

Minneapolis Office  
Suite 1000 Soo Line Building  
105 South Fifth Street  
P.O. Box 530  
Minneapolis, Minnesota 55440  
Tel. (612) 337-7665  
Fax (612) 347-8203

Chicago Office  
550 West Jackson Boulevard  
Suite 370  
Chicago, Illinois 60661  
Tel. (312) 831-0600  
Fax (312) 831-0622

Albany Office  
200 Clifton Corporate Park  
P.O. Box 8002  
Clifton Park, New York 12065  
Tel. (518) 383-7206  
Fax (518) 383-7250

Vice-President Legal Services  
Toronto (416) 863-8354  
Associate Vice-President Legal Services  
Montreal (514) 395-7681

# Canadian Pacific Legal Services

18447  
RECORDED - INDEXED

Writer's Direct Number (612) 347-8015

NOV 1 1993 1:12 PM

October 27, 1993

INTERSTATE COMMERCE COMMISSION

Minneapolis Office  
Wayne C Serkland  
U.S. Regional Counsel  
Fern B Albers  
Barry McGrath  
Patrick J McPartland  
Assistant U.S. Regional Counsel

John F Cook  
Jean L Findorff  
Patrick J Nugent  
Glenn Olander-Quamme  
Larry D Starns  
General Attorneys

John C Holden  
Attorney

Larry E Long  
Government Affairs

Chicago Office  
Thomas L Hogan  
General Attorney - Chicago  
Randall V TeWinkle  
General Attorney - Chicago

Albany Office  
Timothy G Mulcahy  
General Attorney - Albany

Interstate Commerce Commission  
12th and Constitution Avenue N.W.  
Washington, D.C. 20423  
Attn: Ms. Mildred Lee, Room 23003

0100032039

## Re: Recordation of Memorandum of Lease Agreement

Dear Ms. Lee:

I have enclosed two originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Lease Agreement, a primary document, dated October 15, 1993.

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

**Lessor:** London Life Insurance  
255 Dufferin Avenue  
London, Ontario N6A 4K1  
Canada

**Lessee:** Canadian Pacific Limited  
Place du Canada, Box 6042, Sta. A  
Montreal, Quebec H3C 3E4  
Canada

A description of the equipment covered by the document follows:

Ninety-eight (98), Sixty (60') Foot,  
One Hundred (100) ton, roller bearing,  
high roof, xm boxcars (CPAA 206500-206597  
both inclusive).

RECEIVED  
OFFICE OF THE  
SECRETARY  
NOV 1 1 08 PM '93  
LICENSING BRANCH

Interstate Commerce Commission  
Page Two  
October 27, 1993

A fee of \$18.00 is enclosed. Please return one original together with the notation acknowledging that it has been filed pursuant to 49 U.S. Code Section 11303 and pertinent recordation information to:

Jean L. Findorff  
General Attorney  
CP Legal Services  
P.O. Box 530  
Minneapolis, MN 55440

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

Memorandum of Lease Agreement between London Life Insurance Company, Lessor, 255 Dufferin Avenue, London, Ontario N6A 4K1, Canada, and Canadian Pacific Limited, Lessee, Place du Canada, Box 6042, Sta. A, Montreal, Quebec H3C 3E4, Canada, dated as of October 15, 1993, and Covering Ninety-Eight (98), Sixty (60') Foot, One Hundred (100) ton, Roller bearing, high roof, xm boxcars (CPAA 206500-206597 both inclusive).

Thank you for your cooperation.

Very truly yours,

  
Jean L. Findorff

JLF/ljd

Enclosures

cc: A. P. Mahaffy  
S. Sarathy

# Interstate Commerce Commission

Washington, D.C. 20423

11/1/93

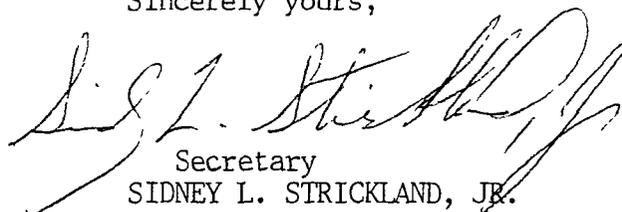
OFFICE OF THE SECRETARY

Jean L. Findorff  
Canadian Pacific Legal Services  
P. O. Box 530  
Minneapolis, MN. 55440

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 **11/1/93** at **1:15PM**, and assigned recordation number(s). **18447.**

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

8447  
RECORDED

NOV 1 1993 4 42 PM

MEMORANDUM OF LEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE AGREEMENT made as of October 15, 1993 is intended to evidence the Lease Agreement, dated as of October 15, 1993 (the "Lease Agreement") between LONDON LIFE INSURANCE COMPANY, a Canadian corporation ("Lessor"), and CANADIAN PACIFIC LIMITED, a Canadian corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the ninety-eight (98) boxcars, more fully described in Annex A hereto (the "Cars"). Lessee leased from Lessor all the Cars at the rentals and upon the terms and conditions provided in the Lease Agreement.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Agreement on the date indicated below its signature.

