

Canadian Pacific

7933-B

JUL 1 1975

RECORDATION DIVISION

Secretary
Interstate Commerce Commission
Washington, D.C.

Re: Canadian Pacific Limited
Equipment Trust Series "V"

Dear Sir:

This refers to the Equipment Trust Agreement dated as of May 15, 1975, between First National Bank of Minneapolis and Canadian Pacific Limited and recorded with the United States Interstate Commerce Commission on May 23, 1975, at 12:20 p.m.; Recordation No. 7933.

A Supplemental Agreement dated as of May 15, 1975, has been filed as well with the United States Interstate Commerce Commission on June 23, 1975, Recordation No. 7933-A.

It has become necessary to renumber certain equipment. Consequently, a further Supplemental Agreement dated as of May 19, 1977, has been executed by First National Bank of Minneapolis and Canadian Pacific Limited for that purpose.

Transmitted herewith are three original counterparts (two for the Commission's files and one for stamping by the Commission of the recordation information and return to the messenger handing you this letter) of the Supplemental Agreement dated as of May 19, 1977, as well as a cheque to cover the recordation fee.

It is requested that you proceed with the recordation of the Supplemental Agreement pursuant to Section 20c of the Interstate Commerce Act and you return one counterpart to the messenger handing you this letter.

The names and addresses of the parties to the Supplemental Agreement are as follows:

7-173A105
Date
Fee \$ /c
ICS Washington, D.C.

*C. R. ...
W. ...*

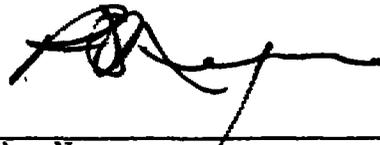
Secretary
Interstate Commerce Commission
Page 2

First National Bank of Minneapolis
120 South Sixth Street
Minneapolis, Minnesota 55480

Canadian Pacific Limited
910 Peel Street
Montreal, Quebec
H3C 3E4
Canada

I am an Executive Officer of Canadian Pacific Limited and have knowledge of the matter set forth herewith.

Yours very truly,



P. A. Nepveu
Vice-President Finance
and Accounting

7933-B
JULY 1977
RECORDATION NO. 7933

SUPPLEMENTAL AGREEMENT dated as of the
19th. day of May , 1977.

BY AND BETWEEN: FIRST NATIONAL BANK OF MINNEAPOLIS,
a national banking association, as
Trustee
(hereinafter called the "Trustee")

AND: CANADIAN PACIFIC LIMITED,
a corporation duly organized and
existing under the laws of Canada
(hereinafter called the "Company")



WHEREAS CANADIAN PACIFIC EQUIPMENT TRUST,
SERIES "V", was constituted by the Equipment Trust Agreement
dated as of May 15, 1975 (hereinafter called the "Trust
Agreement") by and between the Trustee and the Company; and

WHEREAS the Trust Agreement was filed and
recorded with the United States Interstate Commerce Commission
on May 23, 1975, at 12:20 p.m., Recordation No. 7933, pursuant
to Section 20c of the Interstate Commerce Act, as amended,
and duly deposited in the office of the Registrar General of
Canada on May 23, 1975, at 2:30 p.m., notice of such deposit
having been duly published in the Canada Gazette on June 21,
1975; and

WHEREAS by Supplemental Agreement dated as of
May 15, 1975, filed and recorded with the United States Inter-
state Commerce Commission on June 23, 1975, at 11:15 a.m.,
Recordation No. 7933-A, and duly deposited in the office of the
Registrar General of Canada on June 16, 1975, at 11:30 a.m.,
notice of such deposit having been duly published in the Canada
Gazette on July 5, 1975, the Trust Agreement was amended by
adding a new subparagraph (g) to Section 5.1 of Article V; and

WHEREAS Section 4.6 of the Trust Agreement provides that the Company shall not change or permit to be changed, the numbers of any of the Trust Equipment (as defined in the Trust Agreement) except in accordance with a statement of new numbers to be substituted therefor, to be filed with the Trustee by the Company as well as filed and recorded in like manner as the Trust Agreement; and

