, 2007, by and among Terra Capital, Inc., the guarantors named therein and Citigroup Global Markets Inc., relating to the 7% Senior Notes due 2017, filed as Exhibit 10.1 to Terra Industries Inc. s Form 8-K dated February 5, 2007, is incorporated herein by reference.
- 4.36 Indenture, dated October 26, 2009, by and among Terra Capital, Inc., Terra Industries Inc., the guarantors named therein and U.S. Bank national Association, as trustee, relating to the 7.75% Senior Notes due 2019, filed as Exhibit 4.37 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 4.37 First Supplemental Indenture, dated as of December 4, 2009, by and among Terra Capital, Inc., Terra Industries Inc., Terra LP Holdings LLC, each of the subsidiary guarantors listed in Appendix I thereto and U.S. Bank National Association, as trustee, filed as Exhibit 4.1 to Terra Industries Inc. s Form 8-K dated December 8, 2009, is incorporated herein by reference.
- 4.38 Form of Regulation S Global Note relating to the 7.75% Senior Notes due 2019 (attached as an exhibit to Exhibit 4.37).
- 4.39 Form of Regulation 144A Global Note relating to the 7.75% Senior Notes due 2019 (attached as an exhibit to Exhibit 4.37).
- 4.40 Form of Guarantee relating to the 7.75% Senior Notes due 2019 (attached as an exhibit to Exhibit 4.37).
- 4.41 Exchange and Registration Rights to Agreement, dated as of October 26 2009, by and among Terra Capital, Inc., the guarantors named therein, and Credit Suisse Securities (USA) LLC and Citigroup Global Markets Inc., relating to the 7.75% Senior Notes due 2019, filed as Exhibit 4.42 to Terra Capital, Inc. s Registration Statement filed on Form S-4 on December 16, 2009, is incorporated herein by reference.
- 10.1.1 Excess Benefit Plan of Terra Industries Inc., as amended and restated effective as of January 1, 2008, was included as Exhibit 10.1 to Terra Industries Inc. s Form 10-Q filed with the Securities and Exchange Commission on April 29, 2008, and is incorporated herein by reference.
- 10.1.2 Terra Industries Inc. Supplemental Deferred Compensation Plan effective as of December 20, 1993 filed as Exhibit 10.1.9 to Terra Industries Inc. s Form 10-K for the year ended December 31, 1993, is incorporated herein by reference.
- 10.1.3 Amendment No. 1 to the Terra Industries Inc. Supplemental Deferred Compensation Plan, filed as Exhibit 10.1.15 to Terra Industries Form 10-Q for the quarter ended June 30, 1995, is incorporated herein by reference.
- 10.1.4 Amendment No. 2 to the Terra Industries Inc. Supplemental Deferred Compensation Plan, dated July 26, 2000, filed as Exhibit 10.1.8.a to the Terra Industries Inc. s Form 10-K for the year ended December 31, 2000, is incorporated herein by reference.

