

4-755-079

No. FEB 24 1984
Date
Fee \$ 30.00

Canadian Pacific

ICC Washington, D.C.

J P T Clough
Vice-President

February 17, 1984

Secretary
Interstate Commerce Commission
Washington, D.C.

RECORDATION NO. 7319-C Filed 1425

FEB 24 1984 12:10 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
FEB 24 12 45 PM '84
I.C.C.
FEE OPERATION BR.

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.

Supplemental Agreements dated as of February 16, 1978 and November 8, 1979 have been filed as well with the United States Interstate Commerce Commission on March 7, 1978 and November 19, 1979, respectively. Recordation Nos. 7319-A and 7319-B.

It has become necessary to renumber certain equipment. Consequently, a Supplemental Agreement dated as of February 17, 1984, 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 17, 1984, 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.

.../2

C. Dewey [Signature]

Secretary
Interstate Commerce Commission
February 17, 1984
Page 2

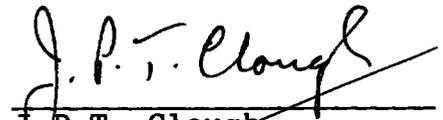
The names and addresses of the parties to
the Supplemental Agreement are as follows:

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

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,



J.P.T. Clough
Vice-President
Finance and Accounting

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

2/24/84

J.P.T. Clough
Canadian Pacific Limited
910 Peel Street, P.O. Box 6042 St. "A"
Montreal Quebec H3C3E4

Dear

The ~~Sir~~ enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on _____ at _____ and assigned re-
recording number(s).

2/24/84

12:50pm

Sincerely yours,
7319-C, 7933-D, 8840-C



JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30
(7/79)

SUPPLEMENTAL AGREEMENT dated as of the 17th day of February, 1984 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").

RECORDATION NO. 7319-C FILED 1425

FEB 24 1984 :12 :0 PM

WHEREAS CANADIAN PACIFIC LIMITED EQUIPMENT TRUST, INTERSTATE COMMERCE COMMISSION 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 by Supplemental Agreement dated as of February 16, 1978, filed and recorded with the United States Interstate Commerce Commission on March 7, 1978 at 11:55 a.m., Recordation No. 7319-A, and duly deposited in the office of the Registrar General of Canada on February 27, 1978 at 9:15 a.m. and notice of such deposit having been published in the Canada Gazette on April 1, 1978, certain equipment as therein described was subjected to the Trust Agreement replacing equipment that has been destroyed; and

WHEREAS by Supplemental Agreement dated as of November 8, 1979, filed and recorded with the United States Interstate Commerce Commission on November 19, 1979 at 3:40 p.m., Recordation No. 7319-B, and duly deposited in the office of the Registrar General of Canada on November 30, 1979 at 11:30 a.m. and notice of such deposit having been published in the Canada Gazette on

December 29, 1979, certain equipment as therein described was subjected to the Trust Agreement replacing equipment that has been destroyed; 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 ten (10) 89'4" 40 ton bi-level flat cars numbered CP540203 - CP540212 described in the said Supplemental Agreement dated February 16, 1978 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 ten (10) bi-level flat cars, hereinafter enumerated, described in the Supplemental Agreement dated February 16, 1978 is hereby amended by changing the numbers of said units as hereinafter enumerated:

<u>PREVIOUS NUMBERS</u>	<u>RENUMBERED</u>
CP 540203	CP 542501
540204	542502
540205	542503
540206	542504
540207	542505
540208	542506
540209	542507
540210	542508
540211	542509
540212	542510

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,

CORPORATE SEAL
ATTEST:

By: *Alfred W. President*

By: *Franklin Vice President*

Kay Robinson
Trust Officer

CANADIAN PACIFIC LIMITED

CORPORATE SEAL
ATTEST:

By: *J. P. T. Clough* Vice-President
Finance and Accounting

By: *R. Chuch*

ASSISTANT SECRETARY



CHAMBER OF NOTARIES OF QUEBEC

PROVINCE OF QUEBEC
CANADA

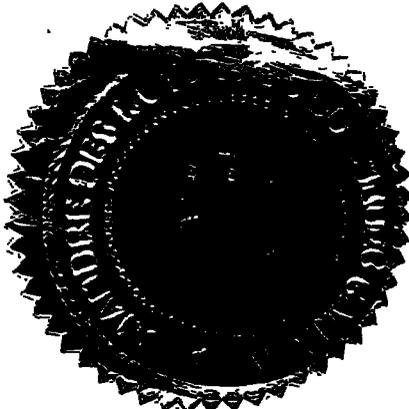
I, DANIELLE LORD, Secretary of the Chamber of Notaries of Quebec, Canada, said Chamber having its Seat, in the City of Montreal, organized under the laws of said Province of Quebec, and being the sole and only Chamber of Record for all Notaries in said Province, said Chamber having a seal, the whole 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 term 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: " Andre 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.

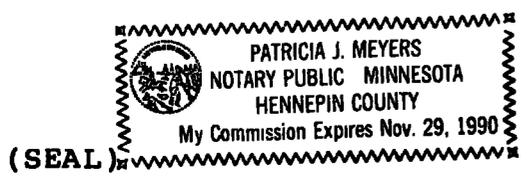
WITNESS my hand and the official seal of said Chamber of Notaries at Montreal, this Seventeenth day of January one thousand nine hundred and eighty-four.



Danielle Lord
DANIELLE LORD
Secretary

STATE OF *Minnesota*)
COUNTY OF *Hennepin*) ss:

On this *31st* day of *January*, 1984, before me personally appeared *J. L. Anderson*, to me personally known, 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.

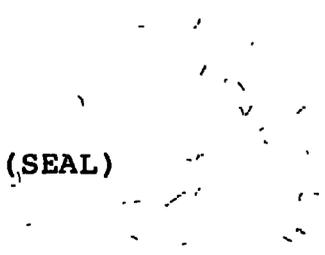


Patricia J. Meyers

My commission expires

PROVINCE OF QUEBEC)
CITY OF MONTREAL) ss:

On this *17th* day of *JANUARY*, 1984, before me personally appeared *R.E. Church*, to me personally known, who, being by me duly sworn, says that he is an *Assistant Secretary* of CANADIAN PACIFIC LIMITED, that one of the seals affixed to the foregoing 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.



R. E. Church

My commission is for life