CF Industries Holdings, Inc.
Form 424B5
April 12, 2010

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PROSPECTUS SUP- PLEMENT (Subject to Completion) *Issued April 12, 2010*
(To Prospectus dated March 2, 2010)
The information in this prospectus supplement and accompanying prospectus is not complete and may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to purchase these securities in any jurisdiction where the offer or sale is not permitted.

10,800,000 Shares

COMMON STOCK

CF Industries Holdings, Inc. is offering 10,800,000 shares of its common stock.

Our common stock is listed on the New York Stock Exchange under the symbol "CF." On April 9, 2010, the reported last sale price of our common stock on the New York Stock Exchange was $92.90 per share.

Investing in our common stock involves risks. See "Risk Factors" beginning on page S-22 of this prospectus supplement.

PRICE $ A SHARE

	Price to Public	*Underwriting Discounts and Commissions*	*Proceeds to CF Industries Holdings, Inc.*
Per share	$	$	$
Total	$	$	$

We have granted the underwriters the right to purchase up to an additional 1,620,000 shares to cover over-allotments.

The underwriters are offering the common stock as set forth under "Underwriting (Conflicts of Interest)."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Morgan Stanley & Co. Incorporated expects to deliver the shares to purchasers on or about , 2010.

Sole Book-Running Manager

MORGAN STANLEY

Senior Co-Manager

MITSUBISHI UFJ SECURITIES

BMO Capital Markets	*Natixis Bleichroeder LLC*
Broadpoint.Gleacher	*Dahlman Rose & Company*

, 2010

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus issued by us. We have not authorized anyone to provide you with different information. We are not making an offer to sell or soliciting an offer to purchase these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus and any related free writing prospectus issued by us or any document incorporated by reference is accurate as of any date other than the date on the front cover of the applicable document. Neither the delivery of this prospectus supplement or the accompanying prospectus or other offering material (including any free writing prospectus) nor any distribution of securities pursuant to such documents shall, under any circumstances, create any implication that there has been no change in the information set forth in this prospectus supplement or the accompanying prospectus or other offering material or in our and our subsidiaries' affairs since the date of this prospectus supplement or the accompanying prospectus or other offering material.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of common stock of CF Industries Holdings, Inc., or CF Holdings, and certain other matters relating to us and our business, financial condition and results of operations. The second part, the accompanying prospectus, contains a description of CF Holdings' capital stock (including its common stock) and gives more general information about securities we may offer from time to time, some of which does not apply to this offering.

This prospectus supplement and the accompanying prospectus also incorporate by reference important information about us, Terra Industries Inc., CF Holdings common stock and other information you should know before investing. You should read both this prospectus supplement and the accompanying prospectus as well as additional information described under "Where You Can Find More Information" in this prospectus supplement.

The information contained in this prospectus supplement may add, update or change information contained in the accompanying prospectus or in documents which we file or have filed with the Securities and Exchange Commission, or SEC, on or before the date of this prospectus supplement and which documents are incorporated by reference in this prospectus supplement and the accompanying prospectus. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or such documents incorporated by reference, the information in this prospectus supplement will supersede such information.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of CF Holdings common stock in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the accompanying prospectus come should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. See "Underwriting (Conflicts of Interest)."

We also plan to offer senior notes of CF Industries, Inc., a wholly-owned subsidiary of CF Holdings, or the senior notes, in an aggregate principal amount of $1.6 billion, substantially concurrently with or shortly after this offering of CF Holdings common stock. This planned offering of senior notes, referred to in this prospectus supplement as the senior notes offering, will be conducted pursuant to a separate prospectus supplement and registration statement. This prospectus supplement shall not be deemed an offer to sell or a solicitation of an offer to buy any of the senior notes. There can be no assurance that the senior notes offering can be consummated on terms acceptable to us or at all or that, if consummated, it will be for the amount contemplated. This offering of CF Holdings common stock is not conditioned on the consummation of the senior notes offering.

All references to dollars, or $, in this prospectus supplement refer to U.S. dollars, unless otherwise indicated.

MARKET AND INDUSTRY DATA AND FORECASTS

This prospectus supplement includes market share and industry data and forecasts that we have developed from independent consultant reports, reports from government agencies, publicly available information, various industry publications, other published industry sources and our internal data and estimates. Our internal data, estimates and forecasts are based upon information obtained from our customers, suppliers, trade and business organizations and other contacts in the markets in which we operate and our management's understanding of industry conditions. Some of the sources from which we have obtained information are FERTECON Fertilizer Economic Market Analysis & Consultancy, or

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Fertecon; the International Fertilizer Industry Association, or IFA; The Fertilizer Institute; the United States Department of Agriculture, or USDA; the Association of American Plant Food Control Officials; and the Organisation for Economic Co-operation and Development and the Food and Agriculture Organisation of the United Nations, or OECD-FAO. Although we believe all of our sources are reliable, the information relied on and referred to in this prospectus supplement has not been verified by any independent sources, and we do not guarantee the accuracy and completeness of such information.

Unless otherwise indicated, all financial information and operating data in this prospectus supplement pertaining to CF Holdings and its subsidiaries, including tons of product produced and sold, include information for Canadian Fertilizers Limited, our consolidated Canadian joint venture in which we own a 66% economic interest; and all such information and data pertaining to Terra Industries Inc. and its subsidiaries, including tons of product produced and sold, include information for Terra Nitrogen Company, L.P., a publicly-traded limited partnership of which we are the sole general partner and hold 75% of the limited partnership interests.

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SUMMARY

This summary highlights certain information contained elsewhere or incorporated by reference in this prospectus supplement. Because this is only a summary, it does not contain all the information that may be important to you. You should read the entire prospectus supplement and the accompanying prospectus and the documents incorporated herein and therein by reference, including the financial statements included elsewhere or incorporated by reference in the prospectus supplement and the accompanying prospectus. You should also carefully consider the matters discussed under "Risk Factors."

The acquisition by CF Industries Holdings, Inc. of Terra Industries Inc. and its subsidiaries is referred to in this prospectus supplement as the Terra acquisition. As used in this prospectus supplement, the term "Terra" refers to Terra Industries Inc. and its subsidiaries; except as stated otherwise or the context requires otherwise, the terms "CF Industries," "we," "us" and "our" refer to CF Industries Holdings, Inc. and its subsidiaries, excluding Terra for periods prior to April 5, 2010, the date we acquired approximately 79% of Terra Industries Inc. outstanding common stock (see "Summary Terra Acquisition and Related Financing Transactions") and including Terra for periods following such date; the term "CF Holdings" refers to CF Industries Holdings, Inc. and not any of its subsidiaries; and the term "CFI" refers to CF Industries, Inc. and not any of its subsidiaries.

Our Combined Company

We are one of the largest manufacturers and distributors of nitrogen and phosphate fertilizer products in the world. Our operations are organized into two business segments the nitrogen segment and the phosphate segment. Our principal products in the nitrogen segment are ammonia, urea, urea ammonium nitrate solution, or UAN, and ammonium nitrate, or AN. Our other nitrogen products include diesel exhaust fluid, or DEF, and aqua ammonia, which are sold primarily to our environmental and industrial customers. Our principal products in the phosphate segment are diammonium phosphate, or DAP, and monoammonium phosphate, or MAP.

Our core market and distribution facilities are concentrated in the Midwestern U.S. grain-producing states and other major agricultural areas of the United States and Canada. We also serve global markets from our joint-venture production facilities in Trinidad and the United Kingdom, as well as through exports of nitrogen fertilizer products from our Donaldsonville manufacturing facilities and phosphate fertilizer products from our Florida phosphate operations through our Tampa port facility.

The principal customers for both our nitrogen and phosphate fertilizers are cooperatives and independent fertilizer distributors. Sales are initiated by our internal marketing and sales force and some export sales are initiated by KEYTRADE AG, or Keytrade, a global fertilizer trading company in which we own a 50% interest.

For the year ended December 31, 2009, on a pro forma basis giving effect to the Terra acquisition, we sold 11.8 million tons of nitrogen fertilizers and related products and 2.1 million tons of phosphate fertilizers and generated net sales of $4.2 billion.

Prior to the Terra acquisition, our principal assets included:

- the largest nitrogen fertilizer complex in North America, located in Donaldsonville, Louisiana and referred to in this prospectus supplement as the CF Industries Donaldsonville facility;
- a 66% economic interest in the largest nitrogen fertilizer complex in Canada, which we operate in Medicine Hat, Alberta, through Canadian Fertilizers Limited, or CFL (a consolidated variable interest entity);
- one of the largest integrated phosphate fertilizer complexes in the United States, located in Plant City, Florida;

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the most-recently constructed phosphate rock mine and associated beneficiation plant in the United States, located in Hardee County, Florida;

an extensive system of terminals, warehouses and associated transportation equipment located primarily in the Midwestern United States; and

a 50% interest in Keytrade, a global fertilizer trading company headquartered near Zurich, Switzerland.

As a result of the Terra acquisition, we acquired a number of new assets, including:

five nitrogen fertilizer manufacturing facilities located in Port Neal, Iowa; Courtright, Ontario; Yazoo City, Mississippi; Woodward, Oklahoma; and Donaldsonville, Louisiana, adjacent to the CF Industries Donaldsonville facility, referred to in this prospectus supplement as the Terra Donaldsonville facility;

a 75% interest in Terra Nitrogen Company, L.P., or TNCLP, a publicly traded limited partnership of which we are the sole general partner and the majority limited partner and which, through its subsidiary Terra Nitrogen, Limited Partnership, or TNLP, operates a nitrogen fertilizer manufacturing facility in Verdigris, Oklahoma;

a 50% interest in Point Lisas Nitrogen Limited, or Point Lisas, an ammonia production joint venture located in Trinidad serving international nitrogen markets; and

a 50% interest in GrowHow UK Limited, or GrowHow, a nitrogen products production joint venture located in the United Kingdom and serving the British agricultural and industrial markets.

The following table sets forth the production capacities at each of our nitrogen fertilizer production facilities:

	Annual Capacity				
Location	**Ammonia(1)**	**UAN(2)**	**AN**	**Urea(3)**	**Fertilizer Compounds**
	(thousands of tons)				
Donaldsonville, Louisiana					
CF Industries Donaldsonville facility(4)	2,300	2,415		1,680	
Terra Donaldsonville facility	500				
Medicine Hat, Alberta	1,250			810	
Port Neal, Iowa	370	735		60	
Verdigris, Oklahoma	1,050	1,925			
Woodward, Oklahoma(5)	440	298		25	
Yazoo City, Mississippi(6)	500	525	775	20	
Courtright, Ontario	480	350		175	
Ince, U.K.(7)	201		343		340
Billingham, U.K.(7)	287		319		
Point Lisas, Trinidad(7)	360				
Total	7,738	6,248	1,437	2,770	340

(1) Represents gross annual production capacity, some of which is used to produce upgraded products.

(2) Measured in tons of UAN containing 32% nitrogen by weight.

(3) Urea is sold as granular urea from the CF Industries Donaldsonville facility and Medicine Hat facility, as urea liquor from the Port Neal, Woodward and Yazoo City facilities and as either granular urea or urea liquor from the Courtright facility.

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(4)

The CF Industries Donaldsonville facility's production capacity depends on product mix. With the UAN plants operating at capacity, approximately 1.7 million tons of granular urea can be produced. Granular urea production can be increased to 2 million tons if UAN production is reduced.

(5)

The Woodward facility's production capacity depends on product mix (ammonia/methanol). The Woodward facility's UAN capacity does not include the effects of the upgrade project scheduled for completion in 2010. UAN capacity is expected to increase to 798,000 tons when the project is completed.

(6)

Our full AN capacity at Yazoo City is approximately 835,000 tons; however, such production would limit Yazoo City's UAN production to approximately 450,000 tons and increase urea production to approximately 45,000 tons.

(7)

Represents our 50% interest in capacity of each of these facilities.

The following table sets forth the production capacities at each of our phosphate production facilities:

	Annual Capacity			
Location	**Phosphate Rock**	**Phosphoric Acid as P_2O_5[(1)]**	**Sulfuric Acid**	**DAP/MAP**
	(thousands of tons)			
Hardee Phosphate Rock Mine	3,500			
Plant City Phosphate Fertilizer Complex		1,055	2,800	2,165

(1)

P_2O_5 is the basic measure of the nutrient content in phosphate fertilizer products.

Strategic Rationale

We believe that the Terra acquisition will create significant value for stockholders and offers numerous strategic benefits, including:

- making us a global leader in fertilizers;
- significantly increasing our scale and capital markets presence;
- providing cost synergies estimated at $105 $135 million on an annualized basis;
- further diversifying our asset base and our mix of products and customers; and
- increasing our geographic reach and operational efficiency.

We believe that these strategic benefits significantly enhance our competitive profile and will drive increased profitability.

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Competitive Strengths

Global Leader. We are a leading global producer of nitrogen and phosphate fertilizers with world-scale manufacturing facilities.

Second Largest Public Nitrogen Producer Globally. As a result of the Terra acquisition, we are the second largest producer of nitrogen fertilizers globally among publicly traded companies, with 13.5 million product tons of capacity. Our combined nitrogen manufacturing capacity on a nutrient basis is 6.3 million tons. We are the largest nitrogen producer in North America and the leading producer of our key products ammonia, urea and UAN.

We own the largest nitrogen fertilizer facility in North America and have a majority interest in the second largest nitrogen fertilizer facility in North America. The Donaldsonville complex, including the CF Industries and Terra Donaldsonville facilities, is the largest and, we believe, most versatile nitrogen fertilizer operation in North America. The Donaldsonville facilities have the capacity to produce 2.8 million tons of ammonia and upgrade most of their ammonia into higher value urea and UAN. These facilities are strategically located near the mouth of the Mississippi River, with access to river, rail and pipeline transportation and have the ability to import and export ammonia, urea and UAN. We operate and hold a two-thirds economic interest in the second-largest nitrogen facility in North America located in Medicine Hat, Alberta, which is the largest such facility in Canada.

Large Integrated U.S. Phosphate Producer. We operate a 2.2 million product ton phosphate facility in Central Florida, where we have reliable and economical access to raw materials and access to domestic and international markets through our Tampa port facility. Our Hardee phosphate rock mine supplies all of our facility's phosphate rock needs and benefits from 23 years of recoverable reserves, 13 of which are fully permitted. Our Hardee facility is the most recently constructed mine and processing plant of its type in the United States.

Cost Advantages Serving Principal Markets. Many of our North American manufacturing facilities enjoy a cost advantage in their principal markets.

Over 50% of the U.S. supply of nitrogen fertilizer is from imports. Natural gas is the primary raw material used in the production of nitrogen fertilizer products, accounting for up to 90% of the cash cost of producing ammonia. The cost of natural gas in North America is lower than for export oriented nitrogen production in the Ukraine and Eastern Europe. Factoring in the cost of freight to transport nitrogen products to the United States, North American producers enjoy a significant cost advantage over producers in these countries and are competitive with the cost of exports from Russia, another significant exporting country.

In addition to the relative attractiveness of North American natural gas compared to the gas cost for some of the major exporters, our nitrogen facilities in Oklahoma, Iowa and Medicine Hat, Alberta enjoy a natural gas price basis that historically has been below the price at Henry Hub, the major gas pricing basis in North America.

The proximity of several of our production sites to the Midwestern Corn Belt provides us with a transportation cost advantage relative to imports and other domestic competitors. In addition, access to the major agricultural markets for ammonia from our Donaldsonville facilities through our strategically located ammonia terminals, which are served by barge and pipeline transportation, provides us with a cost advantage in certain markets.

Our Florida phosphate operation enjoys a cost advantage relative to non-integrated phosphate producers that do not have a captive supply of phosphate rock and smaller phosphate producers that do not realize the economies of scale available to a world-scale production facility such as our Plant City phosphate complex. As a result of our attractive costs for phosphate rock from our

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integrated Hardee mine and access to the highly competitive markets in Tampa for ammonia and sulfur, we believe our Plant City phosphate operations are very competitive with those of other large-scale, U.S. based integrated phosphate producers.

