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December 9, 2005

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DELIVERED

John Stevenson
The Secretary to the Commission
Ontario Securities Commission
Suite 1800, Box 55
20 Queen Street West
Toronto, Ontario M5H 3S8

Neil Finkelstein
Direct Dial: 416.863.2266
E-mail: jeff.galway@blakes.com

Reference: 47369/98

Dear Mr. Stevenson:

RE: Agrium – Royster-Clark

We are counsel to Agrium Inc. ("Agrium").

On November 8, 2005, our client, through its wholly-owned subsidiary, Agrium Acquisition Inc., filed an offering circular in respect of its offer (the "Offer") to purchase all of the outstanding Income Deposit Securities ("IDSs") of Royster-Clark Ltd. ("RC Ltd.") and Royster-Clark ULC ("RC ULC"). The offer is to expire on December 15, 2005 at 4:00 p.m. (Calgary time). On December 8, 2005, our client was advised, by way of press release, that in response to its Offer, RC Ltd. has adopted a shareholder rights plan (the "Royster-Clark SRP"), which went into effect immediately and is to remain in effect for a period of 60 days from December 8, 2005.

Our client hereby requests a hearing before the Ontario Securities Commission (the "OSC") in which it will ask the OSC to grant a permanent order, pursuant to section 127(1)(2) of the *Securities Act* (Ontario), to cease trading in respect of any securities issued, or to be issued, under or in connection with the Royster-Clark SRP. Given that the Offer expires on December 15, 2005 at 4:00 p.m. (Calgary time), our client is asking that this matter be heard on an urgent basis next week. We apologize for the short notice, but note that the Royster-Clark SRP was not implemented until yesterday, even though the Offer has been open since November 8, 2005. Our client will be filing its written submissions with the OSC in respect of this matter on Monday, December 12, 2005.

In addition, further to Mr. Jeff Galway's telephone conversations yesterday afternoon with you and Michael Brown, we also have in hand a letter dated December 8, 2005 from Kevin Morris of Torys LLP, counsel to RC Ltd. and RC ULC. Our client also intends to file a response to Mr. Morris' December 8, 2005 letter on Monday, December 12, 2005. It is our

submission that none of the orders or relief sought in Mr. Morris' letter can, or should, be made without a full hearing.

Thank you for your consideration of this matter. If you have any questions, please to not hesitate to contact Jeff Galway (416-863-3859) or me.

Yours very truly,

JWGA:jvo

Neil Finkelstein

c: Michael Brown (Ontario Securities Commission)
Kevin Morris (Torys LLP)
Jamie Scarlett (Torys LLP)
Michael Amm (Torys LLP)
J. Singer (Stikeman Elliott LLP)

bc: Leslie O'Donoghue
Kathryn Heath
Pat Finnerty
Chad Schneider
Jeff Galway