WHEREAS the Company desires to further amend the Trust Agreement by renumbering five (5) of the one hundred twenty-one (121) 52'8" 70 ton box cars in Series CP204019 - CP204139 described in Schedule "A" of the Trust Agreement to which renumbering the Trustee has consented, and the parties desire to enter into this Supplemental Agreement for the purpose of evidencing such renumbering pursuant to Section 4.6;

NOW THEREFORE, THIS SUPPLEMENTAL AGREEMENT
WITNESSETH:

1. That the description of five (5) box cars, hereinafter enumerated, described in Schedule "A" of the Trust Agreement is hereby amended by changing the numbers of said units as hereinafter enumerated:

<u>PREVIOUS NUMBERS</u>	<u>RENUMBERED</u>
CP204030	CP204200
CP204035	CP204203
CP204105	CP204202
CP204123	CP204205
CP204132	CP204204

2. That upon the above-described equipment being so renumbered, the said equipment shall remain Trust Equipment within the meaning of the Trust Agreement and shall be subject to all the terms and provisions thereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

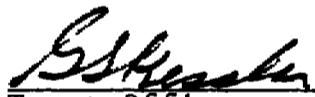
FIRST NATIONAL BANK OF MINNEAPOLIS,

Trustee,

by: 

18 VICE PRESIDENT.

(SEAL)
ATTEST


Trust Officer

CANADIAN PACIFIC LIMITED

by: 

Vice President
Finance and Accounting

by: 

ASSISTANT SECRETARY

(SEAL)



CHAMBER OF NOTARIES OF QUEBEC

PROVINCE OF QUEBEC
CANADA

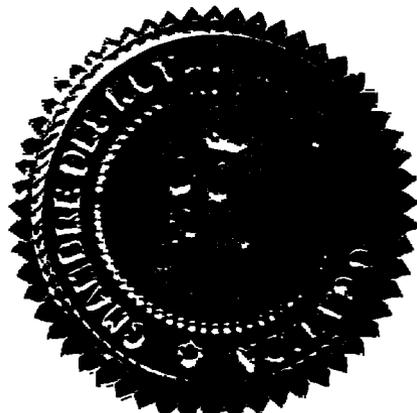
I, JEAN BERNARD COUPAL, Secretary of the Chamber of Notaries of Quebec, Canada, said Chamber having its Seat, in the City of Montreal, organized under the laws of said Province of Quebec, and being the sole and only Chamber of Record for all Notaries in said Province, said Chamber having a seal, the whole as enacted by the law 17-18 Elizabeth II, 1968, ch. 70, and amended on July 6th, 1973 to concord with the Professional Code which came into force February 1st, 1974.

DO HEREBY CERTIFY that ME ANDRE GROULX, NOTARY - - - - -
residing at Montreal - - - - - in the Judicial District of Montreal - - - - -
of said Province, who signed the certificate of proof of acknowledgment on the hereunto attached instrument, was at the time of taking such proof of acknowledgment a practising Notary and Public Officer, having been duly commissioned and sworn as such and his name is entered on the Roll of the Order of Notaries of said Province of Quebec, that his jurisdiction extends over the whole of said Province of Quebec and his terme of office is for life; that therefore he is at the date hereon a person authorized to take and certify affidavits and solemn declarations and to take proof and acknowledgment of all deeds and other instruments, and to certify as such Notary both originals and copies thereof or either of them to be recorded in said Province, the whole in accordance with and as required by the said Notarial Act and the laws of said Province of Quebec.

AND moreover I have compared the signature: " André Groulx, notary - - - - - " affixed to said instrument, with that deposited in the "Register of official signatures of Notaries" (said Register being kept only by me and remaining of record only in my office), and, as required by said Notarial Act and laws, such signature is the Official signature of said person and the impression of his official seal on said certificate is also genuine.

THAT further in my said capacity of Secretary of the said Chamber of Notaries, I am the only authority under the laws of said Province to issue the present certificate.

WITNESS my hand and the official seal of said Chamber of Notaries at Montreal, this nineteenth - - - day of May - - - one thousand nine hundred and seventy-seven



JEAN BERNARD COUPAL
Secretary