Extensive, Flexible Distribution System. Our distribution system is ideally located in the area of highest fertilizer consumption in North America, the Corn Belt. We ship our products directly to customers from our manufacturing plants and through our extensive system of terminals and warehouses. Our distribution system includes 29 owned locations, of which 27 are in-market, in addition to the storage at our manufacturing plants and at more than 60 other locations. Our owned in-market locations house 20 ammonia terminals, 11 UAN terminals (including nine sites that accommodate both ammonia and UAN) and five dry product warehouses. These terminals and warehouses are located principally in the major fertilizer-consuming states, which typically account for 40% to 50% of the nitrogen and phosphate fertilizer used by commercial farmers in the United States. Storage at our Donaldsonville nitrogen facilities and its deep-water dock provide us with significant flexibility to import and export nitrogen products. We also own an ammonia terminal in Tampa, Florida, which is used primarily to import ammonia for use in the production of ammonium phosphate fertilizers at our Plant City, Florida facility.

Terra Environmental Technologies. Through Terra Environmental Technologies, or TET, we have a leading position in supplying nitrogen products to the stationary and mobile emissions control markets.

Strong Management Team and Stable, Experienced Workforce. Our seasoned senior management team has a blend of related industry experience and extensive service with us. Our management team successfully transformed us from a cooperative to a public company in 2005. Following the Terra acquisition, our workforce consists of over 2,400 full-time and 100 part-time employees.

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Business Strategies

The Terra acquisition approximately doubled the size of CF Industries and provides us with a larger global platform, substantial synergy opportunities and broader access to capital. We intend to capitalize on this opportunity to create value for our stockholders by pursuing targeted strategies that generate growth and enhance profitability.

Integrate the Operations of CF Industries and Terra. We intend to integrate Terra's operations with those of CF Industries by executing a detailed integration plan over the next 24 months. By integrating the operations, processes and work forces of CF Industries and Terra, we will seek to position our combined enterprise to take advantage of our leadership position as the world's second largest nitrogen producer and the third largest phosphate producer among public companies.

Deliver Targeted Cost Synergies. We have identified substantial synergy value that we expect will generate $105-135 million in annual cost synergies, through headquarters consolidation, optimizing transportation and distribution networks and generating greater economies of scale in procurement and purchasing. We expect to realize these synergies within two years after the closing of the Terra acquisition at an expected one-time cost of $40-60 million. We also expect to achieve a one-time cash benefit of approximately $30-60 million from a reduced inventory requirement.

Realize Our Operational Potential. We intend to continue focusing on our core business of manufacturing and distributing fertilizer products to both agricultural and selected industrial and environmental customers. We will focus our marketing efforts on maximizing margins by assessing our mix of business and using tools such as our Forward Pricing Program, or FPP, to manage margins and associated risks. Flexibility in production points and an expanded array of distribution options resulting from the Terra acquisition provide us with more tools with which to optimize our marketing strategies. We will continue to pursue improvements in staffing, operating procedures and environmental, health and safety procedures to achieve the optimal return on our investment. We will also continue to invest selectively in upgrading and expanding existing operations.

Attain and Maintain an Optimal Capital Structure. We have a history of a conservative approach to capital structure and returning capital to stockholders. In the near-term, we are targeting a leverage range of 1.0-1.5x EBITDA, and believe that level is appropriate as a steady-state target debt level. This structure balances the value of having ready access to financial resources with the objective of minimizing the cost of capital. It also provides us with the financial strength to execute strategic initiatives.

Leverage Terra Environmental Technologies. Our position as a major urea producer complements TET's needs for additional urea feedstock for its DEF product line, which serves the rapidly growing mobile market. That synergy opportunity is expected to eliminate the need that Terra had for an approximately $200 million investment in urea capacity and replace it with more modest investments at our Donaldsonville and/or Medicine Hat facilities.

Pursue Global Strategic Opportunities. By successfully executing the strategies described above, we believe we will be positioned to exploit our global leadership through organic growth and/or acquisitions. Our strong position in North America and our partnership with Keytrade provide us with a base from which to expand and pursue global opportunities.

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Terra Acquisition and Related Financing Transactions

On March 12, 2010, CF Holdings and Terra Industries Inc. entered into an agreement and plan of merger, referred to in this prospectus supplement as the merger agreement, providing for the Terra acquisition to be effected in two steps: (1) an exchange offer, in which an indirect wholly-owned subsidiary of CF Holdings, or the acquisition subsidiary, offered to exchange 0.0953 shares of CF Holdings common stock and $37.15 in cash, referred to in this prospectus supplement as the merger consideration, for each outstanding share of Terra Industries Inc. common stock, followed by (2) the merger of the acquisition subsidiary into Terra Industries Inc., referred to in this prospectus supplement as the second-step merger, with Terra Industries Inc. as the surviving corporation in the second-step merger. In the second-step merger, each outstanding share of Terra Industries Inc. common stock not acquired by the acquisition subsidiary in the exchange offer would be extinguished in exchange for the merger consideration.

The initial expiration date of the exchange offer was April 2, 2010, and on April 5, 2010, the acquisition subsidiary acquired approximately 79.2 million shares of Terra Industries Inc. common stock, representing approximately 79.1% of the total outstanding shares of Terra Industries Inc. common stock. As a result, Terra Industries Inc. became an indirect subsidiary of CF Holdings. On April 5, 2010, as permitted by the merger agreement, CF Holdings commenced a subsequent offering period for the remaining outstanding shares of Terra Industries Inc. common stock. The subsequent offering period will expire on April 14, 2010, unless extended. As of April 9, 2010, the acquisition subsidiary had acquired an aggregate of approximately 87.6 million shares of Terra Industries Inc. common stock in the exchange offer and subsequent offering period, representing approximately 87.5% of the total outstanding shares of Terra Industries Inc. common stock, for aggregate consideration consisting of approximately 8.3 million shares of CF Holdings common stock and $3.3 billion in cash.

Following the expiration of the subsequent offering period, if CF Holdings, through the acquisition subsidiary, owns at least 90% of the outstanding shares of Terra Industries Inc. common stock, including any shares of Terra Industries Inc. common stock acquired from Terra Industries Inc. pursuant to the "top-up" option granted to CF Holdings under the merger agreement, CF Holdings intends to complete the Terra acquisition by effecting the second-step merger through a short-form merger procedure available under applicable law, without a vote or meeting of Terra Industries Inc. stockholders. If CF Holdings does not acquire at least 90% of the outstanding shares of Terra Industries Inc. common stock in the exchange offer and subsequent offering period, completion of the second-step merger would be subject to prior approval by Terra Industries Inc. stockholders. In such event, the merger agreement provides that Terra Industries Inc. will call and hold a meeting of its stockholders as promptly as reasonably practicable for the purpose of obtaining their approval of the second-step merger. Approval of the second-step merger by Terra Industries Inc. stockholders would require the affirmative vote of holders of at least a majority of the outstanding shares of Terra Industries Inc. common stock. As CF Holdings, through the acquisition subsidiary, owns approximately 87.5% of Terra Industries Inc.'s outstanding common stock, CF Holdings would have sufficient voting power to approve the second-step merger without the vote of any other Terra Industries Inc. stockholder.

Based on the number of shares of Terra Industries Inc. common stock acquired in the exchange offer and subsequent offering period as of April 9, 2010, we estimate that the remaining consideration payable by us to stockholders of Terra Industries Inc. to complete the acquisition of 100% of the shares of Terra Industries Inc. common stock pursuant to the merger agreement consists of approximately $466 million in cash and 1,195,000 shares of CF Holdings common stock. Immediately following the second-step merger, Terra Industries Inc. would be an indirect wholly-owned subsidiary of CF Holdings.

We estimate our cash requirements in connection with the Terra acquisition to be approximately $4.95 billion, consisting primarily of the cash consideration for the Terra Industries Inc. common stock and stock-based awards. This amount also includes a termination fee of $123 million, referred to in this prospectus supplement as the Yara termination fee, which we paid on behalf of Terra Industries Inc. in

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connection with the termination by Terra Industries Inc. of a separate agreement that it had made with Yara International ASA, or Yara, under which Terra Industries Inc. would have been acquired by Yara. It also includes $763.4 million on account of the planned redemption of the outstanding 7.75% senior notes due 2019 of Terra Industries Inc.'s subsidiary Terra Capital, Inc., or the Terra notes, in connection with the second-step merger, and estimated transaction costs, including fees and expenses relating to the exchange offer, the second-step merger and the financing arrangements.

The following table sets forth the sources and uses of funds in connection with the Terra acquisition. The table does not give effect to this offering of CF Holdings common stock or the senior notes offering:

Source of Funds	**Amount (in millions)**	**Use of Funds**	**Amount (in millions)**
Cash and cash equivalents	$ 1,199.4	Terra Industries Inc. equity	
Revolving credit facility[(1)]		purchased[(4)]	$ 4,647.1
Bridge facility[(2)]	1,750.0	Redemption of the	
Term loan facility[(2)]	2,000.0	Terra notes[(5)]	763.4
CF Holdings common stock[(3)]	882.1	Estimated transaction costs[(6)]	421.0
Total sources	$ 5,831.5	Total uses	$ 5,831.5

(1) Consists of a five-year $300 million first lien senior secured revolving credit facility, which may be increased to up to $500 million in certain circumstances, referred to in this prospectus supplement as the revolving credit facility. The revolving credit facility is to be used primarily for working capital requirements and for general corporate purposes, but up to $100 million of borrowings under the facility may be applied to the same purposes for which borrowings are permitted under the term loan facility and the bridge facility described below in footnote (2).

(2) Consists of a five-year $2 billion (multiple draw) secured term loan facility before $30 million of original issue discount, referred to in this prospectus supplement as the term loan facility, and a one-year $1.75 billion secured bridge facility, referred to in this prospectus supplement as the bridge facility. Borrowings under the term loan facility and the bridge facility have been and will be used to fund the cash portion of the consideration paid to Terra Industries Inc. stockholders pursuant to the exchange offer and the second-step merger, to pay transaction costs and to fund the redemption of the Terra notes.

(3) Reflects the fair value of CF Holdings common stock issued or to be issued to Terra Industries Inc. stockholders as a result of the Terra acquisition, calculated by using the closing price of CF Holdings common stock on the New York Stock Exchange, or NYSE, on April 1, 2010 multiplied by the estimated number of shares of CF Holdings stock issued to Terra Industries Inc. stockholders.

(4) Based on the closing price of CF Holdings common stock on the NYSE on April 1, 2010, the estimated number of shares of Terra Industries Inc. acquired or to be acquired in the Terra acquisition and the cash consideration paid or to be paid in the Terra acquisition.

(5) Includes accrued interest and redemption premium in addition to $600 million principal amount payable upon the planned redemption of the Terra notes in connection with the second-step merger.

(6) Includes original issue discount related to the credit facilities referred to in footnotes (1) and (2) above, the Yara termination fee, financing fees and advisory fees for CF Industries and Terra.

The Terra acquisition and related transactions, including the redemption of the Terra notes; the payment of the Yara termination fee; our entry into the revolving credit facility, the bridge facility and the term loan facility, referred to in this prospectus supplement collectively as the credit facilities; our borrowings under the credit facilities in connection with the Terra acquisition; and the payment of transaction costs with respect to the foregoing are referred to in this prospectus supplement collectively as the transactions.

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Recent Developments

Although our financial statements for the quarter ended March 31, 2010 are not yet complete, certain preliminary financial information and operating data underlying our results of operations are available. The following financial information and operating data is not a comprehensive statement of the financial results for CF Industries or Terra for the quarter ended March 31, 2010 and has not been reviewed or audited by CF Industries' and Terra's respective independent registered public accounting firms. The final financial results for the quarter ended March 31, 2010 may vary from our expectations and may be materially different from the preliminary financial information and operating data provided below as the quarterly financial statement close process is not complete and additional developments and adjustments may arise between now and the time the financial results for this period are finalized. Accordingly, you should not place undue reliance on the following financial information and operating data.

CF Industries

Management currently expects CF Industries' 2010 first quarter net sales to be approximately $502 million, or approximately 26% lower than CF Industries' 2009 first quarter net sales of $681 million. Sales volume in the first quarter of 2010 is expected to be 1.7 million tons, or a decline of 6% as compared to the 1.8 million tons sold in the first quarter of 2009. The decline in both net sales and sales volume is due to declines in both the nitrogen and phosphate segments.

Financial results for the first quarter of 2010 will be impacted by merger related costs, including the $123 million Yara termination fee that was paid on behalf of Terra Industries Inc., a $28 million gain on the sale of CF Holdings' investment in shares of Terra Industries Inc. common stock and fees for professionals and advisors relating to the Terra acquisition.

Nitrogen Segment

In the nitrogen segment, net sales are expected to be approximately $327 million, or 28% lower than the $456 million in the first quarter of 2009. Sales volume in the nitrogen segment is expected to decline by 5% to 1.2 million tons compared to the 1.3 million tons in the first quarter of 2009. Sales volume in the first quarter of 2010 declined as urea shipments fell, partially offset by increases in ammonia and UAN shipments. Pre-planting season sales volumes were impacted by cold and wet weather conditions in the first quarter. Average selling prices for all three nitrogen products are expected to be lower in the first quarter of 2010 compared to the first quarter of 2009, as the prior year period benefited from substantial sales volume that had been contracted under our FPP at earlier dates and higher prices. Average selling prices for all products in the first quarter of 2010 are expected to be higher than average selling prices in the fourth quarter of 2009. The weighted average cost of natural gas in the first quarter of 2010 declined by approximately 30% compared to the first quarter of 2009 from $7.33 per MMBtu in 2009 to $5.13 per MMBtu in 2010.

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Set forth below is summary operating data for CF Industries' nitrogen segment based on management's current expectations for the quarters ended March 31, 2010 and 2009:

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009	2010 v. 2009
	(in millions, except as noted)		
Net sales	$ 327	$ 456	$ (129)
Tons of product sold (000s)	1,198	1,265	(67)
Sales volume by product (000s)			
Ammonia	189	133	56
Urea	598	733	(135)
UAN(1)	404	397	7
Other nitrogen products	7	2	5
Average selling price per ton by product			
Ammonia	$ 321	$ 527	$ (206)
Urea	306	365	(59)
UAN(1)	205	298	(93)
Cost of natural gas (per MMBtu)(2)			
Donaldsonville	$ 5.31	$ 8.09	$ (2.78)
Medicine Hat	4.70	5.99	(1.29)

(1) Measured in product tons.

(2) Includes gas purchases and realized gains and losses on gas derivatives.

Phosphate Segment

In the phosphate segment, net sales are expected to be approximately $175 million, or 22% lower than the $224 million in the first quarter of 2009. Sales volumes in the phosphate segment are expected to have declined by 9% to 480,000 tons compared to 527,000 tons in the first quarter of 2009 as declines in DAP were only partially offset by increases in MAP shipments. Average selling prices for DAP and MAP are expected to be lower in the first quarter of 2010 versus the first quarter of 2009. Average selling prices in the first quarter of 2010 are expected to be higher than average selling prices in the fourth quarter of 2009. Set forth below is summary operating data for CF Industries' phosphate segment based on management's current expectations for the quarters ended March 31, 2010 and March 31, 2009:

	Three Months Ended March 31, 2010	Three Months Ended March 31, 2009	2010 v. 2009
	(in millions, except as noted)		
Net sales	$ 175	$ 224	$ (49)
Tons of product sold (000s)	480	527	(47)
Sales volume by product (000s)			
DAP	374	445	(71)
MAP	106	82	24
Average selling price per ton by product			
DAP	$ 361	$ 418	$ (57)
MAP	379	466	(87)

Terra Industries

Management currently expects Terra's 2010 first quarter revenues to be approximately $409 million, approximately 3% lower than Terra's 2009 first quarter revenues of $420 million. This decline is primarily due to lower selling prices for ammonia, UAN and AN. The prior year first quarter selling price benefited

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from the orders that were previously committed to under higher prices during 2008. The decline in selling prices was partially offset by an increase in UAN and AN sales volume of 34% and 76%, respectively. For the first quarter, natural gas unit costs, net of forward pricing gains and losses, decreased by approximately 27% from $7.37 per MMBtu in 2009 to $5.39 per MMBtu in 2010.

Set forth below is summary operating data for Terra based on management's current expectations for the quarters ended March 31, 2010 and 2009:

	Three Months Ended March 31,		
	2010	**2009**	**2010 v. 2009**
	(in millions, except as noted)		
Total revenues	$ 409	$ 420	$ (11)
Tons of product sold (000s)	1,589	1,251	338
Sales volume by product (000s)			
Ammonia	374	381	(7)
Urea	82	77	5
UAN(1)	837	625	212
Other nitrogen products	296	168	128
Average selling price per ton by product(2)			
Ammonia	$ 314	$ 336	$ (22)
Urea	325	322	3
UAN(1)	184	282	(98)
Other nitrogen products	193	267	(74)
Cost of natural gas (per MMBtu)(3)	$ 5.39	$ 7.37	$ (1.98)

(1) Measured in tons of UAN containing 32% nitrogen by weight.

