

POTASH CORP OF SASKATCHEWAN INC

Form 424B5

March 05, 2014

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**Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-189696**

**CALCULATION OF REGISTRATION FEE**

<b>Title of each Class of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee (1)</b>
3.625% Notes due 2024	\$750,000,000	\$96,600

(1) The filing fee is calculated in accordance with Rule 457(r) under the Securities Act of 1933.

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**PROSPECTUS SUPPLEMENT**

(To Prospectus dated June 28, 2013)

**\$750,000,000**

**Potash Corporation of Saskatchewan Inc.**

**\$750,000,000 3.625% Notes due 2024**

Potash Corporation of Saskatchewan Inc. is offering \$750 million aggregate principal amount of 3.625% notes due 2024. Interest on the notes will be paid semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2014. The notes will mature on March 15, 2024.

We may redeem the notes in whole or in part at any time and from time to time at the applicable redemption price described under Description of the Notes Optional Redemption in this prospectus supplement. If a Change of Control Triggering Event (as defined herein) occurs with respect to the notes, we will be required to offer to purchase the notes from holders on the terms described in this prospectus supplement.

The notes will be our senior unsecured obligations and will rank equally with our existing and future senior unsecured indebtedness. The notes will be issued only in registered book-entry form and in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

**Investing in the notes involves risks. See Risk Factors beginning on page S-5 of this prospectus supplement.**

	<b>Per Note</b>	<b>Total</b>
Public offering price (1)	99.111%	\$ 743,332,500
Underwriting discounts	0.650%	\$ 4,875,000
Proceeds, before expenses, to PotashCorp	98.461%	\$ 738,457,500

(1) Plus accrued interest from March 7, 2014, if settlement occurs after that date.

**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.**

The underwriters expect to deliver the notes to investors on or about March 7, 2014 only in book-entry form through the facilities of The Depository Trust Company.

*Joint Book-Running Managers*

**BofA Merrill Lynch**

**Morgan Stanley**

**UBS Investment Bank**

**BMO Capital Markets    RBC Capital Markets    Scotiabank**

**CIBC    HSBC    Mitsubishi UFJ Securities    Rabo Securities    TD Securities**

**Goldman, Sachs & Co.    Credit Agricole CIB    SMBC Nikko    US Bancorp    Comerica Securities**

The date of this prospectus supplement is March 4, 2014

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any free-writing prospectus prepared by or on our behalf to which we may have referred you. We have not, and the underwriters have not, authorized anyone to provide you with different information. We are not making an offer of these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate only as of the date on the front cover of this prospectus supplement. Our business, financial condition, results of operations and prospects may have changed since that date.

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**Prospectus**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which contains the terms of this offering of notes. The second part is the prospectus dated June 28, 2013, which is part of our Registration Statement on Form S-3 (Registration No. 333-189696).

This prospectus supplement may add to, update or change the information in the accompanying prospectus. If information in this prospectus supplement is inconsistent with information in the accompanying prospectus, this prospectus supplement will apply and will supersede that information in the accompanying prospectus.

It is important for you to read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in [Where You Can Find More Information](#) in this prospectus supplement.

These securities will not be offered or sold in Canada or to any individual or company in Canada in contravention of the securities laws of Canada or any province or territory thereof. Each underwriter has agreed that it will not distribute any material related to these securities in Canada in contravention of the securities laws of Canada or any province or territory thereof.

To the extent any underwriter that is not a U.S.-registered broker-dealer intends to effect sales of notes in the United States, it will do so through one or more U.S.-registered broker-dealers in accordance with the applicable U.S. securities laws and regulations.

Except as otherwise indicated, all references in this prospectus supplement to [we](#), [us](#), [our](#), [PotashCorp](#) and the [Company](#) refer to Potash Corporation of Saskatchewan Inc. and its consolidated subsidiaries.

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**PRESENTATION OF FINANCIAL INFORMATION**

We are a foreign private issuer in the United States, and we voluntarily file our consolidated financial statements with the Securities and Exchange Commission, or the Commission, on U.S. domestic issuer forms. In addition, we are permitted to file with the Commission our audited consolidated financial statements under International Financial Reporting Standards, as issued by the International Accounting Standards Board, or IFRS, without reconciliation to U.S. generally accepted accounting principles, or U.S. GAAP. As a result, we do not prepare a reconciliation of our results to U.S. GAAP. It is possible that certain of our accounting policies could be different from U.S. GAAP.

