MACKENZIE GERVAIS

BARRISTERS & SOLICITORS

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MICHAEL PATRY
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COUNSEL
DANIEL O'C. DOHENY, Q.C. CHARLES M. BÉDARD JACQUES LALONDE

*ALSO OF THE ONTARIO BAR

RECORDATION NO. 11041-D Filed 1425

APR 7 1988-3 35 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 11042-B Filed 1425

APR 7 1988-3 35 PM

INTERSTATE COMMERCE COMMISSION

No. 8-098A033
Date APR 7 1988
Fee $ 10.00
ICC Washington, D.C.

March 30, 1988

Secretary
INTERSTATE COMMERCE COMMISSION
Washington, D.C. 20423
U.S.A.

Dear Sir:

On behalf of our client, CGTX INC., I enclose a supplemental trust deed relating to railway tank cars which we submit for recordation under the provisions of 49 U.S.C. Section 11303(a) and the Rules and Regulations of the Interstate Commerce Commission together with our cheque for $10 U.S. in payment of the filing fee.

Also enclosed is a letter of authority from the Secretary of CGTX INC. Should anything further be required, we would be grateful if you would call our Mr. Mackenzie.

We look forward to receiving two copies with final data noted thereon in due time.

Yours truly,

David Mackenzie

DBM/wlw
Encls.

CGTX INC.
SIÈGE SOCIAL-16e ÉTAGE 1600, BOUL. DORCHESTER OUEST MONTRÉAL (QUÉBEC) H3H 1P9
HEAD OFFICE-16th FLOOR 1600 DORCHESTER BLVD. WEST MONTRÉAL (QUÉBEC) H3H 1P9

CASE POSTALE 70, SUCCURSALE A, MONTRÉAL (QUÉBEC) H3C 2R6
P. O. BOX 70, STATION A, MONTRÉAL (QUÉBEC) H3C 2R6

RECORDATION NO. 11041-D Filed 1425

March 28, 1988

RECORDATION NO. 11042-B Filed 1425

Secretary
Interstate Commerce Commission
Washington, D.C. 20423
U.S.A.

APR 7 1988-3 35 PM
INTERSTATE COMMERCE COMMISSION

APR 7 1988-3 35 PM
INTERSTATE COMMERCE COMMISSION

Dear Sirs:

In accordance with the provisions of 49 U.S.C. Section 11303(a) and the Rules and Regulations of the Interstate Commerce Commission thereunder, we submit herewith for recordation three counterparts of a Supplemental Deed of Trust and Mortgage, dated as of March 15, 1988 between CGTX INC. and Montreal Trust Company, as trustee.

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

CGTX INC.
1600 Dorchester Boulevard West
Suite 1600
Montreal, Quebec Canada
H3H 1P9

Montreal Trust Company
1 Place Ville Marie
Montreal, Quebec
Canada

The equipment covered by the Supplemental Deed of Trust and Mortgage is rolling stock and is particularly described in Exhibit A hereto.

The Supplemental Deed of Trust and Mortgage has been executed and delivered in connection with the Deed of Trust and Mortgage, dated as of October 15, 1979, which was filed with the ICC on November 13, 1979 at 11:45 a.m. and assigned recordation No. 11042, and a First Supplemental Deed of Trust and Mortgage thereto, dated as of October 1, 1982, which was filed with the ICC on October 15, 1982 at 11:45 a.m. and assigned recordation No. 11041-A.

Enclosed is a check to cover the recordation fee.

TÉL. (514) 931-7343 TÉLEX 05-267562

INTERSTATE COMMERCE COMMISSION

You are hereby authorized to mail two executed copies of the Supplemental Deed of Trust and Mortgage, with filing data noted thereon following recordation thereof, to Messrs. Mackenzie Gervais, 770 Sherbrooke Street West, Suite 1300, Montreal, Quebec H3A 1G1 Canada.

Yours truly,

T. S. G. Flett
Secretary & Comptroller

TSGF/tc
enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4/8/88

OFFICE OF THE SECRETARY

Messrs, Mackenzie Gervals
770 Sherbrooks Street West, Suite 1300
Montreal, Quebec H3A 1G1 Canada

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/7/88 at 3:35pm, and assigned recordation number(s). 11041-D & 11042-B

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

You owe me $16 the filing is now$13 whenever you file a record. & have two numbers Please send me two document for each different numbers & a Transmittal letter for each. Thank You.

Ms. Mildred R. Lee
Conveyance Examier
Ph.No. 202-2757087

SE-30

RECORDATION NO. 11046-D Filed 1425
APR 7 1988 3 35 PM
INTERSTATE COMMERCE COMMISSION

This Second Supplemental Deed of Trust and Mortgage dated as of the fifteenth day of March, 1988.

BETWEEN: CGTX INC., (formerly Canadian General Transit Company, Limited and hereinafter called the "Company"),a corporation duly incorporated under the laws of Canada, having its registered office in the City of Montreal in the Province of Quebec.

PARTY OF THE FIRST PART

AND: MONTREAL TRUST COMPANY, (herein after called the "Trustee"), a company duly incorporated under the laws of the Province of Quebec having its head office in the City of Montreal.