(2) After deducting outbound freight costs.

(3) Includes all transportation and other logistical costs and any gains or losses on financial derivatives related to North American natural gas purchases.

CF Holdings is a Delaware corporation with principal executive offices at 4 Parkway North, Suite 400, Deerfield, Illinois 60015. The telephone number of CF Holdings' executive offices is (847) 405-2400. Our Internet website address is *http://www.cfindustries.com*. The content of our website is not incorporated by reference in this prospectus supplement, and you should not consider it a part of this prospectus supplement.

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The Offering

Common stock we are offering	10,800,000 shares, or 12,420,000 shares if the underwriters' overallotment option is exercised in full.
Common stock to be outstanding immediately after this offering	68,930,000 shares, or 70,550,000 shares if the underwriters' overallotment option is exercised in full.
Use of proceeds	We estimate that the net proceeds to us from the sale of the common stock offered hereby will be approximately $966 million (or approximately $1.1 billion if the underwriters' overallotment option is exercised in full) after deducting the underwriting discounts and commissions and our estimated offering expenses, assuming a public offering price of $92.90 per share, which was the last sale price of our common stock on the NYSE on April 9, 2010. We intend to use the net proceeds from this offering to repay amounts outstanding under the bridge facility. See "Use of Proceeds." We intend to conduct the senior notes offering substantially concurrently with or shortly after this offering of CF Holdings common stock. We intend to use the net proceeds from the senior notes offering to repay additional amounts outstanding under the bridge facility and, to the extent of any net proceeds in excess of the amount required to discharge the obligations under the bridge facility, to repay outstanding borrowings under the term loan facility. There can be no assurance that the senior notes offering can be consummated on terms acceptable to us or at all or that, if consummated, it will be for the amount contemplated. This offering of CF Holdings common stock is not conditioned on the consummation of the senior notes offering.
Dividends	During 2008 and 2009 and for the first quarter of 2010, we paid quarterly cash dividends on CF Holdings common stock of $0.10 per share. We expect to continue to pay quarterly cash dividends on CF Holdings common stock at an annual rate of $0.40 per share. There is no assurance, however, as to the amount or payment of dividends in the future, because all future payments of dividends are at the discretion of CF Holdings' board of directors and will depend on many factors. See "Dividend Policy."
NYSE Symbol	CF

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Conflicts of interest	We intend to use the net proceeds from this offering to repay amounts outstanding under the bridge facility. Affiliates of Morgan Stanley & Co. Incorporated and Mitsubishi UFJ Securities (USA), Inc. are lenders under the bridge facility and the term loan facility. Because more than 5% of the proceeds of this offering, not including underwriting compensation, will be received by affiliates of the underwriters in this offering, this offering is being conducted in compliance with NASD Rule 2720, as administered by the Financial Industry Regulatory Authority, Inc. However, no qualified independent underwriter is needed for this offering because there is a "bona fide public market," as defined in NASD Rule 2720(f)(3), for our common stock. See "Use of Proceeds" and "Underwriting (Conflicts of Interest)."
Risk factors	You should carefully consider the information set forth in the "Risk Factors" section of this prospectus supplement, as well as all other information included in or incorporated by reference in this prospectus supplement and the accompanying prospectus, before deciding whether to invest in our common stock.

The number of shares of CF Holdings common stock to be outstanding immediately after this offering is based upon 56,935,000 shares outstanding as of April 9, 2010, which includes 8,349,000 shares issued or to be issued with respect to shares of Terra Industries Inc. common stock tendered into the exchange offer and subsequent offering period through such date and accepted for exchange, and assumes the issuance of an additional 1,195,000 shares of CF Holdings common stock in connection with the acquisition of the remaining outstanding shares of Terra Industries Inc. common stock in the subsequent offering period and the second-step merger. The number of shares to be outstanding immediately after this offering excludes 3,711,000 shares reserved for issuance under our 2009 Equity and Incentive Plan, of which options to purchase 139,000 shares had been granted as of April 9, 2010.

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Summary Consolidated Historical Financial Data of CF Industries

The following summary consolidated historical financial data as of December 31, 2009 and 2008 and for the years ended December 31, 2009, 2008 and 2007 have been derived from the audited consolidated financial statements of CF Industries incorporated by reference herein. The following summary consolidated historical financial data as of December 31, 2007 have been derived from the audited consolidated financial statements of CF Industries not included or incorporated by reference herein. The historical results presented below are not necessarily indicative of results that can be expected for any future period. The table should be read in conjunction with "Use of Proceeds," "Capitalization," "Overview of Financial Condition, Liquidity and Capital Resources," "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements" and "Selected Historical Consolidated Financial Data of CF Industries," included elsewhere in this prospectus supplement, "Management's Discussion and Analysis of Financial Condition and Results of Operations," appearing in Item 7 of CF Holdings' Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and incorporated by reference herein, and CF Industries' consolidated financial statements and accompanying notes appearing in CF Holdings' Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and incorporated by reference herein. See "Where You Can Find More Information."

	Year Ended December 31,		
	2009	**2008**	**2007**
	(in millions, except per share amounts and ratios)		
Statement of Operations Data:			
Net sales	$ 2,608.4	$ 3,921.1	$ 2,756.7
Gross margin	839.4	1,222.7	670.0
Earnings before income taxes, equity in earnings (loss) of unconsolidated affiliates and cumulative effect of a change in accounting principle	695.6	1,175.4	625.9
Net earnings attributable to common stockholders	365.6	684.6	372.7
Share and Per Share Data:			
Net earnings attributable to common stockholders:			
Basic	$ 7.54	$ 12.35	$ 6.70
Diluted	$ 7.42	$ 12.13	$ 6.56
Weighted average common shares outstanding:			
Basic	48.5	55.4	55.7
Diluted	49.2	56.4	56.8
Balance Sheet Data (at end of period):			
Total current assets	$ 1,283.1	$ 1,433.2	$ 1,279.1
Total assets	2,494.9	2,387.6	2,012.5
Total current liabilities	479.8	818.1	629.3
Total debt	4.7	4.1	4.9
Stockholders' equity	1,728.9	1,338.1	1,187.0
Other Financial Data:			
	105.3x	171.9x	104.1x

Ratio of earnings to fixed charges			
EBITDA[1]	$ 708.5	$ 1,138.5	$ 634.1

(1) We report our financial results in accordance with U.S. generally accepted accounting principles, or GAAP. Our management believes that certain non-GAAP financial measures provide additional meaningful information regarding our performance. The non-GAAP financial measures should be viewed in addition to, and not as an alternative for, our reported results prepared in accordance with GAAP. In addition, because not all companies use identical calculations, the non-GAAP financial measures included in this prospectus supplement may not be comparable to similarly titled measures of other companies.

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EBITDA, as presented in this prospectus supplement, is a supplemental measure of our performance. EBITDA is defined as net earnings attributable to common stockholders plus interest income net, income tax provision and depreciation, depletion and amortization. We have presented EBITDA because management uses the measure to track performance and believes that it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. EBITDA is not required by, or presented in accordance with, GAAP. EBITDA is not a measure of our financial performance or financial position under GAAP and should not be considered as an alternative to revenue, net income or any other performance measures derived in accordance with GAAP.

The table below provides an unaudited reconciliation of net earnings to EBITDA:

	Year ended December 31,		
	2009	2008	2007
		(in millions)	
Net earnings attributable to common stockholders	$ 365.6	$ 684.6	$ 372.7
Interest expense (income) net	(3.0)	(24.5)	(22.7)
Income taxes	245.4	378.1	200.2
Depreciation, depletion and amortization	101.0	100.8	84.5
Less: Loan fee amortization[(A)]	(0.5)	(0.5)	(0.6)
EBITDA	$ 708.5	$ 1,138.5	$ 634.1

(A) To adjust for amounts included in both interest and amortization.

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Summary Consolidated Historical Financial Data of Terra

The following summary consolidated historical financial data as of December 31, 2009 and 2008 and for the years ended December 31, 2009, 2008 and 2007 have been derived from the audited consolidated financial statements of Terra incorporated by reference herein. The following summary consolidated historical financial data as of December 31, 2007 have been derived from the audited consolidated financial statements of Terra not included or incorporated by reference herein. The historical results presented below are not necessarily indicative of results that can be expected for any future period. The table should be read in conjunction with "Use of Proceeds," "Capitalization," "Overview of Financial Condition, Liquidity and Capital Resources," "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements" and "Selected Historical Consolidated Financial Data of Terra," included elsewhere in this prospectus supplement, "Management's Discussion and Analysis of Financial Condition and Results of Operations," appearing in Item 7 of Terra Industries Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2009 appearing in CF Holdings' Current Report on Form 8-K/A filed on April 12, 2010 and incorporated by reference herein, and Terra's consolidated financial statements and accompanying notes appearing in CF Holdings' Current Report on Form 8-K/A filed on April 12, 2010 and incorporated by reference herein. See "Where You Can Find More Information."

	Year Ended December 31,		
	2009(1)	**2008(2)**	**2007(3)**
	(in millions, except per share amounts and ratios)		
Statement of Operations Data:			
Total revenues	$ 1,581.4	$ 2,891.5	$ 2,342.9
Gross profit	386.2	863.2	527.5
Income from continuing operations	151.5	632.8	220.8
Income (loss) from discontinued operations	1.1	8.3	(18.9)
Net income attributable to Terra Industries Inc.	152.6	641.0	201.9
Share and Per Share Data:			
Basic income (loss) per common share attributable to Terra Industries Inc.:			
Continuing operations	$ 1.53	$ 6.65	$ 2.38
Discontinued operations	$ 0.01	$ 0.09	$ (0.21)
Basic income (loss) per common share	$ 1.54	$ 6.74	$ 2.17
Diluted income (loss) per common share attributable to Terra Industries Inc.:			
Continuing operations	$ 1.52	$ 6.12	$ 2.07
Discontinued operations	$ 0.01	$ 0.08	$ (0.17)
Basic income (loss) per common share	$ 1.53	$ 6.20	$ 1.90
Weighted average common shares outstanding:			
Basic	99.4	93.8	90.6
Diluted	100.0	103.4	106.5
Balance Sheet Data (at end of period):			
Total current assets	$ 826.3	$ 1,392.5	$ 1,029.9
Total assets	1,599.7	2,113.0	1,888.3
Total current liabilities	206.2	465.2	517.7
Long-term debt and capital leases	602.4	330.0	330.0
Stockholders' equity	490.7	1,063.0	621.5
Other Financial Data:			
Ratio of earnings to fixed charges and preferred dividends	3.6x	8.3x	5.8x
Adjusted EBITDA(4)	$ 401.7	$ 964.3	$ 500.4

(1) The 2009 selected financial data includes (i) the effects of a special cash dividend of $7.50 per share (or $748.7 million) declared on October 29, 2009 and paid on December 11, 2009; (ii) $42.8 million, net of tax ($0.43 per diluted share) for the early repatriation of funds to the U.S.; (iii) $32.4 million, net of tax ($0.32 per diluted share) for the early retirement of debt; and (iv) $11.2 million, net of tax ($0.11 per diluted share) of other operating expenses related to CF Industries' unsolicited acquisition offers.

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(2) The 2008 selected financial data includes (i) the effects of the 4.25% Cumulative Convertible Perpetual Series A Preferred Shares, or Series A Preferred Shares, inducement converting a total of 118,400 Series A Preferred Shares to 11,887,550 shares of Terra common stock; (ii) the effects of instituting a cash dividend per common share of $0.10 per quarter starting in May 2008; and (iii) the full year equity earnings effect of the GrowHow joint venture of $95.6 million.

(3) The 2007 selected financial data includes (i) the effects of contributing the Terra Nitrogen U.K. operations into the GrowHow joint venture on September 14, 2007; (ii) a $39.0 million impairment charge for the Beaumont, Texas assets; and (iii) a $38.8 million loss on the early retirement of debt associated with the debt refinancing that was completed during 2007.

(4) Terra's financial results are reported in accordance with GAAP. Our management believes that certain non-GAAP financial measures provide additional meaningful information regarding Terra's performance. The non-GAAP financial measures should be viewed in addition to, and not as an alternative for, Terra's reported results prepared in accordance with GAAP. In addition, because not all companies use identical calculations, the non-GAAP financial measures included in this prospectus supplement may not be comparable to similarly titled measures of other companies.

Adjusted EBITDA, as presented in this prospectus supplement, is a supplemental measure of Terra's performance. Adjusted EBITDA is defined as net income from continuing operations less interest income plus interest expense plus income tax provision plus depreciation, depletion and amortization and charges related to loss on early retirement of debt, which is a non-cash item. We have presented adjusted EBITDA because management uses the measure to track performance and believes that it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. Adjusted EBITDA is not required by, or presented in accordance with, GAAP. Adjusted EBITDA is not a measure of Terra's financial performance or financial position under GAAP and should not be considered as an alternative to revenue, net income or any other performance measures derived in accordance with GAAP.

The table below provides an unaudited reconciliation of net income to adjusted EBITDA:

	Year ended December 31,		
	2009	**2008**	**2007**
		(in millions)	
Income from continuing operations	$ 151.5	$ 632.8	$ 220.8
Interest income	(4.1)	(23.4)	(17.3)
Interest expense	31.9	27.4	29.1
Income tax provision	74.3	239.9	127.3
Depreciation and amortization	94.6	87.6	101.7
EBITDA	$ 348.2	$ 964.3	$ 461.6
Loss on early retirement of debt	53.5		38.8
Adjusted EBITDA	$ 401.7	964.3	$ 500.4

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Summary Unaudited Pro Forma
Condensed Combined Consolidated Financial and Operating Information

The following table sets forth summary unaudited pro forma condensed combined consolidated financial information of CF Industries. The pro forma information has been derived from, and should be read in conjunction with, "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements" and related notes, which appear elsewhere in this prospectus supplement. The pro forma information should also be read in conjunction with "Summary Terra Acquisition and Related Financing Transactions," "Selected Historical Consolidated Financial Data of CF Industries," "Selected Historical Consolidated Financial Data of Terra," "Overview of Financial Condition, Liquidity and Capital Resources" and "Description of Certain Indebtedness," included elsewhere in this prospectus supplement, "Management's Discussion and Analysis of Financial Condition and Results of Operations," appearing in Item 7 of CF Holdings' and Terra Industries Inc.'s Annual Reports on Form 10-K for the fiscal year ended December 31, 2009, respectively, both of which are incorporated by reference herein (with Terra Industries Inc.'s Form 10-K appearing on CF Holdings' Current Report on Form 8-K/A filed on April 12, 2010 and incorporated by reference herein), CF Industries' consolidated financial statements and accompanying notes, appearing in CF Holdings' Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and incorporated by reference herein, and Terra's consolidated financial statements and accompanying notes appearing in CF Holdings' Current Report on Form 8-K/A filed on April 12, 2010 and incorporated by reference herein. See "Where You Can Find More Information."

The summary unaudited pro forma condensed combined consolidated balance sheet information gives effect to the transactions on a pro forma basis as if the transactions had occurred on December 31, 2009. The summary unaudited pro forma condensed combined consolidated statements of income information gives effect to the transactions on a pro forma basis as if the transactions had occurred on January 1, 2009. The summary unaudited pro forma condensed combined consolidated financial information is provided for illustrative purposes only and does not purport to represent what the actual consolidated results of operations or the consolidated financial position of CF Industries would have been had the transactions occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations or consolidated financial position.

The receipt and application of the proceeds from this offering of CF Holdings common stock and the senior notes offering are not reflected in the summary unaudited pro forma condensed combined consolidated financial information. See "Capitalization" and note (d) in the notes to unaudited pro forma condensed combined consolidated financial statements under "Unaudited Pro Forma Condensed

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Combined Consolidated Financial Statements" for certain information regarding potential effects of this offering and the senior notes offering.