Unless otherwise specified, financial information is presented in U.S. dollars, and all references to per-share amounts pertain to diluted net income per share.

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**FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the accompanying prospectus and the documents we incorporate by reference in this prospectus supplement and the accompanying prospectus contain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 that relate to future events or our future financial performance. These statements can be identified by expressions of belief, expectation or intention, as well as those statements that are not historical fact. These statements often contain words such as should, could, expect, may, anticipate, believe, intend, estimates, plans and similar expressions. These statements are based on certain factors and assumptions as set forth in this document and the documents incorporated by reference herein, including with respect to: foreign exchange rates, expected growth, results of operations, performance, business prospects and opportunities and effective tax rates. While we consider these factors and assumptions to be reasonable based on information currently available, they may prove to be incorrect.

Forward-looking statements are subject to risks and uncertainties that are difficult to predict. The results or events set forth in forward-looking statements may differ materially from actual results or events. Several factors could cause actual results or events to differ materially from those expressed in forward-looking statements including, but not limited to, the following:

variations from our assumptions with respect to foreign exchange rates, expected growth, results of operations, performance, business prospects and opportunities and effective tax rates;

risks and uncertainties related to operating and workforce changes made in response to our industry and the markets we serve;

changes in competitive pressures, including pricing pressures;

risks and uncertainties related to our international operations and assets;

fluctuations in supply and demand in the fertilizer, sulfur, transportation and petrochemical markets;

costs and availability of transportation and distribution for our raw materials and products, including railcars and ocean freight;

adverse or uncertain economic conditions and changes in credit and financial markets;

the results of sales contract negotiations within major markets;

unexpected geological or environmental conditions, including water inflows;



economic and political uncertainty around the world;

risks associated with natural gas and other hedging activities;

changes in capital markets;

unexpected or adverse weather conditions;

changes in currency and exchange rates;

imprecision in reserve estimates;

adverse developments in new and pending legal proceedings or government investigations;

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increases in the price or reduced availability of the raw materials that we use;

strikes or other forms of work stoppage or slowdowns;

timing and impact of capital expenditures;

rates of return on, and the risks associated with, our investments and capital expenditures;

changes in, and the effects of, government policies and regulations;

security risks related to our information technology systems;

risks related to reputational loss; and

earnings and the decisions of taxing authorities which could affect our effective tax rates.

These risks and uncertainties are discussed in more detail under the headings "Risk Factors" and "Management's Discussion and Analysis of Results of Operations and Financial Condition" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in other documents and reports filed by us with the Commission and the Canadian provincial securities commissions. You may obtain copies of these documents and reports as described under the headings "Where You Can Find More Information" and "Incorporation by Reference" in this prospectus supplement. As a result of these factors, we cannot assure you that any of the events or results anticipated by forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus will occur or, if they do, what impact they will have on our business or on our results of operations and financial condition.

Forward-looking statements are given only as of the date hereof and we disclaim any obligation to update or revise any forward-looking statements in this prospectus supplement, whether as a result of new information, future events or otherwise, except as required by law.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. It does not contain all of the information that you should consider before making an investment decision. We urge you to read carefully the entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus, including the historical financial statements and notes to those financial statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus. Please read *Risk Factors* in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 for more information about important risks that you should consider before investing in the notes.*

**Potash Corporation of Saskatchewan Inc.**

Potash Corporation of Saskatchewan Inc. (NYSE: POT; TSX: POT) is the world's largest integrated fertilizer and related industrial and feed products company by capacity. We are the largest producer of potash worldwide by capacity. In 2013, we estimate our potash operations represented 15% of global production and 19% of global potash capacity (based on our nameplate capacity at December 31, 2013). In 2013, we estimate our nitrogen operations produced 2% of the world's ammonia production. In 2013, we estimate our phosphate operations produced 5% of world phosphoric acid production.

