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OF COUNSEL
URBAN A. LESTER

July 12, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23799-C FILED

JUL 12 '02 11:32 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Dissolution and Assumption, dated as of June 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 23799, 23799-A and 23799-B, and is intended to give notice that certain parties of record, namely 3720659 Canada Ltd., 3870987 Canada Inc., 3942252 Canada Inc., and 3942261 Canada Inc. have been merged into Canadian Pacific Railway Company.

The name and address of the party to the enclosed document are:

Surviving Corporation: Canadian Pacific Railway Company
Suite 500 Gulf Canada Square
401 9th Avenue, SW
Calgary, AB Canada T2P 4Z4

A description of the railroad equipment covered by the enclosed document is:

There is no new or additional equipment associated with this filing.

Mr. Vernon A. Williams
July 12, 2002
Page Two

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

Notice of Dissolution and Assumption

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/anr
Enclosures

NOTICE OF DISSOLUTION AND ASSUMPTION

June 27, 2002

RECORDATION NO. 23799-C FILED

JUN 12 '02 11:32 AM

SURFACE TRANSPORTATION BOARD

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Re: Canadian Railcar CSA Trust No. 2001-A

To Whom It May Concern:

Reference is hereby made to (i) the Memorandum of the Master Conditional Sale Agreement, made as of December 28, 2001, between Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Certificate Trustee, as Conditional Seller and 3720659 Canada Ltd., 3870987 Canada Inc., 3942252 Canada Inc. and 3942261 Canada Inc., (each, an "Initial Conditional Purchaser" and collectively, the "Initial Conditional Purchasers"), and assigned Recordation Number 23799; (ii) the Security Agreement, made as of December 28, 2001, between Wells Fargo Bank Northwest, National Association, a national banking association, in its capacity as Certificate Trustee (the "Certificate Trustee") and Wells Fargo Bank Nevada, National Association, not in its individual capacity, but solely as Administrative Agent (the "Administrative Agent"), for and on behalf of the Lenders, and assigned Recordation Number 23799-A; and (iii) Supplement No. 1, dated December 28, 2001, to the Security Agreement, dated as of December 28, 2001, between the Certificate Trustee and the Administrative Agent, except as stated therein, and assigned Recordation Number 23799-B, all of which documents appear in the recordation files and records maintained by the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301(b) and the regulations promulgated thereunder.

The undersigned, Canadian Pacific Railway Company ("CPR"), hereby notifies you that (a) the dissolution and winding-up of each of the Initial Conditional Purchasers into CPR to continue as CPR occurred on June 27, 2002 (the "Dissolution Date"); and (b) on such Dissolution Date, pursuant to that certain Confirmation and Assumption Agreement, dated as of June 27, 2002 from CPR to each Participant, Administrative Agent and Certificate Trustee, a fully executed version of which is attached hereto as Exhibit A, CPR assumed and agreed to perform all covenants and obligations of each Initial Conditional Purchaser under each Operative Document to which each Initial Conditional Purchaser is a party.

Canadian Railcar CSA Trust No. 2001-A

Notice of Dissolution and Assumption

CANADIAN PACIFIC RAILWAY COMPANY

By: 
William D. Gantous
Vice President and Treasurer

PROVINCE OF ALBERTA)
)
CITY OF CALGARY)

On this 9th day of July, 2002 before me personally appeared William D. Gantous, to me personally known, who, by me being duly sworn, says that he is Vice President and Treasurer of Canadian Pacific Railway Company, and that the foregoing instrument was signed on such date on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporations.



Notary Public

Kelsey C. Clark
Barrister & Solicitor

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

July 12, 2002



Robert W. Alvord

CONFIRMATION AND ASSUMPTION AGREEMENT

To: Each Participant, Administrative Agent, Certificate Trustee, RRAT, Trustee and Arranger (as such terms are defined under the Participation Agreement (as defined below)) (the "Addressees").

