

RECORDATION NO 30808 FILED
June 19, 2013 01:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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June 19, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 20, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document is:

Lessor:	Infinity Transportation Canada Co. (as assignee of GE Railcar Services) 1355 Peachtree Street Suite 750 - South Tower Atlanta, GA 30309
[Lessee:	Agrium Inc. 13131 Lake Fraser Drive SE Calgary, Alberta T2J 7E8]

Section Chief
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A description of the railroad equipment covered by the enclosed document is:

51 covered hopper railcars: NAHX 57104, NAHX 57244, and cars within the series ITFX 57102 – ITFX 57259, NAHX 525001 – NAHX 525100, ITFX 525002 – ITFX 525368 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement effective as of March 20, 2000 by Infinity Transportation Canada Co. (as assignee of GE Railcar Services), a Nova Scotia unlimited liability company (the "**Lessor**").

WITNESSETH:

Lessor and Agrium (the "**Lessee**") are parties to that certain Car Leasing Agreement 1540-95, dated as of January 1, 1994 and that certain Rider No. 17, dated March 20, 2000 (as may be amended, modified, supplemented and assigned, the "**Lease**"), whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing the reporting marks and numbers as listed on Exhibit A hereto.

[Signature page follows]

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

INFINITY TRANSPORTATION
CANADA CO.

By: [Signature]
Name: Jeffrey E. Edelman
Title: President

Executed on this 18th day of June, 2013

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this, the 18th day of June, 2013, before a Notary Public in and for said County and State, personally appeared Jeffrey E. Edelman, who being by me duly sworn, says that he is the President of Infinity Transportation Canada Co., that said instrument was signed on June 18, 2013 on behalf of said limited liability company and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

[Signature]
Name: Stephanie M. Cassamas
Notary Public
AUG. 13, 2013
MY COMMISSION EXPIRES
DEKALB CO., GEORGIA
NOTARY PUBLIC
My Commission Expires: 08/13/2013
Residing in DeKalb Co., GA

Exhibit A

Cars

Description of Cars:

North American Car Built, 5250 cubic foot covered hopper railcars, 100-ton, 263 GWR

Quantity (number of Cars):

Fifty One (51)

Reporting marks and road numbers:

	Car Mark	Car Num
1	ITFX	57102
2	NAHX	57104
3	ITFX	57109
4	ITFX	57120
5	ITFX	57222
6	NAHX	57244
7	ITFX	57258
8	ITFX	57259
9	NAHX	525001
10	ITFX	525002
11	ITFX	525005
12	ITFX	525011
13	NAHX	525018
14	ITFX	525019
15	ITFX	525037
16	ITFX	525038
17	NAHX	525042
18	ITFX	525060
19	ITFX	525061
20	ITFX	525062
21	ITFX	525064
22	ITFX	525066
23	ITFX	525068
24	NAHX	525069
25	ITFX	525070
26	ITFX	525071
27	ITFX	525072
28	NAHX	525073
29	ITFX	525075
30	ITFX	525076
31	ITFX	525078
32	ITFX	525079
33	ITFX	525083
34	NAHX	525084
35	NAHX	525085
36	ITFX	525086

	Car Mark	Car Num
37	NAHX	525087
38	ITFX	525088
39	NAHX	525089
40	NAHX	525100
41	ITFX	525111
42	ITFX	525253
43	ITFX	525255
44	ITFX	525268
45	ITFX	525273
46	ITFX	525276
47	ITFX	525279
48	ITFX	525336
49	ITFX	525345
50	ITFX	525346
51	ITFX	525368

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

6/19/13

Edward M Luria

Edward M. Luria