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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

April 3, 2014

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, dated as of September 1, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Soo Line Railroad Company Clo Canadian Pacific Railway Company Building I, 7550 Ogden Dale Road S.E. Calgary, Alberta T2C 4X9
Lessee:	BNSF Railway Company 2650 Lou Menk Drive, 1st Floor Ft. Worth, Texas 76131-2830

Chief, Section of Administration
April 3, 2014
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A description of the railroad equipment covered by the enclosed document is:

36 locomotives within the series CP 8761 - CP 8887 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$44.00 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 that reads "Edward M. Luria". The signature is written in a cursive style with a large initial "E".

Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF LEASE

Memorandum of Lease, effective as of September 1, 2013, by and between Soo Line Railroad Company, as Lessor ("Lessor"), and BNSF Railway Company, as Lessee ("Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Locomotive Lease Agreement, effective as of September 1, 2013 (as amended, supplemented or modified, collectively, the "Agreement"), whereby the Lessor has agreed to sublet to Lessee and Lessee has agreed to sublet from Lessor certain locomotives bearing reporting marks and road marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Agreement.
2. This Memorandum of Lease is being recorded both with the Registrar General of Canada pursuant to Sections 104 and 105 of the Canada Transportation Act and with the Surface Transportation Board.
3. The parties hereto are the same parties to said agreement and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Lessor therein.
4. The parties hereto acknowledge that said agreement shall be available for inspection by contacting the following party:

Soo Line Railroad Company
C/o Canadian Pacific Railway Company
Building 1, 7550 Ogden Dale Road S.E.
Calgary, Alberta T2C 4X9

IN WITNESS WHEREOF this Memorandum of Lease has been executed and delivered by the undersigned under the hand of its duly authorized officers, as of September 1, 2013.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

SOO LINE RAILROAD COMPANY

By: 
Name: Don J. Hubbard
Title: VP Finance

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

**BURLINGTON NORTHERN SANTA FE
RAILWAY COMPANY**

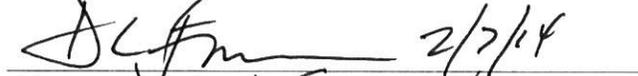
By: 
Name: DAVID L. FREEMAN 2/7/14
Title: VP - TRANSPORTATION

Exhibit A to Memorandum of Lease

ES4400AC Locomotives

Manufacturer	Identification
General Electric	CP8761
	CP8763
	CP8764
	CP8794
	CP8796
	CP8797
	CP8802
	CP8804
	CP8811
	CP8813
	CP8824
	CP8827
	CP8829
	CP8831
	CP8837
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CP8883	
CP8884	
CP8885	
CP8886	
CP8887	

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: April 3, 2014

Edward M Luria

Edward M. Luria