

FIRST UNION RAIL

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SURFACE TRANSPORTATION BOARD

August 28, 2014

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W. – Suite 100
Washington, DC 20423-0001

RE: Notice of Memorandum of Lease Termination

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 111301(a) are three (3) originals of a Memorandum of Lease Termination dated August 22, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such leased equipment which was duly filed at the Surface Transportation Board on June 23, 2008 under Secondary Recordation Number 25646-A. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
1 Place Ville Marie, Suite 2022
Montreal, Quebec H3B 2C4

Lessee: Agrium Inc.
13131 Lake Fraser Drive S.E.
Calgary, AB, T2J 7E8

The enclosed document is for one hundred fifty-one (151) covered hoppers with FURX and NDYX marks (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: Notice of Memorandum of Lease Termination.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

If you have any questions regarding this matter, please contact me at the Montreal number shown below. Thank you for your cooperation.

Sincerely,



Laurence Baudinet
Sales Manager
Encl.
(AGRI008)

1 Place Ville Marie - Suite 2022, Montréal, QC H3B 2C4
Tel. 514.861.3101 Fax 514.861.6695

308 - 4th Avenue S.W. - Suite 2711, Calgary, AB T2P 0H7
Tel. 403.776.8721 Fax 403.776.8727

MEMORANDUM OF LEASE TERMINATION

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of August 22, 2014 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated June 25, 2004 and Rider No. 3 dated June 9, 2008 (collectively, the "Lease"), between Lessor and Agrium Inc, (the "Lessee"), a Canadian corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of June 9, 2008, evidencing the above-described Lease of such Equipment, which was (i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on June 23, 2008 and (ii) filed at the Surface Transportation Board on June 23, 2008 with secondary recordation number 25646-A.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board and Registrar General, has been terminated in all respects.
2. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the Lessor has caused this Memorandum to be executed by its duly authorized officer as of the 22 day of August, 2014. (and the undersigned declares under penalty of perjury that she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie

Title: Vice President, Sales - Canada

Signature: 

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: One hundred fifty-one (151).

DESCRIPTION OF CARS: 4600/4750 c.f. (C113), covered hopper grain cars

CAR NUMBERS:

FURX 815370	FURX 833746	NDYX 822310	NDYX 824819
FURX 816720	FURX 833757	NDYX 822311	NDYX 824824
FURX 818723	FURX 833761	NDYX 822315	NDYX 824988
FURX 820796	FURX 839258	NDYX 822364	NDYX 824995
FURX 822034	FURX 839379	NDYX 822375	NDYX 824996
FURX 822041	NDYX 475001	NDYX 822376	NDYX 825000
FURX 823365	NDYX 475217	NDYX 822383	NDYX 825007
FURX 824302	NDYX 475281	NDYX 822385	NDYX 825023
FURX 826195	NDYX 475307	NDYX 822392	NDYX 825038
FURX 828836	NDYX 475310	NDYX 822395	NDYX 825041
FURX 829513	NDYX 814224	NDYX 822399	NDYX 825951
FURX 832075	NDYX 814225	NDYX 822401	NDYX 825953
FURX 833604	NDYX 815289	NDYX 822427	NDYX 827099
FURX 833607	NDYX 815420	NDYX 822428	NDYX 827117
FURX 833608	NDYX 816529	NDYX 822441	NDYX 827197
FURX 833615	NDYX 816810	NDYX 822459	NDYX 827244
FURX 833617	NDYX 816813	NDYX 822468	NDYX 827612
FURX 833632	NDYX 816815	NDYX 822473	NDYX 827710
FURX 833640	NDYX 816816	NDYX 822957	NDYX 827932
FURX 833642	NDYX 816822	NDYX 822958	NDYX 827963
FURX 833643	NDYX 816824	NDYX 822969	NDYX 827977
FURX 833644	NDYX 816848	NDYX 822970	NDYX 827981
FURX 833653	NDYX 816849	NDYX 823350	NDYX 827987
FURX 833657	NDYX 816870	NDYX 823375	NDYX 827989
FURX 833677	NDYX 816877	NDYX 823392	NDYX 827990
FURX 833682	NDYX 816879	NDYX 823403	NDYX 828000
FURX 833688	NDYX 816883	NDYX 823414	NDYX 828001
FURX 833690	NDYX 816886	NDYX 823420	NDYX 828013
FURX 833691	NDYX 816906	NDYX 823897	NDYX 828036
FURX 833692	NDYX 818200	NDYX 823902	NDYX 828041
FURX 833698	NDYX 818901	NDYX 823985	NDYX 828154
FURX 833718	NDYX 818944	NDYX 823996	NDYX 828212
FURX 833728	NDYX 818983	NDYX 824003	NDYX 828217
FURX 833729	NDYX 820956	NDYX 824044	NDYX 828218
FURX 833735	NDYX 820958	NDYX 824045	NDYX 828229
FURX 833739	NDYX 820960	NDYX 824567	NDYX 830305
FURX 833740	NDYX 822155	NDYX 824579	NDYX 831237
FURX 833745	NDYX 822307	NDYX 824818	

Count : 151