	Pro Forma Year Ended December 31, 2009 (in millions, except per share amounts)
Statement of Operations Data:	
Net sales	$ 4,189.8
Cost of sales	2,964.2
Gross margin	1,225.6
Selling, general and administrative	130.0
Equity in earnings of unconsolidated affiliates	(17.7)
Other operating net	114.7
Operating earnings	998.6
Interest expense	347.3
Interest income	(2.8)
Other non-operating net	(12.8)
Earnings before income taxes and equity in earnings of unconsolidated affiliates	666.9
Income tax provision	213.9
Equity in earnings of unconsolidated affiliates net of taxes	13.1
Net earnings from continuing operations	466.1
Less: Net earnings attributable to the non-controlling interest	108.9
Net earnings attributable to common stockholders	$ 357.2
Net earnings per share attributable to common stockholders	
Basic	$ 6.15
Diluted	$ 6.08
Weighted average common shares outstanding	
Basic	58.0
Diluted	58.7

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	Pro Forma December 31, 2009 (in millions, except per share amounts)	
Balance Sheet Data:		
Cash and cash equivalents	$	339.9
Total assets		7,610.7
Customer advances		198.7
Total debt		3,737.2
Stockholders' equity		2,238.6
Total equity		2,620.6
Book value per share[(1)]	$	38.60

	Pro Forma Year Ended December 31, 2009 (in millions, except as noted)	
Other Financial Data:		
EBITDA[(2)]	$	1,110.2
Operating Data (tons in thousands):		
Combined sales volume:[(3)]		
Net ammonia		2,690
Urea		2,888
UAN		5,316
AN		879
DAP and MAP		2,085
Combined production volume:[(3)]		
Gross ammonia		6,143
Urea		3,153
UAN		5,320
AN		995
DAP and MAP		1,830

See notes to unaudited pro forma condensed combined consolidated financial statements under "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements."

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(1) Book value per share is equal to stockholders' equity divided by basic weighted average common shares outstanding.

(2) We report our financial results in accordance with GAAP. Our management believes that certain non-GAAP financial measures provide additional meaningful information regarding our performance. The non-GAAP financial measures should be viewed in addition to, and not as an alternative for, our reported results prepared in accordance with GAAP. In addition, because not all companies use identical calculations, the non-GAAP financial measures included in this prospectus supplement may not be comparable to similarly titled measures of other companies.

Pro forma EBITDA, as presented in this prospectus supplement, is a supplemental measure of our performance on a pro forma combined basis. Pro forma EBITDA is defined as net earnings attributable to common stockholders less interest income, plus interest expense, income taxes and depreciation, depletion and amortization, in each case on a pro forma basis. We have presented pro forma EBITDA because management uses EBITDA to track performance and believes EBITDA is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. EBITDA is not required by, or presented in accordance with, GAAP. EBITDA is not a measure of our financial performance or financial position under GAAP and should not be considered as an alternative to revenue, net income or any other performance measures derived in accordance with GAAP.

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The table below provides an unaudited reconciliation of net earnings to EBITDA:

	Pro Forma Year Ended December 31, 2009 (in millions)
Net earnings attributable to common stockholders	$ 357.2
Interest income	(2.8)
Interest expense	347.3
Income taxes	213.4
Depreciation, depletion and amortization	195.6
Less: Loan fee amortization[(A)]	(0.5)
EBITDA	$ 1,110.2

(A) To adjust for amounts included in both interest and amortization.

(3) For the years ended December 31, 2009, 2008 and 2007, CF Industries' and Terra's total sales and production volumes were as follows:

	Year ended December 31, 2009	2008	2007
	(tons in thousands)		
CF Industries total sales volume:			
Net ammonia	1,083	1,079	1,434
Urea	2,604	2,617	2,701
UAN[(A)]	2,090	2,386	2,729
DAP and MAP	2,085	1,787	1,994
Terra total sales volume:			
Net ammonia	1,607	1,670	1,765
Urea	284	249	247
UAN	3,226	3,917	4,072
AN	879	990	968
CF Industries total production volume:			
Gross ammonia	3,098	3,249	3,289
Urea	2,350	2,355	2,358
UAN[(A)]	2,023	2,277	2,285
DAP and MAP	1,830	1,980	1,948
Terra total production volume:			
Gross ammonia[(B)]	3,045	3,171	3,521
Urea	803	250	921
UAN	3,297	3,703	4,131
AN[(B)]	995	986	2,268

(A) UAN volumes previously reported in CF Holdings' Annual Reports on Form 10-K have been converted to UAN containing 32% nitrogen by weight.

(B) Terra's 2007 production volumes for ammonia and AN include U.K. production of 540,000 and 610,000 tons, respectively, since U.K. operations were reported on a consolidated basis prior to the formation of GrowHow in September 2007.

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RISK FACTORS

Our business is subject to a number of risks. If any of the events contemplated by the following risks actually occur, then our business, financial condition or results of operations could be materially adversely affected. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition and results of operations.

Risks Related to Our Business

Uncertainties exist in integrating the business and operations of CF Industries and Terra.

We intend to integrate Terra's operations with those of CF Industries. The integration of two companies as large as CF Industries and Terra is a complex process, and we may encounter substantial difficulties integrating Terra's operations with CF Industries' operations. Any difficulties in integrating the two companies could result in a delay or the failure to achieve the anticipated benefits and synergies of the Terra acquisition and, therefore, the expected cost savings. Additionally, these cost savings may be less than we currently expect, or may not be realized. The difficulties of integrating Terra's operations with those of CF Industries include, among other things:

- possible inconsistencies in standards, controls, procedures and policies, and compensation structures between Terra and CF Industries;
- the complexities of integrating the business and operations of Terra with those of CF Industries, including as a result of the use of different accounting and reporting systems;
- the limited opportunity prior to the consummation of the acquisition to work with Terra management to develop an integration plan;
- the increased scope, geographic diversity and complexity of our operations;
- exposure to unanticipated costs, expenses or liabilities, including as a result of the limited opportunity we were given prior to entering into the merger agreement with Terra to conduct due diligence on Terra and its business, operations and financial condition;
- the consummation of the Terra acquisition shortly before the fiscal quarter that historically has been one of our and Terra's busiest and most profitable quarters and the potential disruptions that may occur as a result of the timing of the consummation of the acquisition;
- the retention of existing customers and attraction of new customers;
- the retention of key employees;
- the consolidation of corporate and administrative infrastructures;
- the diversion of management's attention from ongoing business concerns; and

the possibility of tax costs or inefficiencies associated with the integration of the operations of the combined company.

Our business is dependent on natural gas, which is subject to a high level of price volatility.

Natural gas is the principal raw material used to produce nitrogen fertilizers. We use natural gas both as a chemical feedstock and as a fuel to produce ammonia, urea, UAN, AN and other nitrogen products. On a pro forma basis giving effect to the Terra acquisition, excluding expenditures at the GrowHow and Point Lisas nitrogen facilities, expenditures on natural gas comprised approximately 47% of the total cost of our nitrogen fertilizer sales in 2009.

Because most of our nitrogen fertilizer manufacturing facilities are located in the United States and Canada, the price of natural gas in North America directly impacts a substantial portion of our operating expenses. The price of natural gas in North America is highly volatile. During 2009, the median daily price at the Henry Hub, the most heavily-traded natural gas pricing basis in North America, exceeded $5.60 per MMBtu at the beginning of the year, reached a low of $1.85 per MMBtu on September 5, 2009, and

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escalated to a high of $6.00 per MMBtu on December 30, 2009. The market price of natural gas in North America is also generally higher than the price of natural gas in certain other major fertilizer-producing regions, including the Middle East and Trinidad. In addition to having access to lower-priced natural gas, some of our competitors may also benefit from fixed-price natural gas contracts, which may be linked directly to the market price of the nitrogen fertilizer being manufactured. Recent declines in the price of North American natural gas have been driven, in part, by the development of new sources of natural gas for the North American market, including, "unconventional" sources, such as shale gas, exploration and development of new natural gas fields and natural gas imports in the form of liquid natural gas. Any limitation on these sources of natural gas as a result of the environmental concerns some have raised with the development of new natural gas fields or the techniques used to produce shale gas or otherwise could cause the price of natural gas in North America to rise significantly. Given the volatility of pricing and our dependence on North American natural gas, the price we pay for natural gas in the future may be higher than prices paid by producers in certain other fertilizer-producing regions of the world, which may make it more difficult for us to compete against these producers.

Our production facilities outside North America, particularly those in the United Kingdom, are, like those in North America, also subject to high natural gas prices relative to those in certain other major fertilizer-producing regions and to significant natural gas price volatility.

We may not be able to pass along higher operating costs to our customers in the form of higher product prices. A significant increase in the price of natural gas (which can be driven by, among other things, supply disruptions, governmental or regulatory actions, cold weather and oil price spikes) that is not hedged or recovered through an increase in the price of related nitrogen products could result in reduced profit margins and lower product production. If market prices for our products are below our cost of production due to the high cost of natural gas, we may shift our sourcing of nitrogen fertilizers from manufactured to purchased products. We have previously idled one or more of our plants in response to high natural gas prices and may do so again in the future. During late 2005 and early 2006, for example, we curtailed production of fertilizers at the CF Industries Donaldsonville complex for this reason.

Our business is cyclical, resulting in periods of industry oversupply during which our results of operations tend to be negatively impacted.

Historically, selling prices for our products have fluctuated in response to periodic changes in supply and demand conditions. Demand is affected by population growth, changes in dietary habits, non-food usage of crops, such as the production of ethanol and other biofuels, and planted acreage and application rates, among other things. Supply is affected by available capacity and operating rates, raw material costs and availability, government policies and global trade.

Periods of high demand, high capacity utilization and increasing operating margins tend to result in new plant investment and increased production, causing supply to exceed demand and prices and capacity utilization to decline. In particular, new capacity is expected to be added abroad in low-cost regions. Future growth in demand for fertilizer may not be sufficient to alleviate any existing or future conditions of excess industry capacity.

During periods of industry oversupply, our results of operations tend to be affected negatively as the price at which we sell our products typically declines, resulting in possible reduced profit margins, write-downs in the value of our inventory, lower production of our products and/or plant closures.

Our products are global commodities, and we face intense global competition from other fertilizer producers.

We are subject to intense price competition from both domestic and foreign sources. Fertilizers are global commodities, with little or no product differentiation, and customers make their purchasing decisions principally on the basis of delivered price and to a lesser extent on customer service and product quality. We compete with a number of domestic and foreign producers, including state-owned and government-subsidized entities.

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Some of these competitors have greater total resources and are less dependent on earnings from fertilizer sales, which make them less vulnerable to industry downturns and better positioned to pursue new expansion and development opportunities. Consolidation in the fertilizer industry has increased the resources of several of our competitors, and we expect consolidation among fertilizer producers to continue. In light of this industry consolidation, our competitive position could suffer to the extent we are not able to expand our own resources either through investments in new or existing operations or through acquisitions, joint ventures or partnerships.

China, the world's largest producer and consumer of fertilizers, is expected to continue expanding its fertilizer production capability. This expected increase in capacity could adversely affect the balance between global supply and demand and may put downward pressure on global fertilizer prices, which could adversely affect our results of operations and financial condition.

A decline in U.S. agricultural production or limitations on the use of our products for agricultural purposes could materially adversely affect the market for our products.

Conditions in the U.S. agricultural industry significantly impact our operating results. The U.S. agricultural industry can be affected by a number of factors, including weather patterns and field conditions, current and projected grain inventories and prices, domestic and international demand for U.S. agricultural products and U.S. and foreign policies regarding trade in agricultural products.

State and federal governmental policies, including farm and biofuel subsidies and commodity support programs, as well as the prices of fertilizer products, may also directly or indirectly influence the number of acres planted, the mix of crops planted and the use of fertilizers for particular agricultural applications. In recent years, for example, ethanol production in the United States has increased significantly due, in part, to federal legislation mandating greater use of renewable fuels. This increase in ethanol production has led to an increase in the amount of corn grown in the United States and to increased fertilizer usage on both corn and other crops that have also benefited from improved farm economics. While the current Renewable Fuels Standard, or RFS, encourages continued high levels of corn-based ethanol production, a growing "food versus fuel" debate and other factors have resulted in calls to reduce subsidies for ethanol, allow increased ethanol imports and adopt temporary waivers of the current RFS levels, any of which could have an adverse effect on corn-based ethanol production, planted corn acreage and fertilizer demand. Developments in crop technology, such as nitrogen fixation, the conversion of atmospheric nitrogen into compounds that plants can assimilate, could also reduce the use of chemical fertilizers and adversely affect the demand for our products. In addition, several states are currently considering limitations on the use and application of chemical fertilizers due to concerns about the impact of these products on the environment.

Adverse weather conditions may decrease demand for our fertilizer products and increase the cost of natural gas.

Weather conditions that delay or intermittently disrupt field work during the planting and growing seasons may cause agricultural customers to use different forms of nitrogen fertilizer, which may adversely affect demand for the forms that we sell or may impede farmers from applying our fertilizers until the following growing season, resulting in lower demand for our products.

Adverse weather conditions following harvest may delay or eliminate opportunities to apply fertilizer in the fall. Weather can also have an adverse effect on crop yields, which lowers the income of growers and could impair their ability to purchase fertilizer from our customers.

Weather conditions or, in certain cases, weather forecasts, can also dramatically affect the price of natural gas, our principal raw material used to make nitrogen based fertilizers. Colder than normal winters and warmer than normal summers increase the natural gas demand for residential use. In addition, hurricanes affecting the gulf coastal states can severely impact the supply of natural gas and cause prices to rise sharply.

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Our inability to predict future seasonal fertilizer demand accurately could result in excess inventory, potentially at costs in excess of market value, or product shortages.

The fertilizer business is seasonal. The strongest demand for our products occurs during the spring planting season, with a second period of strong demand following the fall harvest. We and/or our customers generally build inventories during the low demand periods of the year in order to ensure timely product availability during the peak sales seasons. Seasonality is greatest for ammonia due to the short application season and the limited ability of our customers and their customers to store significant quantities of this product. The seasonality of fertilizer demand results in our sales volumes and net sales being the highest during the spring and our working capital requirements being the highest just prior to the start of the spring season. Our quarterly financial results can vary significantly from one year to the next due to weather-related shifts in planting schedules and purchasing patterns.

If seasonal demand exceeds our projections, our customers may acquire products from our competitors, and our profitability will be negatively impacted. If seasonal demand is less than we expect, we will be left with excess inventory that will have to be stored (in which case our results of operations will be negatively impacted by any related storage costs) and/or liquidated (in which case the selling price may be below our production, procurement and storage costs). The risks associated with excess inventory and product shortages are particularly acute with respect to our nitrogen fertilizer business because of the highly volatile cost of natural gas and nitrogen fertilizer prices and the relatively brief periods during which farmers can apply nitrogen fertilizers.

Our customer base is concentrated, with certain large customers accounting for a substantial portion of our sales.

During 2009, three customers CHS Inc., or CHS; Gavilon Fertilizer LLC, or Gavilon; and GROWMARK, Inc., or GROWMARK; made combined fertilizer purchases of approximately $1,121 million from us, representing approximately 43% of our total net sales. On a pro forma basis giving effect to the Terra acquisition during the same time period, these three customers made combined fertilizer purchases of approximately $1,198 million from us, representing approximately 29% of our total net sales. We have entered into a multi-year supply contract with CHS that expires on June 30, 2010 and contracts with GROWMARK and Gavilon that both expire on June 30, 2013. CHS has informed us they do not intend to renew the multi-year supply contract upon its expiration. Since becoming a public company in 2005, we have diversified our customer base. However, we continue to depend on these three customers for a significant portion of our sales and may have less flexibility than some of our competitors to seek profitable sales to other customers. A substantial change in purchasing decisions by any or all of these customers could have a material adverse effect on our business.

A change in the use of the Forward Pricing Program by our customers could increase our exposure to fluctuations in our profit margins and materially adversely affect our operating results, liquidity and financial condition.

In mid-2003, we implemented our FPP, through which we offer our customers the opportunity to purchase product on a forward basis at prices and delivery dates we propose. This improves our liquidity due to the cash payments received from customers in advance of shipment of the product and allows us to improve our production scheduling and planning and the utilization of our manufacturing assets.