WHEREAS pursuant to that Amended and Restated Participation Agreement made as of December 28, 2001 and amended and restated as of February 28, 2002, among Canadian Pacific Railway Company, as Conditional Purchaser and Guarantor; the Initial Conditional Purchasers, as Initial Conditional Purchasers; Railcar Remarketing Assignee Trust, by its Trustee, Computershare Trust Company of Canada, as RRAT; Computershare Trust Company of Canada, in its individual capacity where expressly stated therein; Wells Fargo Bank Nevada, National Association, not in its individual capacity except as expressly stated therein, but solely as Administrative Agent, as Administrative Agent; Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly stated herein, but solely as Certificate Trustee and Conditional Seller; the Persons named on Schedule 1-A thereto, as Certificate Purchasers, the Persons named in Schedule 1-B thereto, as Liquidity Banks; Giro Balanced Funding Corporation, as a CP Lender and any Person that becomes party thereto from time to time as a CP Lender; Bayerische Landesbank, New York Branch, as an Administrator and as a Liquidity Agent and any other Person that becomes party thereto from time to time as an Administrator and as a Liquidity Agent; and Banc of America Leasing & Capital, LLC, as Arranger (the "**Participation Agreement**") the parties have made arrangements for the provision of financing for the acquisition of the Units from each Seller and the conditional sale thereof to the Conditional Purchaser;

AND WHEREAS as of June 27, 2002, each of the Initial Conditional Purchasers have completed the Dissolution by dissolving and winding-up into CPR to continue as CPR;

AND WHEREAS, upon the Dissolution, CPR has agreed to assume all of the obligations of Conditional Purchaser under the Operative Documents, including the obligations of each Initial Conditional Purchaser thereunder;

AND WHEREAS the Addressees have requested that CPR execute and deliver to Addressees this Confirmation in accordance with the requirements of the Participation Agreement;

NOW THEREFORE for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

SECTION 1 - DEFINITIONS

1.1 Defined Terms. Unless otherwise defined, capitalized terms used herein have the following meanings:

- (a) **Confirmation** means this confirmation and assumption agreement and all schedules attached hereto, as the same may be amended, restated, supplemented or otherwise modified from time to time. All uses of the words "hereto",

“herein”, “hereof”, “hereby” and “hereunder” and similar expressions refer to this Confirmation and not to any particular section or portion of it.

1.2 Terms Defined in Participation Agreement. Other capitalized terms used herein and not otherwise defined have the meanings set forth in Appendix I to the Participation Agreement and the rules of construction and interpretation set forth in Appendix I to the Participation Agreement shall apply to this Confirmation.

SECTION 2 - CONFIRMATION

2.1 CPR acknowledges and agrees that immediately following the Dissolution, CPR shall be deemed to be a party to each of the Operative Documents to which Conditional Purchaser is a party in the capacity of Conditional Purchaser, shall assume all of the rights and obligations and have all the rights and privileges of Conditional Purchaser under the Operative Documents to which Conditional Purchaser is a party in the capacity of Conditional Purchaser and shall, as primary obligor, perform all covenants and obligations of Conditional Purchaser thereunder. For greater certainty, and without limiting the foregoing:

- (a) each of the Operative Documents to which the Initial Conditional Purchasers are a party shall remain in full force and effect notwithstanding the Dissolution;
- (b) the Liens granted to the Conditional Seller by each Initial Conditional Purchaser over the Conditional Purchaser Collateral shall continue to extend to and attach to the Conditional Purchaser Collateral following the Dissolution; and
- (c) CPR hereby agrees to take such action and execute and deliver to the Addressees such further documents as may be reasonably requested by the Addressees to give full force and effect to the intent of this Confirmation and, otherwise, in connection with or as a result of the Dissolution.

SECTION 3— REPRESENTATIONS AND WARRANTIES

3.1 CPR represents and warrants that:

- (a) CPR has the right and power, and has taken all necessary action to authorize, execute, deliver and perform its obligations under this Confirmation in accordance with its terms. This Confirmation has been duly executed and delivered by CPR and is a legal, valid and binding obligation of it, enforceable against it in accordance with its terms, except as such enforceability may be limited by applicable bankruptcy, insolvency or similar laws affecting creditors' rights generally and by general equitable principles;
- (b) The execution, delivery and performance of this Confirmation in accordance with its terms do not and will not, by the passage of time, the giving of notice or otherwise,

