

Due no later than April 30, 2004

Annual Report Form

2. Registered Agent and Office **NO PO BOX**No. **C 101831**

Return to:

SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

1. Mailing Address - Correct in this box, if applicable
AGRIUM U.S. INC.

4582 S. ULSTER ST. STE 1700
DENVER, CO 80237

CT CORPORATION SYSTEM
300 N 6TH ST

BOISE, ID 83701

3. New Registered Agent Signature

**NO FILING FEE IF
RECEIVED BY DUE DATE**

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President	Richard L. Gearheard	4582 S. Ulster St., Suite 1700	Denver	CO	80237
V.P. General Counsel & Corp.	Leslie O'Donoghue	13131 Lk. Fraser Dr. S.E.	Calgary	AB	T2J 7E8
Secretary					
Director	Richard L. Gearheard	4582 S. Ulster St., Suite 1700	Denver	Co	80237
Director	Randy N. Orgill	3705 Beechwood Avenue	Fresno	CA	93715-1168
Director	Michael M. Wilson	13131 Lk. Fraser Dr. S.E.	Calgary	AB	T2J 7E8

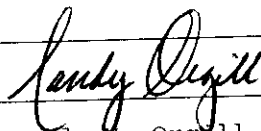
See attached Schedule "1"

5. Organized Under the Laws of:

COLORADO
C 101831

6.

Signature



Date

Feb. 25/04

Name

(Typed or Printed) Randy N. Orgill

Title

Assistant Corp.
Secretary

SCHEDULE "1"

AGRIUM U.S. INC.

DATE OF INCORPORATION	February 10, 1993	
INCORPORATING JURISDICTION	Colorado	
CORPORATE EIN #:	91-1589568	
SHAREHOLDERS:	3631591 Canada Ltd.	
DIRECTORS:	Michael M. Wilson* Richard L. Gearheard** Randy N. Orgill***	
OFFICERS:	Richard L. Gearheard**	President & Chief Executive Officer
	Michael M. Wilson*	Executive Vice President & Chief Operating Officer
	Bruce G. Waterman*	Senior Vice President, Finance & Chief Financial Officer
	Garnet K. Amundson*	Vice President & Controller
	Dorothy E.A. Bower*	Vice President, Strategic Development & Planning
	Gary J. Daniel*	Assistant Corporate Secretary
	Patrick J. Freeman*	Vice President & Treasurer
	James M. Grossett*	Vice President, Human Resources
	William C. McClung*	Vice President, Operations
	Gordon R. Miller****	Vice President, West Region Operations
	Leslie O'Donoghue*	Vice President, General Counsel & Corporate Secretary
	Randy N. Orgill***	Assistant Corporate Secretary
	Matthew J. Smith**	Vice President
	Thomas E. Warner*****	Vice President, East Region Operations
	John D. Yokley*	Vice President, Marketing & Distribution
PRINCIPAL PLACE OF BUSINESS:	4582 S. Ulster St., Suite 1700, Denver, CO 80237	
REGISTERED AGENT:	C.T. Corporation	
REGISTERED ADDRESS:	1675 Broadway, Denver, CO 80202	

*	Located at 13131 Lake Fraser Drive S.E., Calgary, AB, Canada T2J 7E8
**	Located at 4582 S. Ulster St., Suite 1700, Denver, CO 80237
***	Located at 3705 Beechwood Avenue, Fresno, CA 93715-1168
****	Located at 2787 W. Bullard Ave., Suite 101, Fresno, CA 93711
*****	Located at 2084 Windish Dr., Galesburg, IL 61401

As of November, 2003