As our customers enter into forward nitrogen fertilizer purchase contracts with us, we generally use natural gas derivatives or fixed price fertilizer purchase contracts to hedge against changes in the price of natural gas, the largest and most volatile component of our supply cost. Fixing the selling prices of our products under our FPP, often months in advance of their ultimate delivery to customers, typically causes our reported selling prices and margins to differ from spot market prices and margins available at the time of shipment. Additionally, the use of derivatives to lock in the majority of our margins on FPP sales of nitrogen products can result in volatility in reported earnings due to the unrealized mark-to-market adjustments that occur from changes in the value of the derivatives prior to the purchase of the natural gas.

Under our FPP, customers generally make an initial cash down payment at the time of order and generally pay the remaining portion of the contract sales value in advance of the shipment date, thereby significantly increasing our liquidity. Any cash payments received in advance from customers in connection with the FPP are reflected on our balance sheet as a current liability until the related orders are shipped, which can take up to several months, or more. As of December 31, 2009 and 2008, our current liability for customer advances related to unshipped orders under the FPP equaled approximately 18% and 56%, respectively, of our cash, cash equivalents and short-term investments. As of December 31, 2009, on a pro forma basis giving effect to the Terra acquisition, our current liability for customer advances equaled approximately 58% of our cash, cash equivalents and short-term investments.

We believe the FPP is most appealing to our customers during periods of generally increasing prices for nitrogen fertilizers. Our customers may be less willing or even unwilling to purchase products on a forward basis during periods of generally decreasing or stable prices or during periods of relatively high fertilizer prices due to the expectation of lower prices in the future or limited capital resources. In periods of rising fertilizer prices, selling our nitrogen fertilizers under the FPP may result in lower profit margins than if we had not used the FPP. Conversely, in periods of declining fertilizer prices, selling our nitrogen fertilizers under the FPP may result in higher profit margins than if we had not used the FPP.

The FPP is less effective at reducing our exposure to fluctuations in our profit margins in circumstances where we purchase the fertilizer product from third parties for resale, rather than manufacture the product at one of our facilities. For example, during periods of high natural gas costs, we may decide to curtail production at our facilities and increase our purchases of fertilizer products originating from offshore, lower-cost producers for resale to our customers. Because it is generally not feasible to purchase fertilizer products from these third parties on a forward basis or match purchased quantities with specific order quantities, we may not be able to fix our profit margins effectively on fertilizer products that we buy for resale under our FPP. One method we use to reduce our margin exposure on sales of purchased products under the program is to purchase the required fertilizer products in advance of the specified delivery date. However, in such circumstances we may be required to buy and store the product sooner and in greater quantities than if produced, thereby reducing the liquidity benefits otherwise associated with the FPP. It also may not be feasible to purchase sufficient quantities of fertilizer in advance of the specified delivery dates at known, acceptable prices. An increase in our purchases of fertilizer products for resale to our customers may increase our exposure to fluctuating profit margins on the purchased products and could have a material adverse affect on our operating results, liquidity and financial condition.

We also sell phosphate products through our FPP. In 2009, forward sales of phosphate fertilizer products represented approximately 14% of our phosphate fertilizer volume compared to 61% of our phosphate fertilizer volume in 2008. Similar to nitrogen sales, phosphate sales under the FPP increased significantly in both 2007 and the first half of 2008 during a period of rapidly rising fertilizer prices. However, FPP sales decreased in 2009 when prices declined from their high in late 2008. Unlike our nitrogen fertilizer products where we have the opportunity to fix the cost of natural gas, we typically are unable to fix the cost of phosphate raw materials, such as sulfur and ammonia, which are among the largest components of our phosphate fertilizer costs. As a result, we are typically exposed to margin risk on phosphate products sold on a forward basis.

Our business is subject to risks involving derivatives, including the risk that our hedging activities might not prevent losses.

We manage commodity price risk for our businesses as a whole. Although we implemented risk measurement systems that use various methodologies to quantify the risk, these systems might not always be followed or might not always work as planned. Further, such risk measurement systems do not in themselves manage risk, and adverse changes involving volatility, adverse correlation of commodity prices and the liquidity of markets might still adversely affect earnings and cash flows, as well as the balance sheet under applicable accounting rules, even if risks have been identified. Our ability to manage exposure to

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commodity price risk in the purchase of natural gas through the use of financial derivatives may be affected by limitations imposed by the covenants in the agreements governing our indebtedness.

In order to manage financial exposure to commodity price and market fluctuations, we utilize natural gas derivatives to hedge our exposure to the price volatility of natural gas, the principal raw material used in the production of nitrogen based fertilizers. In these hedging activities, we have used fixed-price, forward, physical purchase and sales contracts (including forward contracts under the FPP), futures, financial swaps and option contracts traded in the over-the-counter, or OTC, markets or on exchanges. Nevertheless, no single hedging arrangement can adequately address all risks present in a given contract or industry. Therefore, unhedged risks will always continue to exist.

In addition, our hedging activities may themselves give rise to various risks that could adversely affect us. For example, we are exposed to counterparty credit risk when our derivatives are in a net asset position. The counterparties to our natural gas derivatives are either large oil and gas companies or large financial institutions. The credit and economic crisis that started in 2008 impacted a number of financial institutions, some of which participate as counterparties to our natural gas swaps. We monitor the swap portfolio and credit quality of our counterparties and adjust the level of activity we conduct with any one counterparty as necessary. We also manage the credit risk through the use of multiple counterparties, established credit limits, cash collateral requirements and master netting arrangements. However, our liquidity could be negatively impacted by a counterparty default on derivative settlements.

Federal legislation is also under consideration that could add substantial regulation to derivatives markets, with emphasis on OTC derivatives, which could adversely affect our business. Some of the most stringent legislation proposed would require most market participants to utilize a formal exchange for these transactions. Utilizing a formal exchange requires gains or losses on derivatives to be settled daily with the exchange. Transacting derivatives over-the-counter rather than through an exchange enables us to take advantage of favorable credit lines provided by our counterparties. Through these credit lines, we are not required to post collateral on our derivatives unless their value surpasses an established threshold. As of March 31, 2010, on a pro forma basis giving effect to the Terra acquisition, the combined credit lines extended to us by our counterparties with which we have open derivative contracts were approximately $160 million. If we were forced to utilize an exchange, the cost of utilizing derivatives could increase, which would adversely affect our cost of operations and could negatively impact our liquidity.

Our operations are reliant on a limited number of key facilities that involve significant risks and hazards against which we may not be fully insured.

Our operations are subject to hazards inherent in the manufacturing, transportation, storage and distribution of chemical fertilizers, including ammonia, which is highly toxic and corrosive. These hazards include: explosions; fires; severe weather and natural disasters; train derailments, collisions, vessel groundings and other transportation and maritime incidents; leaks and ruptures involving storage tanks, pipelines and rail cars; spills, discharges and releases of toxic or hazardous substances or gases; deliberate sabotage and terrorist incidents; mechanical failures; unscheduled downtime; labor difficulties and other risks. Some of these hazards can cause bodily injury and loss of life, severe damage to or destruction of property and equipment and environmental damage, and they may result in suspension of operations and the imposition of civil or criminal penalties and liabilities. For example:

- an explosion in 1994 at the Port Neal, Iowa facility required Terra to rebuild nearly the entire facility;

- over the course of the past few years, we have been involved in numerous property damage and personal injury lawsuits arising out of a hydrogen explosion at the CF Industries Donaldsonville facility in 2000, in which three people died and several others were injured;

- the Point Lisas facility experienced four weeks of unplanned outages during the 2006 third quarter to accommodate repairs to failing heat exchangers, and, because the repairs were only partly

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successful, thereafter operated at only about 80% of capacity until replacement exchangers were installed by Terra in early 2007; and

a fire in early 2008 at the Medicine Hat, Alberta facility required us to shut down the facility for approximately one month and, as a result, Viterra Inc., our partner in CFL, initiated a lawsuit against us seeking damages alleging that it was forced to acquire fertilizer in the open market to fulfill its commitments at prices greater than it would have paid to CFL.

The potential impact on us of these types of events is increased because of our reliance on a limited number of key facilities. Our nitrogen fertilizer operations are dependent on the CF Industries Donaldsonville facility, the CFL joint venture's nitrogen fertilizer complex in Medicine Hat, Alberta and the Terra production facilities. Our phosphate fertilizer operations are dependent on our phosphate mine and associated beneficiation plant in Hardee County, Florida; our phosphate fertilizer complex in Plant City, Florida; and our ammonia terminal in Tampa, Florida. The suspension of operations at any of these key facilities could adversely affect our ability to produce our products and fulfill our commitments under our FPP, and could have a material adverse effect on our business. In addition, a number of our key facilities, including the CF Industries Donaldsonville facility, the Terra Donaldsonville facility and all of our phosphate operations, are located in regions of the United States that experience a relatively high level of hurricane activity. Such storms, depending on their severity and location, have the potential not only to damage our facilities and disrupt our operations but also to adversely affect the shipping and distribution of our products and the supply and price of natural gas and sulfur in the Gulf of Mexico region.

We maintain property, business interruption and casualty insurance policies, but we are not fully insured against all potential hazards and risks incident to our business. If we were to incur significant liability for which we were not fully insured, it could have a material adverse effect on our business, results of operations and financial condition. We are subject to various self-retentions and deductibles under these insurance policies. As a result of market conditions, our premiums, self-retentions and deductibles for certain insurance policies can increase substantially and, in some instances, certain insurance may become unavailable or available only for reduced amounts of coverage.

We rely on third party providers of transportation services and equipment, which subjects us to risks and uncertainties beyond our control that may adversely affect our operations.

We rely on railroad, trucking, pipeline, river barge and ocean vessel companies to transport raw materials to our manufacturing facilities, to deliver finished products to our distribution system and to ship finished products to our customers. We also lease rail cars from rail car owners in order to ship raw materials and finished products. These transportation operations, equipment and services are subject to various hazards, including extreme weather conditions, work stoppages, delays, accidents such as spills and derailments and other accidents and other operating hazards.

These transportation operations, equipment and services are also subject to environmental, safety, and regulatory oversight. Due to concerns related to accidents, terrorism or the potential use of fertilizers as explosives, local, state and federal governments could implement new regulations affecting the transportation of our raw materials or finished products.

If we are delayed or are unable to ship our finished products or obtain raw materials as a result of these transportation companies' failure to operate properly, or if new and more stringent regulatory requirements are implemented affecting transportation operations or equipment, or if there are significant increases in the cost of these services or equipment, our sales revenues and/or cost of operations could be adversely affected. In addition, increases in our transportation costs, or changes in such costs relative to transportation costs incurred by our competitors, could have an adverse effect on our revenues and results of operations.

The railroad industry has initiated various efforts to limit the railroads' potential liability stemming from the transportation of Toxic Inhalation Hazard, or TIH, materials, such as the anhydrous ammonia we

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transport to and from our manufacturing and distribution facilities. These efforts by the railroads include (i) requesting that the Surface Transportation Board, or STB, issue a policy statement finding that it is reasonable for a railroad to require a shipper to indemnify the railroads and carry insurance for all liability above a certain amount arising from the transportation of TIH materials; (ii) requesting that the STB approve an increase in the maximum reasonable rates that a railroad can charge for the transportation of TIH materials; and (iii) lobbying for new legislation or regulations that would limit or eliminate the railroads' common carrier obligation to transport TIH materials. If the railroads were to succeed in one or more of these initiatives, it could materially and adversely affect our operating expenses and potentially our ability to transport anhydrous ammonia and increase our liability for releases of our anhydrous ammonia while in the care, custody and control of the railroads.

New regulations could also be implemented affecting the equipment used to ship our raw materials or finished products. The U.S. railroad industry is also proposing higher ammonia tank car performance standards which could require the modification or replacement of our leased tank car fleet. These higher standards could adversely impact our cost of operations and our ability to obtain an adequate supply of rail cars to support our operations.

We are exposed to risks associated with our joint ventures.

We participate in joint ventures with third parties, including CFL (which owns our facility in Medicine Hat, Alberta), Point Lisas (which owns our facility in Trinidad), GrowHow (which owns our facilities in Billingham and Ince, United Kingdom) and Keytrade. Our joint venture partners may have shared or majority control over the operations of our joint ventures. As a result, our investments in joint ventures involve risks that are different from the risks involved in owning facilities and operations independently. These risks include the possibility that our joint ventures or our partners: have economic or business interests or goals that are or become inconsistent with our business interests or goals; are in a position to take action contrary to our instructions, requests, policies or objectives; subject the joint venture to liabilities exceeding those contemplated; take actions that reduce our return on investment; or take actions that harm our reputation or restrict our ability to run our business.

In addition, we may become involved in disputes with our joint venture partners, which could lead to impasses or situations that could harm the joint venture, which could reduce our revenues or increase our costs.

Expansion of our business may result in unanticipated adverse consequences.

We routinely consider possible expansions of our business, both domestically and in foreign locations. Major investments in our business, including as a result of acquisitions, partnerships, joint ventures or other major investments require significant managerial resources, which may be diverted from our other activities and may impair the operation of our businesses. The risks of any expansion of our business through investments, acquisitions, partnerships or joint ventures are increased due to the significant capital and other resources that we may have to commit to any such expansion, which may not be recoverable if the expansion initiative to which they were devoted is ultimately not implemented. As a result of these and other factors, including general economic risk, we may not be able to realize our projected returns from any future acquisitions, partnerships, joint ventures or other investments.

We are subject to numerous environmental and health and safety laws and regulations, as well as potential environmental liabilities, which may require us to make substantial expenditures.

We are subject to numerous environmental and health and safety laws and regulations in the United States, Canada, the United Kingdom and Trinidad, including laws and regulations relating to land reclamation; the generation, treatment, storage, disposal and handling of hazardous substances and wastes; and the cleanup of hazardous substance releases. In the United States, these laws include the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, or RCRA, the Comprehensive

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Environmental Response, Compensation and Liability Act, or CERCLA, the Toxic Substances Control Act and various other federal, state, provincial, local and international statutes.

As a fertilizer company working with chemicals and other hazardous substances, our business is inherently subject to spills, discharges or other releases of hazardous substances into the environment. Certain environmental laws, including CERCLA, impose joint and several liability, without regard to fault, for cleanup costs on persons who have disposed of or released hazardous substances into the environment. Given the nature of our business, we have incurred, are incurring currently, and are likely to incur periodically in the future, liabilities under CERCLA and other environmental cleanup laws at our current or former facilities, adjacent or nearby third-party facilities or offsite disposal locations. The costs associated with future cleanup activities that we may be required to conduct or finance may be material. Additionally, we may become liable to third parties for damages, including personal injury and property damage, resulting from the disposal or release of hazardous substances into the environment.

Violations of environmental and health and safety laws can result in substantial penalties, court orders to install pollution-control equipment, civil and criminal sanctions, permit revocations and facility shutdowns. Environmental and health and safety laws change rapidly and have tended to become more stringent over time. As a result, we have not always been and may not always be in compliance with all environmental and health and safety laws and regulations. Additionally, future environmental and health and safety laws and regulations or more vigorous enforcement of current laws and regulations, whether caused by violations of environmental and health and safety laws by us or other chemical fertilizer companies or otherwise, may require us to make substantial expenditures. Additionally, our costs to comply with, or any liabilities under, these laws and regulations could have a material adverse effect on our business, financial condition and results of operations.

In October 2007, Terra received a request for information from the United States Environmental Protection Agency, or EPA, pursuant to Section 114 of the Clean Air Act with respect to its nitric acid plant at Port Neal, Iowa. Subsequently, Terra proposed to the EPA to resolve a number of potential Clean Air Act violations associated with historical modifications at all nine of its nitric acid plants. Terra and the EPA have been engaged in negotiations since May 2008 with respect to a proposed consent decree that, if finalized, will require Terra to achieve compliance with significantly lower nitrogen oxide emission standards. Terra has projected that compliance with these emission limits (which have been agreed to in principle by Terra and the EPA) will require new or upgraded selective catalytic reduction systems and continuous emission monitors, at an estimated cost of $17 million over five years. Terra's capital budgets through 2012 include projected costs associated with the upgrades required by the anticipated consent decree. Terra and the EPA are continuing to negotiate the final terms of the consent decree to resolve this matter.

We have liability as a "potentially responsible party" at certain sites under certain environmental remediation laws, and have also been subject to related claims by private parties alleging property damage and possible personal injury arising from contamination relating to active as well as discontinued operations. We may be subject to additional liability or additional claims in the future. Some of these matters may require significant expenditures for investigation and/or cleanup or other costs.