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- 10.1.5 Amendment No. 3 to the Terra Industries Inc. Supplemental Deferred Compensation Plan, dated March 29, 2002, filed as Exhibit 10.1.8.b. to Terra Industries Inc. s Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.
- 10.1.6 Amendment No. 4 to the Terra Industries Inc. Supplemental Deferred Compensation Plan, dated December 29, 2004, filed as Exhibit 10.1.6 to Terra Industries Inc. s Form 10-K/A filed with the Securities and Exchange Commission on April 28, 2008, is incorporated herein by reference.
- 10.1.7 Terra Industries Inc. Stock Incentive Plan of 2002, filed as Exhibit 10.1.18 to Terra Industries Inc. s Form 10-K for the year ended December 31, 2001, is incorporated herein by reference.
- 10.1.8 Form of Restricted Stock Award to Non-Employee Directors under the Terra Industries Inc. Stock Incentive Plan of 2002, filed as Exhibit 10.1.23 to Terra Industries Inc. s Form 10-K for the year ended December 31, 2002, is incorporated herein by reference.
- 10.1.9 Form of Restricted Stock Award to Officers and Other Key Employees under Terra Industries Inc. Stock Incentive Plan of 2002, filed as Exhibit 10.1.24 to Terra Industries Inc. s Form 10-K for the year ended December 31, 2002, is incorporated herein by reference.
- 10.1.10 Revised Form of Restricted Stock Award of Terra Industries Inc. under its Stock Incentive Plan of 2002, filed as Exhibit 10.9 to Terra Industries Inc. s Form 10-Q for the fiscal quarter ended September 30, 2005, is incorporated herein by reference.
- 10.1.11 Form of Long-Term Incentive Award for Time and Performance Based Shares of Terra Industries Inc. under its Stock Incentive Plan of 2002, filed as Exhibit 10.10 to Terra Industries Inc. s 10-Q for the fiscal quarter ended September 30, 2005, is incorporated herein by reference.
- 10.1.12 Form of Long-Term Incentive Award for Phantom Time and Performance Based Shares of Terra Industries Inc. under its Stock Incentive Plan of 2002, filed as Exhibit 10.11 to Terra Industries Inc. s Form 10-Q for the fiscal quarter ended September 30, 2005, is incorporated herein by reference.
- 10.1.13 Form of Long-Term Incentive Award for Performance Shares of Terra Industries Inc. under its Stock Incentive Plan of 2002 filed as Exhibit 10.1.23 to Terra Industries Inc. s Form 10-K for the year ended 2005, is incorporated by reference.
- 10.1.14 Form of Long-Term Incentive Award for Phantom Performance Shares of Terra Industries Inc. under its Stock Incentive Plan of 2002 filed as Exhibit 10.1.24 to Terra Industries Inc. s Form 10-K for the year ended 2005, is incorporated by reference.
- 10.1.15 Form of Indemnity Agreement of Terra Industries Inc., filed as Exhibit 10.1 to Terra Industries Inc. s Form 8-K dated July 7, 2006, is incorporated by reference.
- 10.1.16 Form of Unrestricted Annual Share Award to Non-Employee Directors under the Terra Industries Inc. Stock Incentive Plan of 2002, filed as Exhibit 99.1 to Terra Industries Inc. s Form 8-K dated August 10, 2006, is incorporated herein by reference.
- 10.1.17 Employment Severance Agreement between Terra Industries Inc. and Michael L. Bennett dated October 5, 2006, filed as Exhibit 10.1 to Terra Industries Inc. s Form 8-K dated October 5, 2006, is incorporated herein by reference.
- 10.1.18 Form of Employment Severance Agreement for Section 16(b) Executive Officers, filed as Exhibit 10.2 to Terra Industries Inc. s Form 8-K dated October 5, 2006, is incorporated herein by reference.
- 10.1.19 2007 Omnibus Incentive Compensation Plan, adopted by the board of directors of Terra Industries Inc. (Terra) and subsequently approved by its stockholders at the annual meeting of Terra on May 8, 2007, reported on Terra s Form 8-K filed May 10, 2007 and attached as Appendix A to Terra s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 15, 2007, is incorporated herein by reference.
- 10.1.20 Amendment Number One to Employment Severance Agreement, filed as Exhibit 10.1.31 to Terra Industries Inc. s Form 10-K for the year ended 2007, is incorporated by reference.
- 10.1.21 Amendment to Restricted Share Agreement, filed as Exhibit 10.1.32 to Terra Industries Inc. s Form 10-K for the year ended 2007, is incorporated by reference.
- 10.1.22 Amendment to Performance Share Award Agreement, filed as Exhibit 10.1.33 to Terra Industries Inc. s Form 10-K for the year ended 2007, is incorporated by reference.
- 10.1.23 Amendment to Terra Long Term Incentive Award dated October 23, 2007, for former Terra, now GrowHow UK Limited joint venture employees, filed as Exhibit 10.1.34 to Terra Industries Inc. s Form 10-K for the year ended 2007, is incorporated by reference.
- 10.1.24 Form of Phantom Performance Share Award agreement of February 2008, filed as Exhibit 10.1