- (i) require any Governmental Action or violate Applicable Laws and Regulations relating to CPR, except for registration of this Confirmation (and, if applicable, notice of dissolution and assumption) with the STB and with the Registrar General of Canada pursuant to the *Canada Transportation Act* and except for the registration of a financing change statement under the *Personal Property Security Act* (Alberta) with respect to the Dissolution (all of which registrations are being made by counsel to CPR and which will be separately reported to you);
 - (ii) conflict with, result in a breach of or constitute a default under the organizational documents of CPR, any material provision of any indenture, agreement or other instrument to which it is a party or by which it or any of its properties may be bound; or
 - (iii) result in or require the creation or imposition of any Lien (except as permitted by the Operative Documents) upon or with respect to any property now owned or hereafter acquired by CPR;
- (c) no CSA Default or CSA Event of Default has occurred and is continuing as of this date.

3.2 CPR represents and warrants that attached hereto as Exhibit "A" are true and complete copies of the certificates of dissolution of the Initial Conditional Purchasers evidencing the Dissolution.

SECTION 4- MISCELLANEOUS

4.1 This Confirmation shall be governed by, and construed and enforced in accordance with, the laws of Province of Alberta and the laws of Canada applicable therein, without regard to conflict of laws and principles. CPR attorns to the non-exclusive jurisdiction of the courts of the Province of Alberta and appellate courts from any thereof in connection with any legal action relating to this Confirmation.

4.2 If any term or provision of this Confirmation shall be deemed invalid or void, in whole or in part, by any court of competent jurisdiction, the remaining terms and provisions of this Confirmation shall remain in full force and effect.

4.3 This Confirmation shall enure to the benefit of each Addressee and its successors and permitted assigns and shall be binding upon CPR and its successors and permitted assigns.

4.4 This Confirmation may be executed in any number of counterparts and by facsimile transmission, each of which, when executed and delivered, is an original, and all of which taken together constitute one and the same instrument.

EXECUTION COPY

IN WITNESS WHEREOF the parties hereto have executed this Confirmation.

DATED as of June 27, 2002.

**CANADIAN PACIFIC RAILWAY
COMPANY**

By:

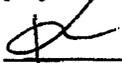


Name:

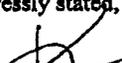
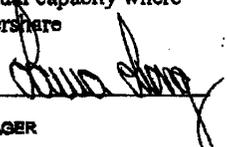
Title:

ACKNOWLEDGED AND AGREED:

RAILCAR REMARKETING ASSIGNEE TRUST, by its Trustee, Computershare Trust Company of Canada

By:  
Name: KAREN BISCOPE
Title: CORPORATE TRUST MANAGER
LAURA LEONG
CORPORATE TRUST OFFICER

COMPUTERSHARE TRUST COMPANY OF CANADA, in its individual capacity where expressly stated, as Computershare

By:  
Name: KAREN BISCOPE
Title: CORPORATE TRUST MANAGER
LAURA LEONG
CORPORATE TRUST OFFICER

EXECUTION COPY

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**, not in its
individual capacity except as expressly stated
herein, but solely as Certificate Trustee

By: DeAnn Madsen
Name: **DeAnn Madsen**
Title: **Trust Officer**

**WELLS FARGO BANK NEVADA,
NATIONAL ASSOCIATION**, not in its
individual capacity except as expressly stated
herein, but solely as Administrative Agent

By: DeAnn Madsen
Name:
Title: **DeAnn Madsen**
Trust Officer

CONFIRMATION AND ASSUMPTION AGREEMENT

EXECUTION COPY

**NATIONAL CITY LEASING
CORPORATION, as Certificate Purchaser**

By: 

