

RECORDATION NO. 26216A FILED

APR 17 '08

2-23 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

April 15, 2008

FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 F Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

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 March 17, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26216.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
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) 5161 cu. ft. capacity, covered hopper rail cars, with FURX and NDYX marks (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 \$35.00 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) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(AGISO002)

ASSGN. NO.: AGSO002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD
17th

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17th day of March, 2008, 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. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 25, 2007, 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

By: *Susan A. Barrie*

Name: Susan A. Barrie

Title: Regional Vice-President, Sales

ATTEST:

By: *Gord Hopkins*

Name: Gord Hopkins

Title: Director, Sales

Executed on this 17th day of March, 2008.

[CORPORATE SEAL]

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 17th day of March, 2008.

Gord Hopkins
Commissioner of Oaths

My Commission Expires:

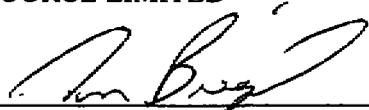
July 21, 2006
Commissioner of Oaths



LESSEE:

AGRO SOURCE LIMITED

ATTEST:

By: 

Name: Don Biegel

Title: Agro Manager

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, 2008.

[CORPORATE SEAL]

PROVINCE OF BRITISH COLUMBIA

COUNTY OF _____

I, _____, a Commissioner of Oaths of the Province and District aforesaid, certify that _____ 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 _____ day of _____, 2005.

Commissioner of Oaths

Commission Expires:

Commissioner of Oaths

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ten (10).

DESCRIPTION OF CARS: 5161 cu. ft., 286,000 lb gross rail load covered hopper rail car equipped with trough hatches and gravity outlet gates.

CAR NUMBERS: FURX 845427, FURX 845463, FURX 845493,
NDYX 845903, NDYX 845907, NDYX 845933,
NDYX 845948, NDYX 845953, NDYX 845954, and
NDYX 845996.