PARTY OF THE SECOND PART

WITNESSETH:

WHEREAS under a Deed of Trust and Mortgage and correlated Trust Deed of Hypothec, Mortgage and Pledge both bearing formal date of October 15, 1979 (collectively the "Trust Deed") as supplemented by a First Supplemental Deed of Trust and Mortgage and a First Supplemental Trust Deed of Hypothec, Mortgage and Pledge, both bearing formal date of October 1, 1982 (collectively, the "First Supplemental Trust Deed") between the Company and the Trustee, there were created and issued $15,000,000 aggregate principal amount of 10 7/8% First Mortgage Sinking Fund Equipment Notes due October 15, 1999 (the "Notes") of the Company of which $9,000,000 aggregate principal amount are outstanding at the date hereof, (the Trust Deed, as supplemented and amended by the First Supplemental Trust Deed, as herein called the "Trust Deeds"); and

WHEREAS under the provisions of the Trust Deeds the Company is bound to maintain subject to the charges of the Trust Deeds certain

mortgaged premises consisting of railway car equipment (the "equipment") and further to subject to the charges of the Trust Deeds such equipment as may be acquired in replacement of any part of the mortgaged premises which shall be lost or destroyed; and

WHEREAS certain equipment has been destroyed and the Company has acquired other equipment in replacement thereof and the parties have agreed to subject such replacement equipment to the charges of the Trust Deeds; and

WHEREAS the Trust Deeds were registered:

under the Canada Corporations Act on November 30, 1979 (Trust Deed only);

under the Corporation Securities Registration Act of Nova Scotia on November 9, 1979 and on October 14, 1982 under number 8232A;

under the Corporation Securities Registration Act of New Brunswick on November 13, 1979 under number 4840 and on October 13, 1982 under number 7457;

under the Corporation Securities Registration Act of Prince Edward Island on November 13, 1979 under number 1258 and on October 13, 1982 under number 2065;

in the registry office for the Registration Division of Montreal in the Province of Quebec on November 9, 1979 under number 3027343 and on October 14, 1982 under number 3297330;

under the Corporation Securities Registration Act of Ontario on November 19, 1979 under number 44374 and on October 15, 1982 under number 65096 and under the Personal Property Security Act of Ontario on October 15, 1982 under number 80-0828890;

under the Personal Property Act of Manitoba on November 13, 1979 under number 791113 - 104594 and on October 19, 1982 under number 821019-107730;

under the Corporation Securities Registration Act of Saskatchewan on November 20, 1979 under number 12681 (Trust Deed only);

under the Companies Act of Alberta on November 15, 1979 and under the Business Corporations Act of Alberta on October 18, 1982;

under the Company Act of British Columbia on November 20, 1979 and on October 26, 1982;

under the Interstate Commerce Act on November 13, 1979 under number 11042 and on October 15, 1982 under number 11042A.

NOW THEREFORE THIS SECOND SUPPLEMENTAL TRUST DEED WITNESSETH:

Section 1.01 The Company declares that the equipment lost or destroyed and the value thereof determined as in the Trust Deeds provided, is as follows:

EQUIPMENT LOST	ORIGINAL COST	DEPRECIATED VALUE
CP 389250	$ 38,022	$ 32,499
CP 389309	38,022	32,499
CP 389312	38,022	32,119
CGTX 70551	48,855	37,786
CGTX 14436	36,766	22,468
CGTX 70515	36,121	24,027
CP 389322	38,022	24,588
	$273,830	**$205,986**

Section 1.02 The Trust Deeds are amended by adding to the Second Schedule thereof the following equipment, all of which is subject to the hypothec, mortgage, charge, cession and transfer of the Trust Deeds:

NO. OF CARS	DESCRIPTION	TOTAL COST	DEPRECIATED VALUE
17	33,500 USG, Class DOT 112J340W tanks cars for liquid propane service, insulated, 100 ton trucks, initialled CGTX and numbers 63727 to 63729 inclusive, 63731, 63759, 63760, 63761, 63764, 63766, 63767, 63769 to 63775 inclusive	$804,303	$274,616
17 Cars		**$804,303**	**$274.616**

Section 1.03 This Deed is declared to be supplemental to the Trust Deeds and is to form part thereof and shall have the same effect as though incorporated in the Trust Deeds. The Trust Deeds are part of these presents and are by this reference, included herein with the same effect as though at length set forth herein. In these pre sents, unless there is something in the context inconsistent therewith, the expressions used shall have the same meaning as corresponding expressions used in the Trust Deeds and all the provisions of the Trust Deeds except only insofar as may be in consistent with the express provisions of these presents, shall apply to and have effect in connection with this Deed.

Section 1.04 Contemporaneously or substantially contemporaneously with the execution of this Supplemental Deed of Trust and Mortgage, the Company has, in conformity with the laws of the Province of Quebec, in which a part of the mortgaged premises may from time to time be situate, signed and executed in notarial form a Supplemental Trust Deed of Hypothec, Mortgage, Pledge and Charge, hypothecating, mortgaging, pledging and charging as and by way of a fixed charge in favour of the Trustee, the mortgaged premises hereby affected as security for the Notes, such Supplemental Trust Deed of Hypothec, Mortgage, Pledge and Charge being substantially of the same tenor and effect as this Supplemental Deed of Trust and Mortgage, both the said Deeds constituting and to be read as one instrument.

