

RECORDATION NO. 25646-A FILED

JUN 23 '08

2-30 PM

SURFACE TRANSPORTATION BOARD



## 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

VIA UPS 2<sup>nd</sup> DAY AIR

June 20, 2008

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E 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 June 9, 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 25646. 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: Agrium, Inc.  
13131 Lake Fraser Drive S.E  
Calgary, AB T2J 7E8  
CANADA

A description of the railroad equipment covered by the enclosed document is one hundred fifty one (151) 4600/4750 cu. ft. covered hopper cars having 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

Sincerely,

Marcia Dunne  
Rail Sr. Documentation Specialist

Enclosures

(AGRI008)

ASSGN. NO. AGRI008

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9<sup>th</sup> day of June 2008, 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. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 19, 2008 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: *Gordon Hopkins*

NAME: Gordon Hopkins

TITLE: Director Sales

Executed on this 9<sup>th</sup> day of June, 2008.

[CORPORATE SEAL]

PROVINCE OF QUEBEC

I, Gordon Hopkins, a Commissioner of Oaths of the Province 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 9<sup>th</sup> day of June, 2008.

*Gordon Hopkins*  
Commissioner of Oaths

My Commission Expires:

July 21, 2009  
(Commissioner of Oaths)





**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** One hundred fifty-one (151).  
**DESCRIPTION OF CARS:** 4600/4750 c.f. (C113), covered hopper 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 833631	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	