Name: Mary L. Scott
Title: Vice President

CONFIRMATION AND ASSUMPTION AGREEMENT

EXECUTION COPY

**BAYERISCHE LANDESBANK, NEW
YORK BRANCH, as an Administrator and a
Liquidity Agent**

By: 
Name: Alex Kohnert
Title: First Vice President

By: 
Name: Neil Bautista
Title: Vice President

CONFIRMATION AND ASSUMPTION AGREEMENT

EXECUTION COPY

**BANK OF AMERICA, NATIONAL
ASSOCIATION, as Liquidity Bank**

By: 
Name: Barry Bryson
Title: Managing Director

EXECUTION COPY

**BAYERISCHE LANDESBANK
GIROZENTRALE, TORONTO BRANCH, as
Liquidity Bank**

By: 
Name: Joseph Rauhala
Title: Senior Vice President

By: 
Name: Thomas A. Miller
Title: Vice President

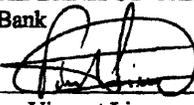
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SETTINGS\TEMPORARY INTERNET
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CONFIRMATION AND ASSUMPTION AGREEMENT

EXECUTION COPY

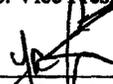
NATIONAL BANK OF CANADA, as
Liquidity Bank

By:



Name: Vincent Lima
Title: Vice President

By:



Name: Yvon La Plante
Title: VP & Manager

CONFIRMATION AND ASSUMPTION AGREEMENT

EXECUTION COPY

**ROYAL BANK OF CANADA, as Liquidity
Bank**

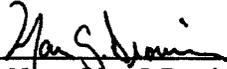
By:  _____
Name:

Title: **S. B. (SID) SMITH
SENIOR MANAGER**

CONFIRMATION AND ASSUMPTION AGREEMENT

EXECUTION COPY

COMERICA BANK, as Liquidity Bank

By: 
Name: Marc J. Drouin
Title: Assistant Vice President

CONFIRMATION AND ASSUMPTION AGREEMENT

EXECUTION COPY

**GIRO BALANCED FUNDING
CORPORATION, as a CP Lender**

By: _____

Name: Kevin P. Burns

Title: Vice President

EXECUTION COPY

**BANC OF AMERICA LEASING &
CAPITAL, LLC, as Arranger**

By: *Sonia T. Delen*
Name: Sonia T. Delen
Title: Vice President



**Certificate
of Dissolution**

**Canada Business
Corporations Act**

**Certificat
de dissolution**

**Loi canadienne sur
les sociétés par actions**

3942282 CANADA INC.	394228-2	
Name of corporation - Dénomination de la société	Corporation number - Numéro de la société	
I hereby certify that the above-named corporation was dissolved under the <i>Canada Business Corporations Act</i> pursuant to:	Je certifie que la société susmentionnée a été dissoute sous le régime de la Loi Canadienne sur les sociétés par actions, conformément:	
(a) sections 210 or 211 of the Act as set out in the attached articles of dissolution;	<input checked="" type="checkbox"/>	a) aux articles 210 ou 211 de la Loi, tel qu'il est indiqué dans les clauses de dissolution ci-jointes;
(b) section 212 of the Act; or	<input type="checkbox"/>	b) à l'article 212 de la Loi;
(c) the attached court order.	<input type="checkbox"/>	c) à l'ordonnance du tribunal ci-jointe.
	June 27, 2002 / le 27 juin 2002	
Director - Directeur	Date of Dissolution - Date de dissolution	



Industry Canada / Industrie Canada **ELECTRONIC TRANSACTION REPORT / RAPPORT DE LA TRANSACTION ÉLECTRONIQUE**
Canada Business / Loi canadienne sur les sociétés par actions **ARTICLES OF DISSOLUTION (SECTIONS 210 AND 211) / CLAUSES DE DISSOLUTION (ARTICLES 210 ET 211)**

Processing Type - Mode de traitement: E-Commerce/Commerce-É.

1. Name of Corporation - Dénomination de la société 3942252 CANADA INC.	2. Corporation No. - N° de la société 394225-2
--	---

3. Is the Corporation bankrupt or insolvent within the meaning of the Bankruptcy and Insolvency Act?
 La société est-elle en faillite ou insolvable au sens de la Loi sur la faillite et l'insolvabilité?
 Yes - Oui No - Non

Complete either Item 4 or 5, but not both - Remplir la rubrique 4 ou 5, mais non les deux

4. Has the corporation previously filed a statement of intent to dissolve (Form 18) under subsection 211(4) of the Act?
 La société a-t-elle déjà déposé une déclaration d'intention de dissolution (formulaire 18) en vertu du paragraphe 211(4) de la Loi?
 Yes - Oui No - Non

If yes, has the corporation provided for the payment or discharge of its obligations and distributed its remaining property as required by subsection 211(7) of the Act?
 Dans l'affirmative, conformément au paragraphe 211(7) de la Loi, la société a-t-elle comblé une provision pour honorer ses obligations et réparti le reliquat de l'actif?