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- to Terra Industries Inc. s Form 10-Q dated July 25, 2008, is incorporated herein by reference.
- 10.1.25 Form of Performance Share Award agreement as of February 2008, filed as Exhibit 10.2 to Terra Industries Inc. s Form 10-Q dated July 25, 2008, is incorporated herein by reference.
- 10.2 First Amended and Restated Agreement of Limited Partnership of Terra Nitrogen, Limited Partnership dated September 1, 2005, filed as Exhibit 10.3 to Terra Nitrogen Company, L.P. s Form 8-K dated September 7, 2005, is incorporated herein by reference.
- 10.3 General and Administrative Services Agreement regarding Services by Terra Industries Inc. filed as Exhibit 10.11 to Terra Industries Inc. Form 10-Q for the quarter ended March 31, 1995, is incorporated herein by reference.
- 10.4 Amendment No. 1 to the General and Administrative Service Agreement regarding Services by Terra Industries Inc. dated September 1, 2005, filed as Exhibit 10.4 to the Terra Nitrogen Company, L.P. s Form 8-K dated September 7, 2005, is incorporated herein by reference.
- 10.5 Amendment No. 1 to the General and Administrative Services Agreement regarding Services by Terra Nitrogen Corporation dated September 1, 2005, filed as Exhibit 10.5 to Terra Nitrogen Company, L.P. s Form 8-K dated September 7, 2005, is incorporated herein by reference.
- 10.6 Amended and Restated General and Administrative Services Agreement between Terra Industries Inc., Terra Nitrogen Corporation, and Terra Nitrogen GP Inc., dated October 23, 2007, filed as Exhibit 10.1 to Terra Nitrogen Company, L.P. s Form 10-Q filed on October 29, 2007, is incorporated herein by reference.
- 10.7 Reorganization Agreement among Terra Nitrogen Company, L.P., Terra Nitrogen, Limited Partnership and Terra Nitrogen Corporation dated September 1, 2005, filed as Exhibit 10.1 to Terra Nitrogen Company, L.P. s Form 8-K dated September 7, 2005, is incorporated herein by reference.
- 10.8 Conveyance, Assignment and Assumption Agreement by and between Terra Nitrogen Corporation and Terra Nitrogen GP Inc. dated September 1, 2005, filed as Exhibit 10.2 to Terra Nitrogen Company, L.P. s Form 8-K dated September 7, 2005, is incorporated herein by reference.
- 10.9 Sale of Business Agreement dated November 20, 1997 between ICI Chemicals & Polymers Limited, Imperial Chemical Industries PLC, Terra Nitrogen (U.K.) Limited (f/k/a Terra Industries Limited) and Terra Industries Inc. filed as Exhibit 2 to Terra Industries Inc. s Form 8-K/A dated December 31, 1997, is incorporated herein by reference.
- 10.10 Ammonium Nitrate Agreement dated December 31, 1997 between Terra International (Canada) Inc and ICI Chemicals & Polymers Limited filed as Exhibit 99 to Terra Industries Inc. s Form 8-K/A dated December 31, 1997, is incorporated herein by reference.
- 10.11 Asset Sale and Purchase Agreement dated as of May 3, 1999 by and between Terra Industries Inc. and Cenex/Land O Lakes Agronomy Company, filed as Exhibit 10.12 to Terra Industries Form 8-K dated May 3, 1999, is incorporated herein by reference.
- 10.12 Warrant Agreement dated December 21, 2004 among Terra Industries Inc., Perry Principals Investments LLC, Citigroup Financial Products Inc. and Värde Investment Partners, L.P., filed as Exhibit 10.11 to Terra Industries Inc. s Form 10-K for the year ended December 31, 2004, is incorporated herein by reference.
- 10.13 Ammonium Nitrate Supply Agreement between Terra Mississippi Nitrogen, Inc. and Orica USA Inc. dated July 21, 2005, filed as Exhibit 10.7 to Terra Industries Inc. s Form 10-Q for the fiscal quarter ended September 30, 2005, is incorporated herein by reference.
- 10.14 Option Agreement, dated as of July 18, 2007, by and between Terra Industries Inc. and Eastman Chemical Company, filed as Exhibit 10.1 to Terra Industries Inc. s Form 8-K dated July 23, 2007, is incorporated herein by reference.
- 10.15 Joint Venture Contribution Agreement, dated September 14, 2007, by and among GrowHow UK Limited, Terra International (Canada), Inc., Kemira GrowHow Oyj and Terra Industries Inc., filed as Exhibit 10.1 to Terra Industries Inc. s Form 10-Q dated October 29, 2007, is incorporated herein for reference.
- 10.16 Shareholders Agreement, dated September 14, 2007, by and among Kemira GrowHow Oyj, Terra International (Canada), Inc., Terra Industries Inc and GrowHow UK Limited filed as Exhibit 10.2 to Terra Industries Inc. s Form 10-Q dated October 29, 2007, is incorporated herein for reference.
- 10.17 Consulting and Non-Competition Agreement between Terra Industries Inc. and Francis G. Meyer

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- dated April 1, 2008, filed as Exhibit 10.1 to Terra Industries Inc. s Form 8-K dated April 1, 2008, is incorporated herein by reference.
- 10.18 Amended and Restated Services Agreement among Terra Industries Inc., BMC Holdings Inc., and Methanex Methanol Company dated December 2, 2008, filed as Exhibit 10.18 to Terra Capital, Inc. s Registration Statement filed on Form S-4/A on January 15, 2010, is incorporated herein by reference.
- 10.19 Carseland Facility Interest Purchase and Sale Agreement between Agrium, Agrium Products Inc., Agrium Inc., Terra Industries Inc. and Terra International (Canada) Inc. dated February 15, 2010, filed as Exhibit 2.1 to Terra Industries Inc. s Form 8-K dated February 19, 2010, is incorporated herein by reference.
- 12.1 * Ratio of Earnings to Fixed Charges.
- 21.1 * Subsidiaries of Terra Industries Inc..
- 23.1 * Consent of Deloitte & Touche LLP
- 31.1 * Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 * Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.3 ** Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.4 ** Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 * Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 * Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99.1 ** Information Statement mailed on or about March 18, 2010 to holders of record of common stock, without par value, of Terra.

* Filed in connection with the Original Filing.

** Filed herewith

Confidential treatment has been requested for portions of this document.

Exhibits 10.1.1 through 10.1.25 are management contracts or compensatory plans or arrangements.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized.

TERRA INDUSTRIES INC.

Date: April 30, 2010

By: /s/ STEPHEN R. WILSON
Stephen R. Wilson
President and a duly authorized signatory
(Principal Executive Officer)