From time to time, our production of anhydrous ammonia has resulted in accidental releases that have temporarily disrupted our manufacturing operations and resulted in liability for administrative penalties and claims for personal injury. Although, to date, our costs to resolve these liabilities have not been material, we could incur significant costs if our liability coverage is not sufficient to pay for all or a large part of any judgments against us, or if our carrier refuses coverage for these losses.

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Our operations are dependent on numerous required permits, approvals and financial assurance requirements from governmental authorities.

We hold numerous environmental, mining and other governmental permits and approvals authorizing operations at each of our facilities. Expansion of our operations is also predicated upon securing the necessary environmental or other permits or approvals. A decision by a government agency to deny or delay issuing a new or renewed material permit or approval, or to revoke or substantially modify an existing permit or approval, could have a material adverse effect on our ability to continue operations at the affected facility and on our business, financial condition and results of operations.

In certain cases, as a condition to procure such permits and approvals or as a condition to maintain existing approvals, we may be required to comply with regulatory financial assurance requirements. The purpose of these requirements is to assure local, state or federal government agencies that we will have sufficient funds available for the ultimate closure, post-closure care and/or reclamation at our facilities. For example, in 2006, we established an escrow account for the benefit of the Florida Department of Environmental Protection as a means of complying with Florida's regulations governing financial assurance related to closure and post-closure of phosphogypsum stacks.

We may be subject to additional financial assurance requirements in connection with an enforcement initiative concerning compliance with RCRA at our Plant City, Florida phosphate fertilizer complex. A final settlement may require us to meet specified financial tests and/or contribute cash or other qualifying assets into a trust designated to be used for closure, long-term maintenance, and monitoring costs for our phosphogypsum stacks, as well as any costs incurred to manage the water contained in the stack systems upon closure. We are currently in negotiations with the United States Department of Justice and the EPA on this aspect as well as other aspects of the enforcement initiative.

Florida regulations also mandate payment of certain mining taxes based on the quantity of ore mined and are subject to change based on local regulatory approvals. Additional financial assurance requirements or other increases in local mining regulations and taxes could have a material adverse effect on our business, financial condition and results of operations.

Florida regulations also require mining companies to demonstrate financial responsibility for wetland and other surface water mitigation measures in advance of any mining activities. If and when we are able to expand our Hardee mining activities to areas not currently permitted, we will be required to demonstrate financial responsibility for wetland and other surface water mitigation measures in advance of any mining activities. The demonstration of financial responsibility may be provided by passage of financial tests. In the event that we are unable to satisfy these financial tests, alternative methods of complying with the financial assurance requirements would require us to expend funds for the purchase of bonds, letters of credit, insurance policies or similar instruments. It is possible that we will not be able to comply with either current or new financial assurance regulations in the future, which could have a material adverse effect on our business, financial condition and results of operations.

As of December 31, 2009, the area permitted by local, state and federal authorities for mining at our Hardee phosphate complex had approximately 46 million tons of recoverable phosphate rock reserves, which will meet our requirements, at current operating rates, for approximately 13 years. We have initiated the process of applying for authorization and permits to expand the geographical area in which we can mine at our Hardee property. The expanded geographical area has an estimated 34 million tons of recoverable phosphate reserves, which will allow us to conduct mining operations at our Hardee property for approximately 10 additional years at current operating rates, assuming we secure the authorization and permits to mine in this area. In Florida, local community participation has become an important factor in the authorization and permitting process for mining companies. A denial of the authorizations or permits to continue and/or expand our mining operations at our Hardee property would prevent us from mining all of our reserves and have a material adverse effect on our business, financial condition and results of operations.

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Likewise, our phosphogypsum stack system at Plant City has sufficient capacity to meet our requirements through 2014 at current operating rates and is subject to regular renewals of our operating permits. We have secured the local development authorization to increase the capacity of this stack system. Based on this authorization, estimated stack system capacity is expected to meet our requirements until 2040 at current operating rates and is subject to securing the corresponding operating permits. This time frame is approximately eight years beyond our current estimate of available phosphate rock reserves at our Hardee mine. A decision by the state or federal authorities to deny a renewal of our current permits or to deny operating permits for the expansion of our stack system could have a material adverse effect on our business, financial condition and results of operations.

Future regulatory restrictions on greenhouse gas emissions or other environmental discharges in the jurisdictions in which we operate could materially adversely affect our operating results.

There have been increased initiatives by various parties to legislate and/or regulate carbon emissions, including carbon dioxide. Our nitrogen operations produce substantial quantities of carbon dioxide in the chemical reactions that are necessary to produce anhydrous ammonia.

Pursuant to the Kyoto Protocol, Canada and the United Kingdom have committed to reducing greenhouse gas, or GHG, emissions, and the United Kingdom has adopted GHG-related additional measures to, among other things, implement the European Union Greenhouse Gas Emission Trading System. Terra's U.K. manufacturing plants are required to report GHG emissions annually to the United Kingdom Environment Agency pursuant to their site Environmental Permits and Climate Change Agreement, which specify energy efficiency targets. Failure to meet efficiency targets may require purchase of CO2 emissions allowances. The steam boilers at each of Terra's U.K. sites are also subject to the European Union Emissions Trading Scheme. In Canada, Terra is required to conduct an annual review of its operations with respect to compliance with Environment Canada's National Pollutant Release Inventory and Ontario's Mandatory Monitoring and Reporting Regulation and the GHG Reporting Regulation. Presently there are no specific GHG emissions reduction targets that have been set by the federal or provincial governments. Ontario has also joined the Western Climate Initiative, comprised of several states in the Western U.S. and several Canadian provinces, which intends to establish a cap and trade regime for the trading of GHG credits within the regional area (ostensibly commencing in 2012).

In the United States, it is possible that GHG emissions will be limited through federal legislation and/or regulatory action. In June 2009, the American Clean Energy and Security Act was passed by the U.S. House of Representatives. This legislation would establish an economy-wide cap and trade system for carbon emissions commencing in 2012. Emitters of GHGs would be required to have allowances to offset their GHG emissions and, over time, the cap on aggregate GHG emissions would decline. Similar legislation was introduced in the U.S. Senate in September 2009. The fertilizer industry likely would be affected by such a cap and trade system due to anticipated increases in the cost of natural gas fuel and feedstock resulting from its implementation and due to the cost of emission allowances. In addition, cap and trade proposals would likely increase the cost of electricity we use. At this time, we cannot predict whether legislation imposing limits on GHG emissions in the United States will be enacted.

The Greenhouse Gas Mandatory Reporting Rule promulgated by the EPA requires our facilities in Donaldsonville, Louisiana and Plant City, Florida, as well as all of Terra's former facilities, to monitor emissions beginning on January 1, 2010 and begin reporting on the previous year's emissions annually starting in 2011. In addition to the GHG reporting rule, which directly affects our facilities, the EPA has issued or proposed other regulations which could eventually impact us, including potentially applying the Clean Air Act to regulate GHGs.

The state of Iowa requires major air emissions sources to report GHG emissions as part of annual air emissions inventory reports. Terra's Port Neal, Iowa plant is subject to this obligation. None of the other state governments in Florida, Louisiana, Mississippi or Oklahoma, where our U.S. production facilities are

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located, has proposed regulations on GHG emissions. However, coalitions of states in the Northeast, Midwest (including Iowa) and West (as noted above) are working together to develop regional GHG emission reduction programs and several states (the most noteworthy of which is California) are developing regulatory programs on their own.

Federal and/or state regulation of GHGs may require us to make changes in our operating activities that would increase our operating costs, reduce our efficiency, limit our output, require us to make capital improvements to our facilities, increase our costs for or limit the availability of energy, raw materials or transportation, or otherwise materially adversely affect our operating results. In addition, to the extent climate change restrictions imposed in countries where our competitors operate are less stringent than in the United States or Canada, our competitors could gain cost or other competitive advantages over us.

On August 18, 2009, the EPA entered into a consent decree with environmental groups with respect to the promulgation of numeric criteria for nitrogen and phosphorous in surface waters in Florida. The consent decree was approved by a federal district court judge on November 16, 2009. Pursuant to the consent decree, on January 26, 2010, the EPA proposed numeric criteria (to replace narrative standards) for nitrogen and phosphorous in lakes and inland flowing waters. The EPA intends to adopt numeric water quality standards for these waters by October 2010. Pursuant to the consent decree, the EPA is also required to propose and adopt numeric criteria for nitrogen and phosphorous in coastal and estuarine water bodies in 2011. The proposed numeric water quality criteria are substantially lower than water quality criteria developed on a case-by-case basis. In addition, on September 30, 2009, the EPA proposed a Total Maximum Daily Load, or TMDL, for certain bodies of water within the Charlotte Harbor and Peace River watersheds. The proposed TMDL specifies a zero nutrient load from all National Pollutant Discharge Elimination System, or NPDES, dischargers within these watersheds, including our NPDES discharge associated with our mining operation in Hardee County.

The outcome of these regulatory initiatives could result in more stringent waste water discharge limits for our mining, manufacturing and distribution operations in Florida. The specific limits imposed on wastewater discharges from our facilities will depend on the criteria that are adopted and the development of specific permit conditions that are consistent with these criteria. More stringent limits could increase our costs and/or limit our operations and, therefore, could have a material adverse affect on our business, financial condition and results of operations.

Acts of terrorism and regulations to combat terrorism could negatively affect our business.

Like other companies with major industrial facilities, our plants and ancillary facilities may be targets of terrorist activities. Many of these plants and facilities store significant quantities of ammonia and other items that can be dangerous if mishandled. Any damage to infrastructure facilities, such as electric generation, transmission and distribution facilities, or injury to employees, who could be direct targets or indirect casualties of an act of terrorism, may affect our operations. Any disruption of our ability to produce or distribute our products could result in a significant decrease in revenues and significant additional costs to replace, repair or insure our assets, which could have a material adverse impact on our financial condition and results of operations. In addition, due to concerns related to terrorism or the potential use of certain fertilizers as explosives, local, state, federal and foreign governments could implement new regulations impacting the security of our plants, terminals and warehouses or the transportation and use of fertilizers. These regulations could result in higher operating costs or limitations on the sale of our products and could result in significant unanticipated costs, lower revenues and/or reduced profit margins. We manufacture and sell AN in the United States and, through our GrowHow joint venture, in the United Kingdom. AN can be used as an explosive and was used in the Oklahoma City bombing in April 1995. It is possible that the U.S. or U.K. governments could impose limitations on the use, sale or distribution of AN, thereby limiting our ability to manufacture or sell that product.

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Our operations are dependent upon raw materials provided by third parties and an increase in the price or any delay or interruption in the delivery of these raw materials may adversely affect our business.

We use natural gas, ammonia and sulfur as raw materials in the manufacture of fertilizers. We purchase these raw materials from third-party suppliers. Prices for these raw materials can fluctuate significantly due to changes in supply and demand. We may not be able to pass along to our customers increases in the costs of raw materials, which could have a material adverse effect on our business. These products are transported by barge, truck, rail or pipeline to our facilities by third-party transportation providers or through the use of facilities owned by third parties. Any delays or interruptions in the delivery of these key raw materials, including those caused by capacity constraints; explosions; fires; severe weather and natural disasters; train derailments, collisions, vessel groundings and other transportation and maritime incidents; leaks and ruptures involving pipelines; deliberate sabotage and terrorist incidents; mechanical failures; unscheduled downtime; or labor difficulties, could have a material adverse effect on our business.

We are subject to risks associated with international operations.

Our international business operations are subject to numerous risks and uncertainties, including difficulties and costs associated with complying with a wide variety of complex laws, treaties and regulations; unexpected changes in regulatory environments; currency fluctuations; tax rates that may exceed those in the United States; earnings that may be subject to withholding requirements; and the imposition of tariffs, exchange controls or other restrictions. During 2009, we derived approximately 15% of our net sales on a pro forma basis giving effect to the Terra acquisition from outside of the United States. Our business operations include a 50% interest in an ammonia production joint venture in Trinidad and a 50% interest in a U.K. joint venture for the production of ammonia. We are also evaluating development of a new nitrogen fertilizer manufacturing facility in Peru.

Our investments in securities are subject to risks that may result in losses.

We invest in several types of securities, including notes and bonds issued by governmental entities or corporations and money market funds. Securities issued by governmental agencies include those issued directly by the U.S. government, those issued by state, local or other governmental entities, and those guaranteed by entities affiliated with governmental entities. Our investments are subject to fluctuations in both market value and yield based upon changes in market conditions, including interest rates, liquidity, general economic and credit market conditions and conditions specific to the issuers.

At December 31, 2009, we held investments of $133.9 million in tax-exempt auction rate securities. These securities were issued by various state and local government entities and are all supported by student loans that were primarily issued under the Federal Family Loan Program. These auction rate securities have stated maturities that range up to 38 years, and the underlying securities are guaranteed by entities affiliated with governmental entities. In February 2008, the market for these securities began to show signs of illiquidity and auctions for several securities failed on their scheduled auction dates. As a result, we continue to hold investments in certain of these securities. These investments, for which auctions have failed, are no longer liquid, and we will not be able to access these funds until such time as an auction of these investments is successful or a buyer is found outside of the auction process.

Due to the risks of investments, we may not achieve expected returns or may realize losses on our investments which could have a material adverse effect on our business, results of operations, liquidity or financial condition.

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Deterioration of global market and economic conditions could have a material adverse effect on our business, financial condition and results of operations.

A continued slowdown of, or persistent weakness in, economic activity caused by the current recession could adversely affect our business in the following ways, among others: conditions in the current credit markets could impact the ability of our customers and their customers to obtain sufficient credit to support their operations; the failure of our customers to fulfill their purchase obligations could result in increases in bad debts and impact our working capital; the failure of certain key suppliers or derivative counterparties could increase our exposure to disruptions in supply or to financial losses; and the continuation of both the volatility of interest rates and negative market returns could result in increased expense and greater contributions to our defined benefit plans. We have experienced declining demand and falling prices for some of our products due to the general economic slowdown and our customers' reluctance to replenish inventories. Industrial demand for ammonia, for example, has remained relatively weak as the economy has struggled to recover. The overall impact of the global economic downturn on us is difficult to predict, and our business could be materially adversely impacted.

Risks Related to the Terra Acquisition, Related Financing Transactions and Our Indebtedness

Our substantial indebtedness, and covenant restrictions under our indebtedness, could adversely affect our operations and liquidity.

We historically operated with very limited indebtedness, but incurred substantial indebtedness to finance the Terra acquisition. Our increased indebtedness could have important consequences for our business and to holders of CF Holdings common stock in adversely affecting our operations and liquidity, and we may not be able to reduce our financial leverage when we choose to do so. Our substantial indebtedness could, among other things:

- make it more difficult for us to pay or refinance our debts as they become due during adverse economic and industry conditions, because any related decrease in revenues could cause us to not have sufficient cash flows from operations to make our scheduled debt payments;
- cause us to use a portion of our cash flow from operations for debt service, reducing the availability of cash to fund working capital and capital expenditures, research and development and other business activities;
- cause us to be less able to take advantage of significant business opportunities, such as acquisition opportunities, and to react to changes in market or industry conditions;
- cause us to be more vulnerable to general adverse economic and industry conditions;
- cause us to be disadvantaged compared to competitors with less leverage;
- result in a downgrade in our credit rating or that of our indebtedness which could increase the cost of further borrowings; and
- limit our ability to borrow additional monies in the future to fund working capital, capital expenditures and other general corporate purposes.

The terms of our indebtedness include covenants restricting our ability to finance our future operations and capital needs and to engage in other business activities, including, among other things, making investments and conducting asset dispositions.

If we are unable to comply with restrictions in the credit facilities, or debt incurred in replacement thereof, including the senior notes, the indebtedness thereunder could be accelerated.

The agreements governing the credit facilities, and agreements governing debt we may incur in replacement thereof, including the senior notes, impose or will impose restrictions on us and require certain payments of principal and interest over time. A failure to comply with these restrictions or to make these payments could lead to an event of default that could result in an acceleration of the related indebtedness. We cannot make any assurances that our future operating results will be sufficient to ensure compliance with the covenants in our agreements or to remedy any such default. In the event of an acceleration of this indebtedness, we may not have or be able to obtain sufficient funds to make any accelerated payments.

We may be unable to refinance our debt upon a change of control.