Yes - Oui No - Non

5. Is the corporation applying for dissolution under Section 210 of the Act? (To apply under Section 210, the corporation cannot have previously filed a statement of intent to dissolve (Form 18) under subsection 211(7) of the Act.)
 La société dépose-t-elle une demande de dissolution en vertu de l'article 210 de la Loi? (Pour être admissible en vertu de l'article 210, la société ne peut pas avoir déposé une déclaration d'intention de dissolution (formulaire 18) en vertu du paragraphe 211(7) de la Loi.)

Yes - Oui No - Non

If yes, under what subsection of the Act is the corporation applying for dissolution?
 (CHECK ONLY ONE ITEM)
 Dans l'affirmative, en vertu de quel paragraphe de la Loi la société procède-t-elle?
 (COCHER UNE RUBRIQUE SEULEMENT)

- Subsection 210(1) of the Act applying to a corporation that has not issued any shares.
Paragraphe 210(1) de la Loi applicable à une société qui n'a pas émis d'actions.
- Subsection 210(2) of the Act applying to a corporation that has no property and no liabilities.
Paragraphe 210(2) de la Loi applicable à une société sans biens ni dettes.
- Subsection 210(3) of the Act applying to a corporation that has discharged its liabilities and distributed its property.
Paragraphe 210(3) de la Loi applicable à une société qui a réglé ses dettes et réparti ses biens.

6. Name, address and occupation of the person keeping the documents and records of the corporation for six years after the date of dissolution.
Nom, adresse et profession de la personne qui garde les documents et livres de la société pour une période de six ans suivant la date de dissolution.
Robert V. Horn
c/o Canadian Pacific Railway Company Suite 2000, 401 - 9th Avenue, S.W. Calgary Alberta T2P 4Z4 Canada
Senior Assistant Corporate Secretary

Date	Signature	Title - Titre
2002-06-27	J. Joseph Deelan	Authorized Officer

Canada

**Certificate
of Dissolution**

**Canada Business
Corporations Act**

**Certificat
de dissolution**

**Loi canadienne sur
les sociétés par actions**

3870987 CANADA INC.

387098-7

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was dissolved under the *Canada Business Corporations Act* pursuant to:

Je certifie que la société susmentionnée a été dissoute sous le régime de la Loi Canadienne sur les sociétés par actions, conformément:

(a) sections 210 or 211 of the Act as set out in the attached articles of dissolution;



a) aux articles 210 ou 211 de la Loi, tel qu'il est indiqué dans les clauses de dissolution ci-jointes;

(b) section 212 of the Act; or



b) à l'article 212 de la Loi;

(c) the attached court order.



c) à l'ordonnance du tribunal ci-jointe.



Director - Directeur

June 27, 2002 / le 27 juin 2002

Date of Dissolution - Date de dissolution



Industry Canada Industrie Canada
 Canada Business Loi canadienne sur les
 Corporations Act sociétés par actions

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION
 REPORT ÉLECTRONIQUE
 ARTICLES OF DISSOLUTION
 (SECTIONS 210 AND 211)

CLAUSES DE DISSOLUTION
 (ARTICLES 210 ET 211)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Désignation de la société 3870987 CANADA INC.	2. Corporation No. - N° de la société 387098-7
--	--

3. Is the Corporation bankrupt or insolvent within the meaning of the *Bankruptcy and Insolvency Act*?
 La société est-elle en faillite ou insolvable au sens de la Loi sur la faillite et l'insolvabilité?
 Yes - Oui No - Non

Complete either Item 4 or 5, but not both - Remplir la rubrique 4 ou 5, mais non les deux

4. Has the corporation previously filed a statement of intent to dissolve (Form 19) under subsection 211(4) of the Act?
 La société a-t-elle déjà déposé une déclaration d'intention de dissolution (formulaire 19) en vertu du paragraphe 211(4) de la Loi?
 Yes - Oui No - Non

If yes, has the corporation provided for the payment or discharge of its obligations and distributed its remaining property as required by subsection 211(7) of the Act?
 Dans l'affirmative, conformément au paragraphe 211(7) de la Loi, la société a-t-elle constitué une provision pour honorer ses obligations et réparti le reliquat de l'actif?

