



Justin Nelson
Manager, Issuers (Adelaide)
ASX Markets Supervision Pty Ltd
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11 September 2009

justin.nelson@asx.com

Dear Justin,

Admission of Viterro Inc. (Company) to the official list of the ASX

We refer to the ASX conditional admission decision for Viterro Inc. dated 7 September 2009 (**Decision**) in relation to the application by the Company to be admitted onto the Official List of ASX Limited (**ASX**). Terms defined in the Decision have the same meaning in this letter.

We address the relevant conditions in the Decision as follows:

- 1.1 ABB Grain Limited (**ABB**) obtained shareholder approval for the Scheme of Arrangement between ABB and its members (**Scheme**) on 9 September 2009.
- 1.2 The Court order approving the Scheme was lodged with the Australian Securities and Investments Commission (**ASIC**) on 11 September 2009.
- 1.3 We confirm that all conditions precedent to the implementation of the Scheme (other than the approval by the ASX of quotation of the Company's CHESSE Depository Interests (**CDIs**)) have been waived or satisfied and the Scheme will proceed.
- 1.4 We confirm that the Implementation Agreement between the Company and ABB dated 19 May 2009 remains in force and effect.
- 1.5 The Company is listed on the TSX and confirms that following the listing of the CDIs, there is sufficient reason to believe that the Company will have at least 1000 shareholders, each having a parcel of shares worth a value of at least AU\$500.
- 2.1 We enclose with this letter:
 - (1) an indicative statement setting out the names of the 20 largest holders of CDIs and the number and percentage of CDIs held by those holders;
 - (2) an indicative distribution schedule of the number of holders of CDIs in the form contained in Appendix 1A, paragraph 48; and
 - (3) an extract from Part A of the ABB Grain Scheme Booklet setting out the entitlement ratio of ABB Grain Shareholders to Company shares under the Scheme (which will vary, depending upon the form of Scheme Consideration elected by ABB Grain Shareholders). The toll free telephone number that can be called by participants in the

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Scheme for additional information about entitlements is 1300 820 796 (+61 (3) 9415 4606 for callers outside Australia).

We confirm that all conditions precedent to the implementation of the Scheme (other than the approval of ASX for quotation of the CDIs) have been waived or satisfied.

- 2.2 As requested, we also enclose with this letter a copy of:
- (1) the Company's annual report for the period ended 31 October 2008; and
 - (2) the Company's quarterly reports for the periods which ended on each of 31 January 2009, 30 April 2009 and 31 July 2009.
- 2.3 We enclose with this letter a deed poll whereby the Company gives the undertakings required pursuant to clause 2.3 of the Decision.
- 2.4 We confirm that, with the aim of facilitating an orderly market in the CDIs, the Company has placed advertisements in the following newspapers which describe how allocations of CDIs can be confirmed and the basis of allocation:
- (3) the Australian Financial Review;
 - (4) the Australian;
 - (5) the Sydney Morning Herald;
 - (6) the Melbourne Age;
 - (7) the Adelaide Advertiser; and
 - (8) the West Australian.

We also confirm that we have made arrangements such that sufficient security information centre toll free or local call telephone lines have been put in place so as to meet the reasonably anticipated demand for information about entitlements and to handle applicant queries.

Yours sincerely

Viterra Inc.



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