LESSOR

LESSEE

LONDON LIFE INSURANCE COMPANY

CANADIAN PACIFIC LIMITED

By: *Alexander S. Muppy*  
Title: ALEXANDER S. MUPPY  
V.P., CORPORATE LENDING  
Date: Oct 12 / 93

By: *[Signature]*  
Title: Vice-President  
Marketing and Sales  
Date: October 15, 1993

By: *T. W. Chapman*  
Title: V.P. U.S. Equities  
Date: Oct 12 / 93

By: *G. A. Feigel*  
Title: G. A. Feigel, Assistant Secretary  
Date: October 14, 1993

APPROVED AS TO FORM FOR  
*[Signature]*  
C P Legal Services

**ANNEX A**

**To the Memorandum of Lease Agreement**

**Dated October 15, 1993**

**Equipment Description:**

Ninety-eight (98), sixty foot (60'), one hundred (100) ton, roller bearing, high roof, XM boxcars refurbished pursuant to the Repair Requirements and Specifications and Standards for Acceptance provided in Exhibit B to the Lease Agreement.

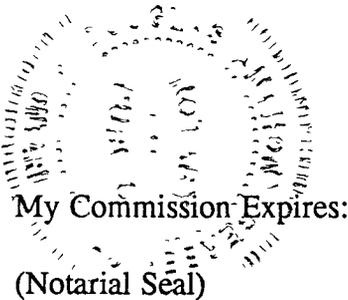
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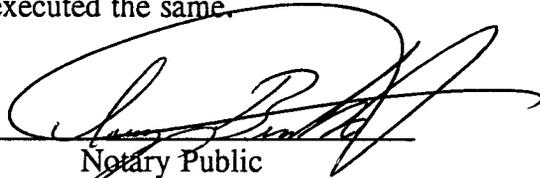
CPAA 206500-206597

PROVINCE OF Ontario )

CITY OF London )

On this 12 day of October, 1993, before me personally appeared Alexander S. Murphy, to me personally known or proved to me on the basis of satisfactory evidence to be the person, who, being by me duly sworn, says that he/she is the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same.



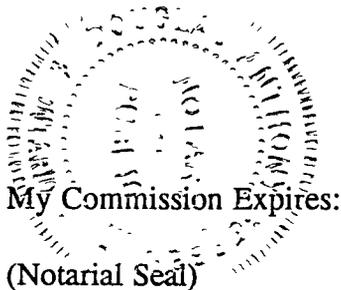
  
\_\_\_\_\_  
Notary Public

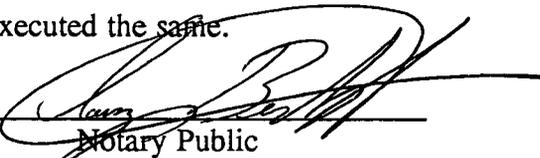
Douglas Anthony Berberich, a Notary Public  
in and for the Province of Ontario, Canada.  
My commission is not limited in duration.

PROVINCE OF Ontario )

CITY OF London )

On this 12 day of October, 1993, before me personally appeared T. W. Chapman, to me personally known or proved to me on the basis of satisfactory evidence to be the person, who, being by me duly sworn, says that he/she is the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same.



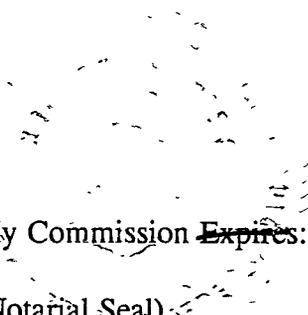
  
\_\_\_\_\_  
Notary Public

Douglas Anthony Berberich, a Notary Public  
in and for the Province of Ontario, Canada.  
My commission is not limited in duration.

PROVINCE OF Quebec )

CITY OF Montreal )

On this 14 day of October, 1993, before me personally appeared G. A. Feigel, to me personally known or proved to me on the basis of satisfactory evidence to be the person, who, being by me duly sworn, says that he/she is the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same.

  
Andee Rubenofsky  
Notary Public

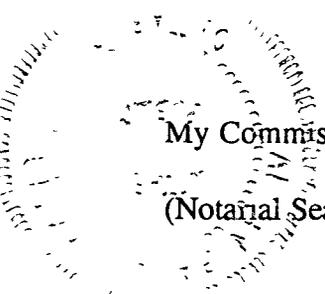
My Commission Expires: is FOR LIFE

(Notarial Seal)

PROVINCE OF Ontario )

CITY OF Toronto )

On this 11<sup>th</sup> day of October, 1993, before me personally appeared Peter Gilmore, to me personally known or proved to me on the basis of satisfactory evidence to be the person, who, being by me duly sworn, says that he/she is the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same.

  
W. C. Murphy  
Notary Public

My Commission Expires: is for life

(Notarial Seal)