

JUL 16 '12 -2 52 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

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www.firstunionrail.com

VIA UPS NEXT DAY AIR

July 12, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief

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 4, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement duly filed with the Surface Transportation Board under primary 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 N River Road, Suite 5000 Rosemont, IL 60018	Lessee.	Agro Source Ltd Mile 2 Alaska Hwy Dawson Creek, BC V1G 4H3 Canada
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A description of the railroad equipment covered by the enclosed document is for thirteen (13) 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 \$41.00 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 Danne
Senior Documentation Specialist

Enclosures

(AGSO006)

ASSGN. NO. AGSO006

JUL 16 '12 -2 52 PM

MEMORANDUM OF LEASE – RIDER NO. 6

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of June 4, 2012 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), North Carolina corporation, and Agro Source Limited ("Lessee"), a British Columbia corporation.

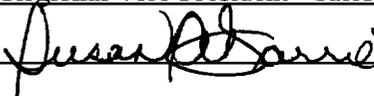
W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 16, 2005 (the "Lease") and Rider No. 6 thereto dated as of June 4, 2012 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or 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. BarrieTitle: Regional Vice-President - SalesSignature: **LESSEE:**

AGRO SOURCE LIMITED

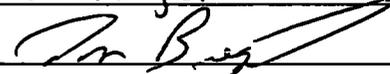
Name: Don BiegelTitle: ManagerSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS. Thirteen (13)

DESCRIPTION OF CARS: Covered hopper railcars.

CAR NUMBERS. FURX 857021
 FURX 857022
 FURX 857026
 FURX 857028
 FURX 857030
 FURX 857040
 FURX 857070
 FURX 857161
 FURX 857170
 NDYX 877993
 NDYX 877995
 NDYX 877998
 NDYX 878084