



## LEXIS Document Services

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RECORDATION NO. 21785A FILED

January 10, 2002

JAN 14 '02

11:23 AM

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 20, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **CANADIAN PACIFIC RAILWAY**  
Suite 500, 401 - 9<sup>th</sup> Ave SW, Calgary, AB, Canada T2P 4Z4

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CANADIAN PACIFIC RAILWAY** covering 98 lumber flat cars with reporting marks and numbers – CP 318401 – CP 318499, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #21785 dated 11/17/98 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey  
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE JAN 14 '02

11-29 AM

THIS MEMORANDUM OF RAILCAR LEASE dated as of this ~~28~~ 29 SURFACE TRANSPORTATION BOARD Account 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CANADIAN PACIFIC RAILWAY, a Canadian corporation, with an address at Suite 500, 401 - 9th Ave SW, Calgary, AB, Canada T2P 4Z4 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 29, 1998 covering certain equipment listed therein pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on November 17, 1998 as recordation number 21785.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *Richard Latini*  
Name: RICHARD LATINI  
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CANADIAN PACIFIC RAILWAY

By: *Fred Groom*  
Name: Fred Groom  
Title: Vice President

**SCHEDULE A**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>
98	73' Centerbeam lumber flat cars	
1	CP 318401	50 CP 318450
2	CP 318402	51 CP 318451
3	CP 318403	52 CP 318452
4	CP 318404	53 CP 318453
5	CP 318405	54 CP 318454
6	CP 318406	55 CP 318455
7	CP 318407	56 CP 318456
8	CP 318408	57 CP 318457
9	CP 318409	58 CP 318458
10	CP 318410	59 CP 318459
11	CP 318411	60 CP 318460
12	CP 318412	61 CP 318461
13	CP 318413	62 CP 318462
14	CP 318414	63 CP 318463
15	CP 318415	64 CP 318464
16	CP 318416	65 CP 318465
17	CP 318417	66 CP 318467
18	CP 318418	67 CP 318468
19	CP 318419	68 CP 318469
20	CP 318420	69 CP 318470
21	CP 318421	70 CP 318471
22	CP 318422	71 CP 318472
23	CP 318423	72 CP 318473
24	CP 318424	73 CP 318474
25	CP 318425	74 CP 318475
26	CP 318426	75 CP 318476
27	CP 318427	76 CP 318477
28	CP 318428	77 CP 318478
29	CP 318429	78 CP 318479
30	CP 318430	79 CP 318480
31	CP 318431	80 CP 318481
32	CP 318432	81 CP 318482
33	CP 318433	82 CP 318483
34	CP 318434	83 CP 318484
35	CP 318435	84 CP 318485
36	CP 318436	85 CP 318486
37	CP 318437	86 CP 318487
38	CP 318438	87 CP 318488
39	CP 318439	88 CP 318489
40	CP 318440	89 CP 318490
41	CP 318441	90 CP 318491
42	CP 318442	91 CP 318492
43	CP 318443	92 CP 318493
44	CP 318444	93 CP 318494
45	CP 318445	94 CP 318495
46	CP 318446	95 CP 318496
47	CP 318447	96 CP 318497
48	CP 318448	97 CP 318498
49	CP 318449	98 CP 318499