We own and operate five potash mines in Saskatchewan and one in New Brunswick. Our nitrogen operations involve the production of nitrogen fertilizers and nitrogen feed and industrial products, including ammonia, urea, nitrogen solutions, ammonium nitrate and nitric acid. We have nitrogen facilities in Georgia, Louisiana, Ohio and Trinidad. Our phosphate operations include the manufacture and sale of solid and liquid phosphate fertilizers, phosphate feed and industrial acid, which is used in food products and industrial processes. We have phosphate mines and mineral processing plant complexes in northern Florida and North Carolina. We also have five phosphate feed plants in the United States and produce phosphoric acid at our Geismar, Louisiana facility.

We are a corporation organized under the laws of Canada. Our principal executive offices are located at Suite 500, 122 1st Avenue South, Saskatoon, Saskatchewan, Canada S7K 7G3, and our telephone number is (306) 933-8500.

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**The Offering**

<b>Issuer</b>	Potash Corporation of Saskatchewan Inc.
<b>Securities Offered</b>	\$750,000,000 aggregate principal amount of 3.625% notes due 2024.
<b>Maturity Date</b>	March 15, 2024.
<b>Interest Rate</b>	The notes will bear interest from March 7, 2014 at the rate of 3.625% per annum.
<b>Interest Payment Dates</b>	Interest on the notes is payable semi-annually on March 15 and September 15 of each year, beginning on September 15, 2014.
<b>Ranking</b>	The notes will be our senior unsecured obligations and will rank equally in right of payment with all of our existing and future senior unsecured indebtedness.
<b>Covenants</b>	<p>We will issue the notes under an indenture containing covenants that restrict our ability to:</p> <p style="padding-left: 40px;">incur debt secured by liens; and</p> <p style="padding-left: 40px;">engage in certain sale and leaseback transactions.</p> <p>These covenants are subject to important exceptions and qualifications. For more information on these covenants, please see the information under the caption "Description of Debt Securities - Certain Covenants" in the accompanying prospectus.</p>
<b>Change of Control</b>	Upon the occurrence of both (1) a change of control and (2) a downgrade of the notes below an investment grade rating by each of Moody's Investors Service, Inc. and Standard & Poor's Ratings Services within a specified period, we will be required to make an offer to purchase the notes at a price equal to 101% of the aggregate principal amount of the notes, plus accrued and unpaid interest to the date of repurchase. See

Description of the Notes Change of Control in this prospectus supplement.

**Optional Redemption**

At any time prior to December 15, 2023, we may redeem the notes, in whole or in part, at our option at any time and from time to time at a redemption price equal to the greater of:

100% of the principal amount of the notes to be redeemed; and

the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed on the redemption date (not including any portion of any payments of interest accrued to the redemption date) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate (as defined herein) plus 15 basis points;

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plus accrued and unpaid interest on the principal amount being redeemed to the date of redemption.

At any time on or after December 15, 2023, we may redeem the notes, in whole or in part, at our option at any time and from time to time at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest on the principal amount being redeemed to the date of redemption.

See **Description of the Notes** **Optional Redemption** in this prospectus supplement.

**Additional Amounts**

Payments made by us with respect to the notes will be made without withholding or deduction for Canadian taxes, unless we are required to withhold or deduct Canadian taxes by law. If we are required to withhold or deduct for Canadian taxes with respect to any payment made regarding the notes, we will pay such additional amounts as may be necessary so that the net amount received by the holders of the notes after such deduction or withholding is not less than the amount such holders would have received in the absence of the withholding or deduction. See **Description of Debt Securities** **Certain Covenants** **Additional Amounts** in the accompanying prospectus.

**Use of Proceeds**

We estimate the net proceeds from the sale of the notes to be approximately \$737.7 million after deducting underwriting discounts and expenses of the offering. We intend to use the net proceeds of this offering for general corporate purposes, including to refinance our \$500,000,000 aggregate principal amount of outstanding 5.250% notes maturing on May 15, 2014. See **Use of Proceeds** in this prospectus supplement.

**Risk Factors**

You should carefully read and consider the information set forth in **Risk Factors** beginning on page S-5 of this prospectus supplement and the risk factors set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, before investing in the notes.

