

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
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RECORDATION NO. 25646 FILED

JUN 24 '05

3-22 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

June 22, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated September 13, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Agrium, Inc.
13131 Lake Frazer Drive SE
Calgary, Alberta T2J 7E8

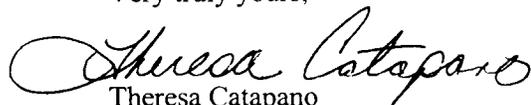
A description of the railroad equipment covered by the enclosed document is forty-nine (49) 4600/4750 cubic foot hopper cars, with FURX, NDYX and UMPX marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,


Theresa Catapano
Manager of Documentation

Enclosures
(AGRI006)

JUN 24 '05

3-22 PM

ASSIGN. NO. AGRI006

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of September, 2004, by and between the Montreal Branch of FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and AGRIMUM INC. ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 25, 2004 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 28, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

NAME: SUSAN A. BARRIETITLE: REGIONAL VICE PRESIDENT, SALESSIGNATURE: Susan A. Barrie

[CORPORATE SEAL]

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Gordon Hopkins, a Commissioner of Oaths of the Province and District aforesaid, certify that SUSAN A. BARRIE personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of September, 2004.

Gordon Hopkins

Commissioner of Oaths

My Commission Expires:

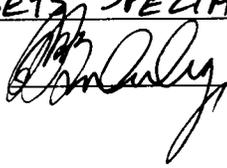
21/07/2006

LESSEE:

AGRIUM INC.

NAME: PETER BUCKLEY

TITLE: ASSETS SPECIALIST

SIGNATURE: 

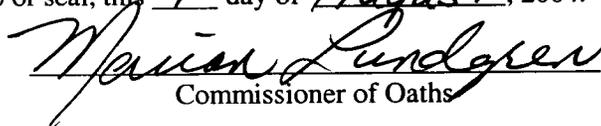
[CORPORATE SEAL]

PROVINCE OF Alberta

DISTRICT OF Calgary

I, M. A. Lundgren, a Commissioner of Oaths of the Province and District aforesaid, certify that Peter Buckley personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4 day of August, 2004.


Commissioner of Oaths

My Commission Expires:

Feb. 6, 2007

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-nine (49).

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

CAR NUMBERS:

FURX 815009	FURX 826006
FURX 815015	FURX 826938
FURX 815027	FURX 827032
FURX 815035	FURX 827119
FURX 815050	FURX 827504
FURX 815063	FURX 829042
FURX 815065	FURX 830043
FURX 815066	FURX 830168
FURX 815068	FURX 830218
FURX 815070	FURX 830555
FURX 815071	FURX 838066
FURX 815072	NDYX 818689
FURX 815079	NDYX 822262
FURX 815087	NDYX 824022
FURX 815091	NDYX 824498
FURX 815101	NDYX 828168
FURX 815116	NDYX 828210
FURX 815124	NDYX 828957
FURX 815177	NDYX 829031
FURX 815178	NDYX 829473
FURX 815231	NDYX 829539
FURX 818659	NDYX 830551
FURX 818691	NDYX 831200
FURX 818719	UMPX 482662
FURX 823492	Count: 49