

Canadian Pacific

March 1, 1978

RECEIVED
MAR 7 11 52 AM '78
CERTIFICATION UNIT

Secretary
Interstate Commerce Commission
Washington, D.C.

RECORDED NO. 7319 A
MAR 7 1978 - 11 15 AM
INTERSTATE COMMERCE COMMISSION

Dear Sir:

Re: Canadian Pacific Limited
Equipment Trust Series "U"

This refers to the Equipment Trust Agreement dated as of January 1, 1974, between First National Bank of Minneapolis and Canadian Pacific Limited and recorded with the United States Interstate Commerce Commission on January 23, 1974, at 3:20 p.m., Recordation No. 7319.

It has become necessary to replace certain destroyed equipment with other appropriate equipment. Consequently, a Supplemental Agreement dated as of February 16, 1978, 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 February 16, 1978, 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:

First National Bank of Minneapolis
120 South Sixth Street
P.O. Box A 700
Minneapolis, Minnesota 55480
U. S. A.

8-6651090

MAR 7 1978

File
cc

CC Washington

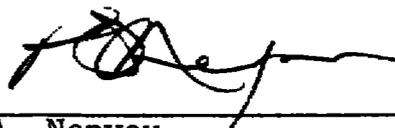
Handwritten signature/initials on the left margin.

Secretary
Interstate Commerce Commission
Page 2

Canadian Pacific Limited
Windsor Station
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

Interstate Commerce Commission
Washington, D.C. 20423

3/7/78

OFFICE OF THE SECRETARY

P.A. Nepveu, Vice Pres.
Canadian Pacific
Windsor Station
Montreal, Quebec H3C3E4

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 3/7/78 at 11:55am and assigned recordation number(s) 5310-K & 7319-A

Sincerely yours,



H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

MAP 1 1970-11 22 AM

INTERNATIONAL COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT dated as of the 16th day of February, 1978,

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 LIMITED EQUIPMENT TRUST, SERIES "U", was constituted by the Equipment Trust Agreement dated as of January 1, 1974 (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 January 23, 1974 at 3:20 p.m., Recordation No. 7319, pursuant to Section 20c of the Interstate Commerce Act, as amended, and duly deposited in the office of the Registrar General of Canada on January 23, 1974 at 2:40 p.m., notice of such deposit having been duly published in the Canada Gazette on February 9, 1974; and

WHEREAS the Company desires to sell, assign and transfer or cause to be sold, assigned and transferred to the Trustee additional equipment, the aggregate final cost or fair value of which, whichever is less, will be at least \$414,243.67 being the fair value of equipment subject to the Trust Agreement that has been destroyed.

NOW THEREFORE THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

- 1. The Company shall sell, assign and transfer or cause to be sold, assigned and transferred to the Trustee, as Trustee for the holders of the Trust Certificates under the Trust Agreement the following equipment:

<u>No. of Cars</u>	<u>Number and Description</u>	<u>Fair Value Per Unit</u>	<u>Aggregate Cost of Acquisition</u>
10	40-ton 59 foot 4 inch bi-level flat cars, all steel construction, with end of car cushioning device to absorb car movements, and journal roller bearings. Numbered as follows: CP 540203 to CP 540212, both numbers inclusive.	\$41,872.13	\$418,721.30

2. Upon the above-described equipment being so sold, assigned and transferred to the Trustee the said equipment shall become Trust Equipment within the meaning of the Trust Agreement and shall be subject to all the terms and conditions 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 above written.

FIRST NATIONAL BANK OF MINNEAPOLIS
Trustee

CORPORATE SEAL
ATTEST:


Trust Officer

By: _____

Its: _____

CANADIAN PACIFIC LIMITED

CORPORATE SEAL
ATTEST:


Assistant Secretary

By: 
Vice-President, Finance and Accounting

By: 
Secretary





CHAMBER OF NOTARIES OF QUEBEC

PROVINCE OF QUEBEC
CANADA

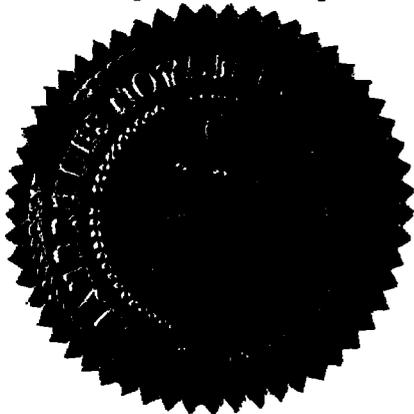
I, JEAN BERNARD COUPAL, Secretary of the Chamber of Notaries of Quebec, Canada, said Chamber having its Seat, in the City of Montreal, organized under the laws of said Province of Quebec, and being the sole and only Chamber of Record for all Notaries in said Province, said Chamber having a seal, the 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.

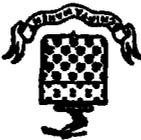
THAT further in my said capacity of Secretary of the said Chamber of Notaries, I am the only authority under the laws of said Province to issue the present certificate.

WITNESS my hand and the official seal of said Chamber of Notaries at Montreal, this twentieth - - - - day of January - -one thousand nine hundred and seventy-eight.




JEAN BERNARD COUPAL
Secretary

630 DORCHESTER BLVD.. WEST, ROOM 1700, MONTREAL H3B 1T6



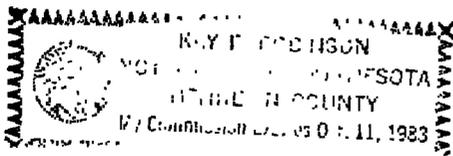
STATE OF MINNESOTA)
COUNTY OF HENNEPIN) ss:

On this 6TH day of FEBRUARY, 1978, before me personally appeared J. SCANLON, to me personally known, who, being by me duly sworn, says that he is a Vice President of FIRST NATIONAL BANK OF MINNEAPOLIS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

(SEAL)

My Commission expires

Kay J. Robinson



PROVINCE OF QUEBEC)
CITY OF MONTREAL) ss:

On this 20th day of January, 1978, before me personally appeared P. A. Napue, to me personally known, who, being by me duly sworn, says that he is a vice president of CANADIAN PACIFIC LIMITED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument ~~is the corporate seal of said corporation, that said instrument~~ was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My commission expires is for life.

Indie H. ...