**Trustee**

U.S. Bank National Association (as successor trustee to The Bank of Nova Scotia Trust Company of New York).

**Form and Denomination**

The notes will initially be represented by one or more global notes, deposited with the trustee as custodian for The Depository

Trust Company, or DTC, and registered in the name of Cede & Co., as the nominee of DTC. Beneficial interests in the global notes will be in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. See Description of the Notes Book-Entry System in this prospectus supplement.

**Governing Law**

The indenture governing the notes is, and the notes will be, governed by, and construed in accordance with, the laws of the State of New York.

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The following financial information is only a summary, and you should read it in conjunction with the historical consolidated financial statements of PotashCorp and the related notes contained in reports and other information that PotashCorp has previously filed with the Commission. The following summary historical consolidated financial data for each of the three years ended December 31, 2011, 2012 and 2013 has been derived from PotashCorp's audited consolidated financial statements. PotashCorp's audited consolidated financial statements are prepared in accordance with IFRS. See Documents Incorporated by Reference and Where You Can Find More Information.

	<b>For the Year Ended December 31,</b>		
	<b>2013</b>	<b>2012</b>	<b>2011</b>
	<b>(in millions except per share data)</b>		
<b>Statement of Operations Data:</b>			
Sales	\$ 7,305	\$ 7,927	\$ 8,715
Operating income	2,616	3,019	4,306
Income before income taxes	2,472	2,905	4,147
Net income	1,785	2,079	3,081
Net income per share:			
Basic	2.06	2.42	3.60
Diluted	2.04	2.37	3.51
Dividends declared per share	1.33	0.70	0.28

	<b>As of</b>	
	<b>December 31, 2013</b>	<b>2012</b>
	<b>(in millions)</b>	
<b>Financial Position Data:</b>		
Cash and cash equivalents	\$ 628	\$ 562
Total assets	17,958	18,206
Short-term debt and current portion of long-term debt	967	615
Long-term debt(1)	2,970	3,466
Shareholders' equity	9,628	9,912

<sup>1</sup> Excludes current portion of long-term debt, which at December 31, 2013 included \$500 million of 5.250% senior notes that mature on May 15, 2014, and which at December 31, 2012 included \$250 million of 4.875% senior notes that matured on March 1, 2013.



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**RISK FACTORS**

*You should carefully consider all the information included in this prospectus supplement, the accompanying prospectus and the documents filed with the Commission that are incorporated by reference herein and therein and, in particular, the risks described below and the risk factors of PotashCorp in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, which is incorporated by reference herein, before making an investment decision. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations, and the risks described below and in the documents incorporated by reference may also adversely affect our business in ways we have not described or do not currently anticipate. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. In such case, you may lose all or part of your original investment.*

***The notes are unsecured and effectively subordinated to all of our existing and future secured indebtedness.***

The notes are unsecured and effectively subordinated in right of payment to all of our existing and future secured indebtedness, to the extent of the value of the assets securing such indebtedness. The indenture for the notes does not restrict our ability to incur additional indebtedness, including secured indebtedness generally, which would have a prior claim on the assets securing that indebtedness. If we incur any secured debt, all or a portion of our assets will be subject to prior claims by our secured creditors. If our subsidiaries incur any secured debt, all or a portion of their assets will be subject to prior claims by their secured creditors. In the event of our insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up, our assets that serve as collateral for any secured indebtedness would be made available to satisfy the obligations to our secured creditors before any payments are made on the notes. Holders of the notes will participate in our remaining assets ratably with all of our other unsecured and senior creditors, including our trade creditors. If we incur any additional obligations that rank equally with the notes, including trade payables, the holders of those obligations will be entitled to share ratably with the holders of the notes in any proceeds distributed upon our bankruptcy, liquidation, reorganization, dissolution or other winding up. This may have the effect of reducing the amount of proceeds paid to you. If there are not sufficient assets remaining to pay all these creditors, all or a portion of the notes then outstanding would remain unpaid. As of December 31, 2013, we did not have any secured indebtedness. See Description of Debt Securities General in the accompanying prospectus.