In the event that we experience an event constituting a change of control, we may need to refinance large amounts of debt. In particular, a "change of control" (as defined for purposes of the credit facilities and the term loan facility) would constitute an event of default under the credit facilities. We may not be able to replace the credit facilities on terms equal to or more favorable than the current terms if the commitments are terminated and the loans are repaid under the credit facilities upon an event of default. We expect that the indenture governing the senior notes would require that, if a change of control (as defined for purposes of the indenture) occurs, we offer to buy back the senior notes for a price equal to 101% of the debt securities' principal amount plus any interest that has accrued and remains unpaid as of the repurchase date. There can be no assurance that there would be sufficient funds available for any repurchases that could be required by a change of control.

The historical and unaudited pro forma financial information included elsewhere in this prospectus supplement may not be representative of our results as a combined company after the Terra acquisition, and accordingly, you have limited financial information on which to evaluate the combined company and your investment decision.

We and Terra operated as separate companies prior to the Terra acquisition. We have had no prior history as a combined company and our operations have not previously been managed on a combined basis. The pro forma financial information included elsewhere in this prospectus supplement, which was prepared in accordance with Article 11 of the SEC's Regulation S-X, is presented for informational purposes only and is not necessarily indicative of the financial position or results of operations that would have actually occurred had the Terra acquisition been completed at or as of the dates indicated, nor is it indicative of the future operating results or financial position of the combined company. The pro forma financial information does not reflect future nonrecurring charges resulting from the Terra acquisition. The unaudited pro forma condensed combined consolidated statement of operations does not reflect future events that may occur after the Terra acquisition, including the potential realization of operating cost savings (synergies) or restructuring activities or other costs related to the planned integration of Terra, and do not consider potential impacts of current market conditions on revenues, expense efficiencies or asset dispositions. The pro forma financial information presented in this prospectus supplement is based in part on certain assumptions regarding the Terra acquisition that we believe are reasonable under the circumstances. We cannot assure you that our assumptions will prove to be accurate over time.

Following the Terra acquisition, we will depend on our senior management team and other key employees to successfully integrate our businesses, and the loss of any of these employees could adversely affect the combined company's business.

The success of our company following the Terra acquisition will depend in part upon our ability to retain senior management and other key employees of both CF Industries and Terra. Competition for qualified personnel can be very intense. In addition, senior management and key employees may depart because of issues relating to the uncertainty or difficulty associated with the integration of the businesses of CF Industries and Terra or a desire not to remain with us. Accordingly, we cannot provide any assurance that we will be able to retain senior management and key employees to the same extent as we and Terra have been able to do so in the past.

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Litigation is currently pending relating to the Terra acquisition.

Terra Industries Inc. and certain of its current and former directors are also subject to pending litigation relating to the Terra acquisition. Recently, the plaintiffs in one of these actions filed their consolidated putative class action complaint, as well as a motion for partial summary judgment as to liability. The consolidated complaint generally alleges that the director defendants breached their fiduciary duties by, among other things, approving Terra Industries Inc.'s prior agreement to be acquired by Yara without engaging in an adequate process to determine that such agreement was the best available transaction. The complaint seeks monetary damages based on the $123 million Yara termination fee. Terra Industries Inc. has an obligation to indemnify and advance expenses to the director defendants in connection with these matters to the fullest extent permitted by law.

Risks Related to this Offering and Ownership of CF Holdings Common Stock

The price of CF Holdings common stock may be volatile and subject to wide fluctuations.

The trading price of CF Holdings common stock has historically fluctuated significantly. The price of CF Holdings common stock could be subject to wide fluctuations in the future in response to many events or factors, including those discussed in the risk factors below, as well as:

- actual or anticipated fluctuations in operating results;
- changes in market prices for nitrogen and phosphate based fertilizers or for the raw materials used to produce such fertilizers, such as natural gas;
- changes in expectations as to future financial performance or buy/sell recommendations of securities analysts;
- our inability to raise additional capital;
- acquisitions, strategic alliances or joint ventures involving us or our competitors;
- actions of CF Holdings' current stockholders, including sales of common stock by directors and executive officers of CF Holdings;
- the arrival or departure of key personnel;
- our, or a competitor's, announcement of new products, services or innovations;
- actual or expected changes in our growth rates or our competitors' growth rates; and
- the operating and stock price performance of other comparable companies.

General market conditions and domestic or international macroeconomic factors unrelated to our performance may also affect the price of CF Holdings common stock. For these reasons, investors should not rely on recent trends to predict future prices of CF Holdings common stock or financial results.

Resales of shares of CF Holdings common stock following the transactions and future issuances of equity or equity-linked securities by CF Holdings may cause the market price of shares of CF Holdings common stock to fall.

As of April 9, 2010, CF Holdings had 56.9 million shares of common stock outstanding, which includes 8.3 million shares issued or to be issued with respect to shares of Terra Industries Inc. common stock tendered into the exchange offer and subsequent offering period through such date and accepted for exchange, and approximately 1.7 million shares authorized for issuance upon the exercise of outstanding stock options. CF Holdings expects to issue an additional 1.2 million shares of CF Holdings common stock in connection with the acquisition of the remaining outstanding shares of Terra Industries Inc. common stock in the subsequent offering period and the second-step merger. The issuance of those new shares, the common stock offered hereby and the sale of additional shares that may become eligible for sale in the public market from time to time upon the exercise of stock options could have the effect of depressing the market price for shares of CF Holdings common stock.

We believe the current stockholders of CF Holdings include a number of arbitrage and investment firms that may quickly sell their shares of CF Holdings common stock in connection with the Terra acquisition and that the current stockholders of Terra Industries Inc. include a number of arbitrage and investment firms that may quickly sell the shares of CF Holdings common stock they receive in the offer or the second-step merger. In addition, because a number of former Terra Industries Inc. stockholders are also stockholders of CF Holdings, some may decide to sell rather than hold the additional shares of CF Holdings common stock they received pursuant to the Terra acquisition. Sales of shares of CF Holdings common stock by these arbitrage and investment firms and former stockholders of Terra Industries Inc. could be substantial and could have the effect of depressing the market price for shares of CF Holdings common stock.

CF Holdings' issuance of preferred stock could adversely affect holders of common stock.

CF Holdings' board of directors has the authority, without further action by CF Holdings' stockholders, to issue up to 50,000,000 shares of CF Holdings preferred stock in one or more series and to fix the terms of any such series of preferred stock that may be issued, including the designation of each series, the number of shares of each series, as well as the powers, preferences and rights and the qualifications, limitations or restrictions thereof, dividends rights and the dividend rate, if any, the rights and terms of conversion or exchange, if any, the voting rights, if any, the rights and terms of redemption (including sinking fund provisions), if any, and the redemption price, and the rights of the series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of CF Holdings' affairs. Any or all of these rights may be greater than the rights of CF Holdings common stock.

If CF Holdings issues preferred stock in the future that has preference over CF Holdings common stock with respect to the payment of dividends or upon our liquidation, dissolution or winding up, or if CF Holdings issues preferred stock with voting rights that dilute the voting power of its common stock, the rights of holders of CF Holdings common stock or the price of the common stock could be adversely affected.

Anti-takeover provisions in CF Holdings' certificate of incorporation and bylaws and Delaware law may make an acquisition of CF Holdings more difficult.

Anti-takeover provisions in CF Holdings' certificate of incorporation and bylaws may make an acquisition of us more difficult, despite the possible benefit to our stockholders. For example, these provisions:

- authorize CF Holdings' board of directors to issue preferred stock without further action by CF Holdings' stockholders; if issued, such preferred stock would increase the number of outstanding shares of CF Holdings' capital stock and could include terms that may deter an acquisition of us;

- impose advance notice requirements for nominations to the board of directors or for proposals that can be acted on at stockholder meetings;

- stagger the terms of CF Holdings' board of directors into three classes, with one class to be elected each year to serve for a three-year term;

- limit the ability of stockholders to remove directors;

- prohibit stockholders from filling vacancies on CF Holdings' board of directors;

- deny stockholders the right to call a special meetings of stockholders and the ability to act at an annual or special meeting by written consent without a meeting;

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- grant CF Holdings' board of directors the authority to amend and repeal CF Holdings' bylaws without a stockholder vote in any manner not inconsistent with the laws of the State of Delaware and require the approval of the holders of at least two-thirds of the voting power of the issued and outstanding shares of CF Holdings' capital stock entitled to vote generally at an election of directors to amend or repeal CF Holdings' bylaws; and

- require the approval of the holders of at least two-thirds of the voting power of the issued and outstanding shares of CF Holdings' capital stock entitled to vote generally at an election of directors to amend any provision of CF Holdings' certificate of incorporation described in the third through seventh bullet points above or the supermajority provision described in this bullet point.

These provisions may discourage potential takeover attempts, discourage bids for CF Holdings common stock at a premium over market price or adversely affect the market price of, and the voting and other rights of the holders of, CF Holdings common stock. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors other than the candidates nominated by CF Holdings' board of directors.

In addition, because CF Holdings is incorporated in Delaware, it is governed by the provisions of Section 203 of the Delaware General Corporation Law, which may prohibit large stockholders from consummating a merger with, or acquisition of, us. These provisions may deter an acquisition of us that might otherwise be attractive to stockholders.

CF Holdings' stockholder rights plan could prevent you from receiving a premium over the market price for your shares of CF Holdings common stock from a potential acquirer.

CF Holdings has adopted a stockholder rights plan pursuant to which its stockholders are entitled to acquire shares of CF Holdings common stock at a price equal to 50% of the then current market value in limited circumstances when a third party acquires 15% or more of CF Holdings' outstanding common stock or announces its intent to commence a tender offer for at least 15% of CF Holdings' outstanding common stock, in each case in a transaction that CF Holdings' board of directors does not approve. Because, under these limited circumstances, all of CF Holdings' stockholders would become entitled to effect discounted purchases of its common stock, other than the person or group that caused the rights to become exercisable, the existence of these rights would significantly increase the cost of acquiring control of CF Holdings without the support of its board of directors. The existence of the rights plan could therefore deter potential acquirers and thereby reduce the likelihood that you will receive a premium for your CF Holdings common stock in an acquisition.

CF Holdings may not be able to pay cash dividends on its common stock.

The credit facilities limit, and any indentures and other financing agreements that we enter into in the future may limit, CF Holdings' ability to pay cash dividends on its capital stock, including its common stock. In the event that the credit facilities or any of our indentures or other financing agreements in the future restrict CF Holdings' ability to pay cash dividends on its common stock, CF Holdings will be unable to pay cash dividends on its common stock unless we can refinance amounts outstanding under those agreements.

Under Delaware law, cash dividends on capital stock may only be paid from "surplus" or, if there is no "surplus," from the corporation's net profits for the then current or the preceding fiscal year. Unless CF Holdings continues to operate profitably, its ability to pay cash dividends on its common stock would require the availability of adequate "surplus," which is defined as the excess, if any, of its net assets (total assets less total liabilities) over its capital. Further, even if adequate surplus is available to pay cash dividends on its common stock, CF Holdings may not have sufficient cash to pay dividends on its common stock.

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Our holding company structure may impact your ability to receive dividends.

CF Holdings is a holding company with no material assets other than the capital stock of its subsidiaries. As a result, CF Holdings' ability to pay dividends is dependent on the generation of cash flow by its subsidiaries and their ability to make such cash available to CF Holdings, by dividend, debt repayment or otherwise. CF Holdings' subsidiaries do not have any obligation to make funds available to CF Holdings to pay dividends. In addition, CF Holdings' subsidiaries may not be able to, or be permitted to, make distributions to enable CF Holdings to pay dividends. Each of CF Holdings' subsidiaries is a distinct legal entity and, under certain circumstances, legal and contractual restrictions, as well as the financial condition and operating requirements of those subsidiaries, may limit CF Holdings' ability to obtain cash from its subsidiaries. CF Holdings' rights to participate in any distribution of its subsidiaries' assets upon their liquidation, reorganization or insolvency would generally be subject to the prior claims of the subsidiaries' creditors, including any trade creditors and preferred shareholders.

Dividend payments are subject to the discretion of CF Holdings' board of directors. Although CF Holdings currently pays quarterly dividends on its common stock, CF Holdings' board of directors may, at its discretion, discontinue the payment of dividends.

There is no assurance as to the amount or payment of dividends in the future, because all future payments of dividends are at the discretion of CF Holdings' board of directors and will depend on many factors, including general economic and business conditions, our strategic plans, our financial results and condition, legal requirements and such other factors as CF Holdings' board of directors deems relevant.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus and documents incorporated by reference in this prospectus supplement and the accompanying prospectus, as well as oral statements we make from time to time, contain forward-looking statements that are subject to risks, uncertainties and other factors that could cause our actual results to differ materially from those in the forward-looking statements. Forward-looking statements include statements about our expectations, beliefs, plans, objectives, intentions and assumptions and other statements that are not historical facts. Forward-looking statements can generally be identified by their use of terms such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict" or "project" and similar terms and phrases, including references to assumptions. Forward-looking statements also may relate to our operations, financial results, financial condition, liquidity and business prospects and strategy and include statements about anticipated cost synergies and savings from the Terra acquisition.

Our forward-looking statements are made based on our expectations and beliefs concerning future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Accordingly, you should not unduly rely on these forward-looking statements. Except as required by law, we undertake no obligation to update or revise any forward-looking statements.

Our actual results could differ materially from those anticipated in forward-looking statements for many reasons, including, among others, the factors described in the sections of this prospectus supplement entitled "Risk Factors" and "Overview of Financial Condition, Liquidity and Capital Resources," the risk factors and management's discussion and analysis of financial condition and results of operations contained in CF Holdings' SEC filings and the following:

- our ability to promptly and effectively integrate the businesses of CF Industries and Terra and to achieve the cost savings and synergies we anticipate from the Terra acquisition within the expected time frame or at all;
- the potential for disruption from the 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 cyclical nature of our business and the agricultural sector;
- 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;
- conditions in the U.S. agricultural industry;
- weather conditions;
- our inability to accurately predict seasonal demand for our products;
- the concentration of our sales with certain large customers;

the impact of changing market conditions on our FPP;

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;

our potential inability to obtain or maintain required permits and governmental approvals or to meet financial assurance requirements;

future regulatory restrictions and requirements related to GHG emissions, climate change or other environmental requirements;

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;

losses on our investments in securities;

deterioration of global market and economic conditions;

our substantial indebtedness and the limitations on our operations imposed by the terms of our indebtedness;

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; and

loss of key members of management and professional staff.

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USE OF PROCEEDS

We estimate the net proceeds from the issuance and sale of the shares of common stock offered hereby, after deducting estimated offering expenses, will be approximately $966 million ($1.1 billion if the underwriters exercise their overallotment option in full), assuming a public offering price of $92.90 per share, which was the last sale price of our common stock on the NYSE on April 9, 2010. We intend to use the net proceeds from this offering to repay outstanding borrowings under the bridge facility. See "Capitalization" and note (d) in the notes to unaudited pro forma condensed combined consolidated financial statements under "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements" for certain information regarding potential effects of this offering and the senior notes offering.

Borrowings under the bridge facility were used to fund cash requirements for the transactions. See "Summary Sources and Uses." Borrowings under the bridge facility, which mature on April 5, 2011 (and, to the extent still outstanding on such date, would automatically be converted into extended term loans maturing on April 5, 2017), currently bear interest at a weighted-average rate of 12.5% per annum, and borrowings under the term loan facility, which mature on April 5, 2015, currently bear interest at a weighted-average rate of 5.3% per annum. See "Description of Certain Indebtedness." Under the credit facilities, Morgan Stanley Senior Funding, Inc. and Morgan Stanley Bank, N.A., affiliates of Morgan Stanley & Co. Incorporated, are lenders, Morgan Stanley Senior Funding, Inc. is the administrative agent and collateral agent, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., an affiliate of Mitsubishi UFJ Securities (USA), Inc., is a lender.

We intend to use the net proceeds from the senior notes offering, if completed, to repay additional amounts outstanding under the bridge facility and, to the extent of any net proceeds in excess of the amount required to discharge the obligations under the bridge facility, to repay outstanding borrowings under the term loan facility. There can be no assurance that the senior notes offering can be consummated on terms acceptable to us or at all or that, if consummated, it will be for the amount contemplated. This offering of CF Holdings common stock is not conditioned on the consummation of the senior notes offering.

