

Project Developer's Attestation of Title

The undersigned, on behalf of [Terra Mississippi Nitrogen, Inc.] (the "Project Developer"), in connection with [Terra Yazoo City #9, Nitrous Oxide Abatement Project] [CAR 768] (the "Project"), hereby attests, represents, warrants and covenants to the Climate Action Reserve (the "Reserve"), as of the date set forth below, as follows:

1. The Project Developer holds, free of any lien, charge, security interest or other encumbrance, legal title to and all beneficial ownership rights in the following (the "Project Reductions"): (i) any removal, limitation, reduction, avoidance, sequestration or mitigation of any greenhouse gas associated with the Project and arising during the period beginning on the Project start date (as defined under the protocol developed by the Reserve that applies to the Project) and ending on the date hereof, and (ii) any right, interest, credit, entitlement, benefit or allowance to emit (present or future) arising from or associated with any of the foregoing (except, with respect to both clauses (i) and (ii) above, for any failure to hold such legal title and beneficial ownership rights as may have resulted from one or more Permitted Transfers by the Project Developer or any predecessor in interest thereof).

For purposes hereof, "Permitted Transfer" means any transfer of one or more Climate Reserve Tonnes representing Project Reductions ("Project CRTs"), or one or more carbon offset credits issued with the Reserve's express written permission upon the conversion, retirement or cancellation of one or more Project CRTs ("Other Project Credits"), provided that any such transfer of Project CRTs is in accordance with the Reserve's Terms of Use and Program Manual, each as may be amended from time to time.

2. The Project Developer has not effected, nor will it attempt or effect, any sale or other transfer of the Project Reductions except by way of one or more Permitted Transfers.
3. Neither the Project Reductions nor any Project CRTs have been or will be registered with, reported in, or held, transferred or retired via any emissions registry or inventory other than the Reserve (except as to Project Reductions represented by Other Project Credits) or registered with the Reserve under a different project title or location.
4. The Project Developer has not made or provided, and will not make or provide, knowingly false, fraudulent or misleading statements or information to the Reserve or any third party verifier.
5. The undersigned is a duly elected, qualified and acting officer of the Project Developer holding the title indicated on the signature page hereof and is

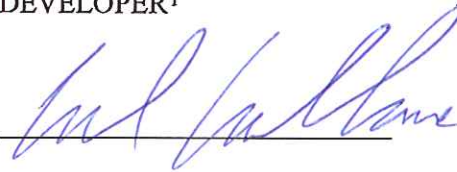
authorized to execute and deliver this Attestation on behalf of the Project Developer, thereby rendering this Attestation binding on the Project Developer.

The Project Developer recognizes, acknowledges and agrees that (i) this Attestation may be relied upon by the Reserve and/or any user of the Climate Action Reserve program of the Reserve, and each of their respective successors and assigns (including, without limitation, reliance in connection with the issuance and transfer of Project CRTs); and (ii) in the event of any breach of any of any paragraphs 1 through 5 hereof, the Reserve shall be entitled to pursue any rights and remedies available at law or in equity (including, without limitation, rights to indemnification pursuant to the Reserve's Terms of Use, which incorporates this Attestation by reference) in any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned has executed this Attestation on behalf of the Project Developer this [15th] day of [December], 20[10].

PROJECT DEVELOPER¹

Signature: _____



Name: Carl Wallace

Title: Plant Manager

Organization: Terra Mississippi Nitrogen, Inc.

Address: 4608 Hwy 49 East, Yazoo City, MS 39194

¹ If the Project Developer is a corporation, partnership or other legal entity, this Attestation must be executed by an officer of the Project Developer. If the Project Developer is an individual, this Attestation must be executed by the individual and revised accordingly.