***The notes are effectively subordinated to all liabilities of our subsidiaries.***

None of our subsidiaries has guaranteed or otherwise become obligated with respect to the notes. Accordingly, our right to receive assets from any of our subsidiaries upon its bankruptcy, liquidation or reorganization, and the right of holders of the notes to participate in those assets, is effectively subordinated to claims of that subsidiary's creditors, including trade creditors.

***We have made only limited covenants in the indenture for the notes.***

The indenture for the notes does not:

establish a sinking fund for the notes;

require us to maintain any financial ratios or specific levels of net worth, revenues, income, cash flows or liquidity and, accordingly, does not protect holders of the notes in the event that we incur operating

losses;

limit our subsidiaries' ability to incur secured indebtedness generally or indebtedness that would effectively rank senior to the notes;

limit our ability to incur any indebtedness, including secured indebtedness generally or any indebtedness that is equal in right of payment to the notes;

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restrict our subsidiaries' ability to issue securities that would be senior to the common stock of our subsidiaries held by us;

restrict our ability to repurchase our securities;

restrict our ability generally to pledge our assets or those of our subsidiaries; or

restrict our ability to make investments or to pay dividends or make other payments in respect of our common shares or other securities ranking junior to the notes.

***Redemption may adversely affect your return on the notes.***

We may choose to redeem the notes at times when prevailing interest rates are relatively low. As a result, you may not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the notes being redeemed. Our redemption right also may adversely impact your ability to sell your notes, and/or the price at which you could sell your notes.

***Changes in our credit ratings may adversely affect the value of the notes.***

Our long-term debt is subject to periodic review by independent credit rating agencies. Such ratings are limited in scope, and do not address all material risks relating to an investment in the notes, but rather reflect only the view of each rating agency at the time the rating is issued. Ratings of the notes are not recommendations to buy, sell or hold the notes. An explanation of the significance of such rating may be obtained from such rating agency. There can be no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency's judgment, circumstances so warrant. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, are likely to adversely affect the market value of the notes and could increase our corporate borrowing costs. In this circumstance, no person or entity is obliged to provide any additional support or credit enhancement with respect to the notes.

***The notes have no prior public market and we cannot assure you that any public market will develop or be sustained after the offering.***

The notes are a new issue of securities with no established trading market. We do not intend to apply for listing of the notes on any national securities exchange or for quotation of the notes on any automated dealer quotation system. We have been advised by the underwriters that they presently intend to make a market in the notes after completion of the offering. However, they are under no obligation to do so and may discontinue any market-making activities at any time without any notice.

Future trading prices of the notes will depend on many factors, including but not limited to prevailing interest rates, our financial condition and results of operations, the then-current ratings assigned to the notes and the market for similar securities. Any trading market that develops would be affected by many factors independent of and in addition to the foregoing, including:

time remaining to the maturity of the notes;

outstanding amount of the notes;

the terms related to the optional redemption of the notes; and

level, direction and volatility of market interest rates generally.

We cannot assure you that an active trading market for the notes will develop, be maintained or be liquid. If an active trading market for the notes does not develop, is not maintained or is not liquid, the market price of the notes may be adversely affected.

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***We may be unable to repurchase the notes upon a Change of Control Triggering Event.***

Upon the occurrence of a Change of Control Triggering Event (as defined herein) with respect to the notes, subject to certain conditions, we will be required to make an offer to repurchase all outstanding notes at 101% of their principal amount, plus accrued and unpaid interest. See Description of the Notes Change of Control in this prospectus supplement. The source of funds for such a repurchase will be our available cash or cash generated from our subsidiaries operations or other potential sources, including borrowings, sales of assets or sales of equity. We cannot assure you that sufficient funds from such sources will be available at the time of any Change of Control Triggering Event to make required repurchases of notes tendered. In addition, the terms of certain of our other existing indebtedness provide that certain change of control events will require us to make an offer to repurchase such outstanding indebtedness. Our future debt instruments may contain similar provisions. It is possible that we will not have sufficient funds at the time of the Change of Control Triggering Event to complete the required repurchase of the notes and, if applicable, our other indebtedness.

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**USE OF PROCEEDS**

We estimate the net proceeds from the sale of the notes to be approximately \$737.7 million after deducting underwriting discounts and expenses of the offering. We intend to use the net proceeds of this offering for general corporate purposes, including to refinance our \$500,000,000 aggregate principal amount of outstanding 5.250% notes maturing on May 15, 2014.