CAPITALIZATION

The following table shows our cash and cash equivalents and capitalization as of December 31, 2009:

- on an actual basis;
- on a pro forma basis giving effect to the transactions; and
- on a pro forma as adjusted basis giving effect to the transactions, the offering of CF Holdings common stock to which this prospectus supplement relates and the application of the net proceeds from such offering of CF Holdings common stock (assuming no exercise of the underwriters' overallotment option) as described under "Use of Proceeds."

The senior notes offering is not reflected in the pro forma as adjusted column of the table; however, a discussion of the impact on the pro forma as adjusted column of the senior notes offering and the application of the net proceeds therefrom as described under "Use of Proceeds" appears below the following table.

The following table is unaudited and should be read in conjunction with "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements," "Selected Historical Consolidated Financial Data of CF Holdings," "Selected Historical Consolidated Financial Data of Terra," "Use of Proceeds," "Overview of Financial Condition, Liquidity and Capital Resources," "Description of Certain

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Indebtedness" and the financial statements and related notes of CF Industries and Terra, which are incorporated by reference in this prospectus supplement.

	As of December 31, 2009		
	Actual	Pro Forma	Pro Forma As Adjusted
	(in millions, except share and per share amounts)		
Cash and cash equivalents	$ 697.1	$ 339.9	$ 339.9
Debt:			
$250 million credit facility[1]			
Term loan facility[2]		1,970.0	1,970.0
Bridge facility[2]		1,750.0	784.0
Revolving credit facility[3]			
Terra senior notes due 2017[4]		12.5	12.5
Terra Nitrogen, Limited Partnership credit facility[5]			
Notes payable[6]	4.7	4.7	4.7
Total debt	4.7	3,737.2	2,771.2
Stockholders' equity:			
Preferred stock $0.01 par value, 50,000,000 shares authorized			
Common stock $0.01 par value, 500,000,000 shares authorized; 48,569,985 shares (actual), 58,130,000 shares (pro forma) and 68,930,000 shares (pro forma as adjusted) issued and outstanding	0.5	0.6	0.7
Paid-in capital	723.5	1,605.5	2,571.4
Retained earnings	1,048.1	688.9	674.4
Accumulated other comprehensive loss	(43.2)	(56.4)	(56.4)
Total stockholders' equity	1,728.9	2,238.6	3,190.1
Noncontrolling interest	16.0	382.0	382.0
Total equity	1,744.9	2,620.6	3,572.1
Total capitalization	$ 1,749.6	$ 6,357.8	$ 6,343.3

(1) Our former $250 million credit facility was terminated on April 5, 2010. There were no outstanding borrowings under this credit facility as of December 31, 2009. See Note 24 to our consolidated financial statements incorporated by reference into this prospectus supplement for additional information concerning this credit facility.

(2) For a description of the terms of the bridge facility and the term loan facility, see "Description of Certain Indebtedness Credit Facilities."

(3) The revolving credit facility provides for up to $300 million of borrowings outstanding at any time, and we may, at our option, increase the amount available under the facility from $300 million to $500 million within 90 days of April 5, 2010 with the consent of the lead arrangers under the facility and the lenders providing the additional funds. As of April 9, 2010, $17.1 million of letters of credit were outstanding and $282.9 million was available for borrowing under the revolving credit facility. See "Description of Certain Indebtedness Credit Facilities."

(4) On October 27, 2009, Terra completed a cash tender offer and consent solicitation for its outstanding 7% senior notes due 2017. Terra purchased approximately $317.5 million aggregate principal amount of the Terra senior notes due 2017 in the tender offer. The approximately $12.5 million aggregate principal amount of the Terra senior notes due 2017 that Terra did not purchase in the tender offer remain outstanding and are redeemable at our option.

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(5) TNLP has a $50 million revolving credit facility, referred to in this prospectus supplement as the TNLP facility, that expires in January 2012. The TNLP facility is currently subject to a waiver of an event of default that would have resulted from the consummation of the exchange offer. The waiver expires on July 1, 2010. Under the terms of the TNLP facility, TNLP may borrow an amount generally based on its eligible cash balances, 85% of its eligible accounts receivable and 60% of its eligible finished goods inventory, less outstanding letters of credit. See "Description of Certain Indebtedness TNLP Facility."

(6) Refers to amounts owed by CFL to its noncontrolling interest holder with respect to advances. On December 31, 2009, CFL refinanced its existing notes payable and the new unsecured promissory notes are now due December 30, 2011. See "Overview of Financial Condition, Liquidity and Capital Resources."

Assuming the consummation of the senior notes offering in an aggregate principal amount of $1.6 billion, we estimate that we will receive net proceeds from such offering in the amount of $1.53 billion after deducting the underwriting discounts and commissions and estimated offering expenses. Giving effect to the senior notes offering and the application of these net proceeds as described under "Use of Proceeds" as of December 31, 2009 would result in bridge facility borrowings being reduced to zero as of such date, rather than the $784 million shown in the foregoing table on a pro forma as adjusted basis, would result in borrowings under the term loan facility being reduced to approximately $1.22 billion as of such date, rather than the $1.97 billion shown in the foregoing table on a pro forma as adjusted basis, and would result in there being $1.6 billion in senior notes outstanding as of such date. There can be no assurance that the senior notes offering can be consummated on terms acceptable to us or at all or that, if consummated, it will be for the amount contemplated. This offering is not conditioned on the consummation of the senior notes offering.

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PRICE RANGE OF CF HOLDINGS COMMON STOCK

CF Holdings common stock is listed on the NYSE under the symbol "CF." The following table sets forth, for the periods indicated, the range of high and low sales prices of CF Holdings common stock as reported on the NYSE.

Fiscal Year Ended December 31, 2008	High	Low
First Quarter	$ 131.71	$ 78.73
Second Quarter	172.99	97.35
Third Quarter	168.14	81.13
Fourth Quarter	93.63	37.71

Fiscal Year Ended December 31, 2009	High	Low
First Quarter	$ 75.15	$ 42.30
Second Quarter	84.61	64.84
Third Quarter	91.93	67.94
Fourth Quarter	95.13	76.95

Fiscal Year Ended December 31, 2010	High	Low
First Quarter	$ 110.00	$ 90.00
Second Quarter (through April 9, 2010)	93.00	90.70

As of April 9, 2010, there were 252 stockholders of record of CF Holdings common stock. The last reported sale price of CF Holdings common stock on the NYSE on April 9, 2010 was $92.90 per share.

DIVIDEND POLICY

During 2008 and 2009 and for the first quarter of 2010, CF Holdings' board of directors declared, and we paid, quarterly cash dividends on CF Holdings common stock of $0.10 per share. We expect to continue to pay quarterly cash dividends on CF Holdings common stock at an annual rate of $0.40 per share. There is no assurance, however, as to the amount or payment of dividends in the future, because all future payments of dividends are at the discretion of CF Holdings' board of directors and will depend on many factors, including general economic and business conditions, our strategic plans, our financial results and condition, legal requirements and such other factors as CF Holdings' board of directors deems relevant. Our ability to pay dividends on CF Holdings common stock is limited under the terms of the credit facilities. See "Description of Certain Indebtedness." We may in the future become subject to debt instruments or other agreements that further limit our ability to pay dividends.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF CF INDUSTRIES

The following table sets forth the selected historical consolidated financial data of CF Industries. The selected historical consolidated financial data for CF Industries as of December 31, 2009 and 2008 and for the years ended December 31, 2009, 2008 and 2007 has been derived from CF Industries' consolidated financial statements incorporated by reference in this prospectus supplement, and the selected historical consolidated financial data of CF Industries as of December 31, 2007, 2006 and 2005 and for the years ended December 31, 2006 and 2005 has been derived from CF Industries' consolidated financial statements not included or incorporated by reference in this prospectus supplement. The selected historical consolidated financial data of CF Industries reflects the retrospective adoption of the provisions of Accounting Standards Codification, or ASC, Topic 810 that pertain to the standard formerly known as Statement of Financial Accounting Standards, or SFAS, No. 160 *Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51* and the provisions of ASC Topic 260 that pertain to the standard formerly known as Financial Accounting Standards Board, or FASB, Staff Position, or FSP, No. EITF 03-6-1 *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities,* which is reflected in the Annual Report on Form 10-K filed by CF Holdings with the SEC on February 25, 2010. Historical results are not indicative of the results that may be expected for any future period.

You should read the selected consolidated financial and operating data of CF Industries in conjunction with "Overview of Financial Condition, Liquidity and Capital Resources" and "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements," included elsewhere in this prospectus supplement, "Management's Discussion and Analysis of Financial Condition and Results of Operations," appearing in Item 7 of CF Holdings' Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and incorporated by reference herein, and CF Industries' consolidated financial statements and

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accompanying notes appearing in CF Holdings' Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and incorporated by reference herein. See "Where You Can Find More Information."

	Year ended December 31,				
	2009	2008	2007	2006	2005
	(in millions, except ratios and per share amounts)				
Statement of Operations Data:					
Net sales	$ 2,608.4	$ 3,921.1	$ 2,756.7	$ 2,032.9	$ 1,967.9
Cost of sales	1,769.0	2,698.4	2,086.7	1,885.7	1,758.7
Gross margin	839.4	1,222.7	670.0	147.2	209.2
Selling, general and administrative	62.9	68.0	65.2	54.5	57.0
Other operating net	96.7	4.5	3.2	21.4	14.1
Operating earnings	679.8	1,150.2	601.6	71.3	138.1
Interest expense (income) net	(3.0)	(24.5)	(22.7)	(9.6)	(0.6)
Loss on extinguishment of debt					28.3
Other non-operating net	(12.8)	(0.7)	(1.6)	(0.9)	0.1
Earnings before income taxes, equity in earnings (loss) of unconsolidated affiliates and cumulative effect of a change in accounting principle	695.6	1,175.4	625.9	81.8	110.3
Income tax provision(1)	246.0	378.1	199.5	19.7	128.7
Equity in earnings (loss) of unconsolidated affiliates net of taxes	(1.1)	4.2	0.9		
Cumulative effect of a change in accounting principle net of taxes(2)					(2.8)
Net earnings (loss)	448.5	801.5	427.3	62.1	(21.2)
Less: Net earnings attributable to the noncontrolling interest	82.9	116.9	54.6	28.8	17.8
Net earnings (loss) attributable to common stockholders	$ 365.6	$ 684.6	$ 372.7	$ 33.3	$ (39.0)
Cash dividends declared per common share	$ 0.40	$ 0.40	$ 0.08	$ 0.08	$ 0.02
Ratio of earnings to fixed charges	105.3x	171.9x	104.1x	13.9x	7.5x

	Year ended December 31,				
	Actual 2009	Actual 2008	Actual 2007	Actual 2006	Pro forma(4) 2005
	(in millions, except per share amounts)				
Share and Per Share Data:					
Net earnings (loss) attributable to common stockholders:(3)					
Basic	$ 7.54	$ 12.35	$ 6.70	$ 0.60	$ (0.71)
Diluted	$ 7.42	$ 12.13	$ 6.56	$ 0.60	$ (0.71)
Weighted average common shares outstanding:					
Basic	48.5	55.4	55.7	55.0	55.0
Diluted	49.2	56.4	56.8	55.1	55.0

	Year ended December 31,				
	2009	2008	2007	2006	2005
	(in millions)				
Other Financial Data:					
Depreciation, depletion and amortization	$ 101.0	$ 100.8	$ 84.5	$ 94.6	$ 97.5
Capital expenditures	235.7	141.8	105.1	59.6	72.2

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	December 31,				
	2009	2008	2007	2006	2005
	(in millions, except per share amounts)				
Balance Sheet Data:					
Cash and cash equivalents	$ 697.1	$ 625.0	$ 366.5	$ 25.4	$ 37.4
Short-term investments[5]	185.0		494.5	300.2	179.3
Total assets	2,494.9	2,387.6	2,012.5	1,290.4	1,228.1
Customer advances	159.5	347.8	305.8	102.7	131.6
Total debt	4.7	4.1	4.9	4.2	4.2
Stockholders' equity	1,728.9	1,338.1	1,187.0	767.0	755.9
Book value per share[6]	$ 35.65	$ 24.15	$ 21.31	$ 13.95	$ 13.74

	August 17, 2005 through December 31, 2005 (in millions, except per share amounts)
Post-IPO Information Net Loss and Loss Per Share:	
Loss before cumulative effect of a change in accounting principle	$ (106.5)
Cumulative effect of a change in accounting principle net of taxes	(2.8)
Post-IPO net loss	(109.3)
Less: Post-IPO net earnings attributable to the noncontrolling interest	3.0
Post-IPO net loss attributable to common stockholders	$ (112.3)
Basic and diluted weighted average common shares outstanding	55.0
Basic and diluted net loss per share:	
Post-IPO net loss attributable to common stockholders[3]	$ (2.04)

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(1) In 2005, the income tax provision includes a non-cash charge of $99.9 million to establish a valuation allowance against net operating loss carryforwards generated when we operated as a cooperative.

(2) The cumulative effect of a change in accounting principle in 2005 represents the adoption of an accounting standard related to conditional asset retirement obligations.

(3) 2005 amounts represent pro forma basic and diluted net earnings (loss) per share as if the weighted-average number of shares issued in our initial public offering, or IPO, were outstanding as of the beginning of the year.

(4) 2005 post-IPO and full year net loss per share attributable to common shareholders is net of a cumulative effect of a change in accounting principle of $0.05 per basic and diluted common share.

(5) In 2007, short-term investments consisted primarily of available-for-sale auction rate securities. In 2008, these investments became illiquid as traditional market trading mechanisms for auction rate securities ceased and auctions for these securities failed. As a result, at December 31, 2009 and 2008, our remaining investments in auction rate securities are classified as a noncurrent asset on our consolidated balance sheet, as we will not be able to access these funds until traditional market trading mechanisms resume, a buyer is

found outside the auction process and/or the securities are redeemed by the issuer. At December 31, 2009, short-term investments consisted of available-for-sale U.S. Treasury Bills.

(6) Book value per share is equal to stockholders' equity divided by basic weighted average common shares outstanding.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF TERRA

The following table sets forth the selected historical consolidated financial data of Terra. The selected historical consolidated financial data of Terra as of December 31, 2009 and 2008 and for the years ended December 31, 2009, 2008 and 2007 have been derived from Terra's consolidated financial statements incorporated by reference in this prospectus supplement, and the selected historical consolidated financial data of Terra as of December 31, 2007, 2006 and 2005 and for the years ended December 31, 2006 and 2005 have been derived from Terra's consolidated financial statements not included or incorporated by reference in this prospectus supplement. Certain prior-year amounts have been reclassified to conform to the current-year presentation. The selected historical consolidated financial data of Terra reflects the retrospective adoption of consolidation guidance issued by the FASB related to noncontrolling interests in consolidated financial statements effective January 1, 2009. Historical results are not indicative of the results that may be expected for any future period.

You should read the selected consolidated financial and operating data of Terra in conjunction with "Overview of Financial Condition, Liquidity and Capital Resources" and "Unaudited Pro Forma Condensed Combined Consolidated Financial Statements," included elsewhere in this prospectus supplement, "Management's Discussion and Analysis of Financial Condition and Results of Operations," appearing in Item 7 of Terra's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 appearing on CF Holdings' Current Report on Form 8-K/A filed on April 12, 2010 and incorporated by reference herein, and Terra's consolidated financial statements and accompanying notes appearing on CF Holdings' Current Report on Form 8-K/A filed on April 12, 2010 and incorporated by reference herein. See "Where You Can Find More Information."

	Year ended December 31,				
	2009[2]	2008[3]	2007[4]	2006	2005[5]
	(in millions, except per share amounts and ratios)				
Statement of Operations Data:[1]					
Total revenues	$ 1,581.4	$ 2,891.5	$ 2,342.9	$ 1,819.7	$ 1,930.8
Gross profit	386.2	863.2	527.5	118.5	154.7
Income from continuing operations	151.5	632.8	220.8	4.7	31.6
Income (loss) from discontinued operations	1.1	8.3	(18.9)	(0.5)	(9.5)
Net income attributable to Terra Industries Inc.	152.6	641.0	201.9	4.2	22.1
Preferred share dividends	(0.1)	(3.9)	(5.1)	(5.1)	(5.1)
Cash dividends declared per common share	$ 7.90	$ 0.30	$	$	$
Ratio of earnings to fixed charges and preferred dividends	3.6x	8.3x	5.8x	1.4x	1.9x

Year ended December 31,				
2009	2008	2007	2006	2005
		(in milli		