Section 1.05 This Supplemental Deed of Trust and Mortgage may be executed in counterparts, either on different dates or simultaneously, as the case may be, each of which so executed shall be deemed to be an original and such counterparts together shall constitute one and the same instrument.

Section 1.06 This Supplemental Deed of Trust and Mortgage is written in English only at the express request of the Company.

IN WITNESS WHEREOF the Parties hereto have duly executed this Supplemental Deed of Trust and Mortgage.

Signed, Sealed and Delivered in the Presence of:

CGTX INC.

Vice-President

Secretary

MONTREAL TRUST COMPANY

Assistant to the Manager, Corporate Trust Department

Corporate Trust Officer

CANADA
PROVINCE OF QUEBEC

TO WIT:

AFFIDAVIT OF BONA FIDES

I, Raymond E. Jarjour, of the City of Pointe Claire in the Province of Quebec and therein residing at 3 Bowling Greene Avenue, MAKE OATH AND SAY:

1. That I am an officer holding the office of Assistant to the Manager, Corporate Trust Department of MONTREAL TRUST COMPANY, the Trustee named in the annexed Supplemental Deed of Trust and Mortgage, made by CGTX INC. to the said MONTREAL TRUST COMPANY, and I am aware of the circumstances connected with the transaction and have a personal knowledge of the facts and matters hereinafter deposed to.

2. That the said Deed, being an instrument containing a specific charge of chattels, was executed in good faith and for the express purpose of securing payment of the Notes referred to therein and not for the mere purpose of protecting the chattels therein mentioned against the creditors of CGTX INC. or preventing such creditors from obtaining payment of any claim against the said CGTX INC.

SWORN TO BEFORE ME at the City of Montreal in the Province of Quebec, this 21st day of March, 1988.

A Notary Public in and for the Province of Quebec

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

AFFIDAVIT

I, Jacques Poulin, of the City of Laval in the District of Montreal and therein residing at 34 Les Bouleaux, being duly sworn do depose and say:

1. THAT I am the Assistant Comptroller of CGTX INC., one the parties to the annexed Supplemental Deed of Trust and Mortgage, am aware of the circumstances connected with the transaction and have a personal knowledge of the facts herein deposed to;

2. That I was personally present and did see the said Deed signed, sealed, executed and delivered by the said Company by John Buckley and T.S.G. Flett, the Vice-President and Secretary respectively of the said Company, and the corporate seal of the said Company thereto affixed;

3. That I know the said John Buckley and T.S.G. Flett and know them to be respectively the President and Secretary of the said Company duly authorized to execute the said Deed and that the signatures purporting to be their signatures opposite the corporate seal of the said Company at the foot of the said Deed were made by them respectively in my presence and are of the proper handwriting of the said John Buckley and T.S.G. Flett;

4. That the seal affixed to the said Deed is the corporate seal of the said Company;

5. That I am a subscribing witness to the said Deed and that the same "Jacques Poulin" subscribed as a witness to the execution of the said Deed is of the proper handwriting of me, this deponent;

6. That the said Deed was executed by CGTX INC. at the City of Montreal, in the Province of Quebec, on the 21st day of March, 1988.

Jacques Poirier

SWORN TO BEFORE ME at the City of Montreal, this 21st day of March, 1988.

A Notary Public in and for the Province of Quebec

notary

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

AFFIDAVIT

I, David Mackenzie, of the City of Montreal in the District of Montreal, and therein residing at 3055 Sherbrooke Street West being duly sworn do depose and say:

1. That I am counsel to the parties to the annexed Supplemental Deed of Trust and Mortgage, am aware of the circumstances connected with the transaction, and have personal knowledge of the facts herein deposed to;

2. That I was personally present and did see the said Deed signed, sealed, executed and delivered by Montreal Trust Company by R.E. Jarjour, Assistant to the Manager, Corporate Trust Department, and Guy O'Reilly, Corporate Trust Officer, of the said Company and the corporate seal of the said Company thereto affixed;

3. That I know the said R.E. Jarjour and Guy O'reilly and know them to be Corporate Trust Officers of the said Company duly authorized to execute the said Deed and the signatures purporting to be their signatures opposite the corporate seal of the said Company at the foot of the said Deed were made by them respectively in my presence and are of the proper handwriting of the said R.E. Jarjour and Guy O'Reilly;

4. That the seal affixed to the said Deed is the corporate seal of the said Company;

5. That I am subscribing witness to the said Deed and that the name "David Mackenzie" subscribed as a witness to the execution of the said Deed is of the proper handwriting of me, this deponent;

6. That the said Deed was executed by Montreal Trust Company at the City of Montreal in the Province of Quebec on the 21st day of March, 1988.

SWORN TO BEFORE ME at the City of Montreal, this 21st day of March 1988.

A Notary Public in and for the Province of Quebec