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The following table sets forth our cash and cash equivalents and consolidated capitalization (including short-term debt) as of December 31, 2013 on an actual basis and on an as adjusted basis to give effect to the sale of the notes and the application of the net proceeds from the sale of the notes, as described under Use of Proceeds. You should read the information in this table in conjunction with the detailed information and financial statements appearing in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. See Incorporation by Reference in this prospectus supplement.

	<b>As of December 31, 2013</b>	
	<b>Actual</b>	<b>As Adjusted</b>
	<b>(in millions)</b>	
Cash and cash equivalents	\$ 628	\$ 628
Short-term debt(1)	\$ 470	\$ 232
Long-term debt, including current portion:		
3.625% notes due March 15, 2024 offered hereby		750
5.625% notes due December 1, 2040	500	500
5.875% notes due December 1, 2036	500	500
4.875% notes due March 30, 2020	500	500
6.500% notes due May 15, 2019	500	500
3.250% notes due December 1, 2017	500	500
3.750% notes due September 30, 2015	500	500
5.250% notes due May 15, 2014	500	
Credit facility borrowings(2)		
Other	6	6
Total long-term debt (including current portion of long-term debt)	3,506	3,756
Total debt	3,976	3,988
Shareholders' equity:		
Common shares (unlimited authorization of common shares without par value; 856,116,325 shares issued and outstanding)	1,600	1,600
Contributed surplus	219	219
Accumulated other comprehensive income	673	673
Retained earnings	7,136	7,136
Total shareholders' equity	9,628	9,628
Total capitalization	\$ 13,604	\$ 13,616

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- (1) As of December 31, 2013, PotashCorp had \$470 million of outstanding commercial paper. PotashCorp has an unsecured line of credit available for short-term financing in the amount of \$75 million (net of letters of credit of \$18 million) as of December 31, 2013.
  
- (2) PotashCorp has an available \$3,500 million long-term revolving credit facility that provides for unsecured advances.

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The following table sets forth our consolidated ratios of earnings to fixed charges computed using amounts reported under IFRS (except as otherwise indicated below) for the periods indicated below. Earnings for this purpose have been calculated by adding income taxes, fixed charges, amortization of capitalized interest and distributed income of equity investees to net income, and deducting interest capitalized and our share of earnings of equity-accounted investees. Fixed charges for this purpose consist of the total of interest expensed and capitalized, amortization of capitalized expenses related to indebtedness and an estimate of the interest within rental expense.

	<b>Year ended December 31,</b>				
	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009 (1)</b>
Ratio of Earnings to Fixed Charges	10.27	11.13	14.15	9.01	4.86

- (1) As the Company adopted IFRS with effect from January 1, 2010, our 2009 information is presented on the basis of Canadian generally accepted accounting principles. Accordingly, our information for 2009 may not be comparable to the periods 2010 to 2013.

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**DESCRIPTION OF THE NOTES**

The following description of the particular terms of the notes offered by this prospectus supplement adds information to the description of the general terms and provisions of debt securities under the heading "Description of Debt Securities" beginning on page 5 of the accompanying prospectus. As used under "Prospectus Supplement Summary The Offering" and under this heading, "Description of the Notes," all references to "we," "us," "our," "PotashCorp" and "the Company" refer to Potash Corporation of Saskatchewan Inc. excluding any of its subsidiaries.

**General**

We will issue the notes in the aggregate principal amount of \$750,000,000 pursuant to an indenture dated as of February 27, 2003 between us and U.S. Bank National Association (as successor trustee to The Bank of Nova Scotia Trust Company of New York), the trustee for the notes. The notes will mature on March 15, 2024. We will initially issue the notes only in registered book-entry form, in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

The notes will bear interest at the annual rate shown on the cover of this prospectus supplement and will accrue interest from March 7, 2014 or from the most recent date to which interest has been paid (or provided for) to but not including the next date upon which interest is required to be paid.

Commencing September 15, 2014, interest will be payable twice a year, on March 15 and September 15, to the person in whose name a note is registered at the close of business on the March 1 or September 1 that precedes