

RECORDATION NO. 26216 FILED

FEB 24 '06

12-26 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

February 22, 2006

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 January 31, 2006, 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: Agro Source Ltd.
Mile 2 Alaska Hwy.
Dawson Creek, BC V1G 4H3
Canada

A description of the railroad equipment covered by the enclosed document is ten (10) 5750 cu. ft. 268,000 lb. gross rail loaded covered hopper rail cars marked FURX (see Exhibit A for car 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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulska".

Susan Grokulska
Manager of Documentation

Enclosures

(AGSO001)

ASSGN. NO.: AGSO001

MEMORANDUM OF LEASE



THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the day of January, 2006, 2005, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Agro Source Limited ("Lessee"), a British Columbia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 16, 2005, 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 June 16, 2005, 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

ATTEST:

By: Susan A. Barrie

Name: Susan A. Barrie

Title: Regional Vice-President, Sales

By: Gord Hopkins

Name: Gord Hopkins

Title: Director, Sales

Executed on this 31st day of January, 2006, 2005.

[CORPORATE SEAL]

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SURFACE TRANSPORTATION BOARD

PROVINCE OF Quebec

DISTRIC OF Montreal

I, Gord Hopkins, a Commissioner of Oaths of the Province and District aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31st day of January, 2006, 2005.

Gord Hopkins
Commissioner of Oaths

My Commission Expires:

July 21, 2006
Commissioner of Oaths



LESSEE:

AGRO SOURCE LIMITED

ATTEST:

By: [Signature]

Name: Kane Piper

Title: Pres.

By: _____

Name: _____

Title: _____

Executed on this 17 day of Jan, 2006 JP

[CORPORATE SEAL]

PROVINCE OF BRITISH COLUMBIA

COUNTY OF CARIBIA

MARIE L. CHILTON
Notary Public in and for
the Province of British Columbia
(Permanent Commission)

I, _____, a Commissioner of Oaths of the Province and District
aforesaid, certify that KANE PIPER 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 17 day of JANUARY, 2006 MLC

[Signature]

Commissioner of Oaths

Commission Expires:

Commissioner of Oaths

MARIE L. CHILTON
NOTARY PUBLIC
1101 - 103 AVENUE
DAWSON CREEK, B.C.
V1G 2G8 782-4878
250

MARIE L. CHILTON
Notary Public in and for
the Province of British Columbia
(Permanent Commission)

MARIE L. CHILTON
Notary Public in and for
the Province of British Columbia
(Permanent Commission)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ten (10).

DESCRIPTION OF CARS: 5750 cu.ft., 268,000 lb gross rail load covered hopper rail car equipped with trough hatches and gravity outlet gates.

CAR NUMBERS: FURX 877986, FURX 877987, FURX 877988,
FURX 877989, FURX 877990, FURX 877991,
FURX 877992, FURX 877994, FURX 877997, and
FURX 877999.