Yes - Oui No - Non

5. Is the corporation applying for dissolution under Section 210 of the Act? (To apply under Section 210, the corporation cannot have previously filed a statement of intent to dissolve (Form 19) under subsection 211(7) of the Act.)
 La société dépose-t-elle une demande de dissolution en vertu de l'article 210 de la Loi? (Pour être admissible en vertu de l'article 210, la société ne peut pas avoir déposé une déclaration d'intention de dissolution (formulaire 19) en vertu du paragraphe 211(7) de la Loi.)

Yes - Oui No - Non

If yes, under what subsection of the Act is the corporation applying for dissolution?
 (CHECK ONLY ONE ITEM)
 Dans l'affirmative, en vertu de quel paragraphe de la Loi la société procède-t-elle?
 (COCHER UNE RUBRIQUE SEULEMENT)

- Subsection 210(1) of the Act applying to a corporation that has not issued any shares.
 Paragraphe 210(1) de la Loi applicable à une société qui n'a pas émis d'actions.
- Subsection 210(2) of the Act applying to a corporation that has no property and no liabilities.
 Paragraphe 210(2) de la Loi applicable à une société sans biens ni dettes.
- Subsection 210(3) of the Act applying to a corporation that has discharged its liabilities and distributed its property.
 Paragraphe 210(3) de la Loi applicable à une société qui a réglé ses dettes et réparti ses biens.

6. Name, address and occupation of the person keeping the documents and records of the corporation for six years after the date of dissolution.

Nom, adresse et profession de la personne qui garde les documents et livres de la société pour une période de six ans suivant la date de dissolution.

Robert V. Hertz

c/o Canadian Pacific Railway Company Suite 2000, 401 - 9th Avenue, S.W., Calgary Alberta T2P 4Z4, Canada

Senior Assistant Corporate Secretary

Date
2002-06-27

Signature
J. Joseph Doctus

Title - Titre
Authorized Officer

Canada

**Certificate
of Dissolution**

**Canada Business
Corporations Act**

**Certificat
de dissolution**

**Loi canadienne sur
les sociétés par actions**

3942261 CANADA INC.

394226-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was dissolved under the *Canada Business Corporations Act* pursuant to:

Je certifie que la société susmentionnée a été dissoute sous le régime de la Loi Canadienne sur les sociétés par actions, conformément:

(a) sections 210 or 211 of the Act as set out in the attached articles of dissolution;



a) aux articles 210 ou 211 de la Loi, tel qu'il est indiqué dans les clauses de dissolution ci-jointes;

(b) section 212 of the Act; or



b) à l'article 212 de la Loi;

(c) the attached court order.



c) à l'ordonnance du tribunal ci-jointe.



Director - Directeur

June 27, 2002 / le 27 juin 2002

Date of Dissolution - Date de dissolution



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

ARTICLES OF DISSOLUTION

CLAUSES DE DISSOLUTION (ARTICLES 210 ET 211)

(SECTIONS 210 AND 211)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société 3942261 CANADA INC.	2. Corporation No. - N° de la société 394226-1
--	---

3. Is the Corporation bankrupt or insolvent within the meaning of the *Bankruptcy and Insolvency Act*?
La société est-elle en faillite ou insolvable au sens de la Loi sur la faillite et l'insolvabilité?

Yes - Oui No - Non

Complete either Item 4 or 5, but not both - Remplir la rubrique 4 ou 5, mais non les deux

4. Has the corporation previously filed a statement of intent to dissolve (Form 18) under subsection 211(4) of the Act?
La société a-t-elle déjà déposé une déclaration d'intention de dissolution (formulaire 18) en vertu du paragraphe 211(4) de la Loi?

Yes - Oui No - Non

If yes, has the corporation provided for the payment or discharge of its obligations and distributed its remaining property as required by subsection 211(7) of the Act?
Dans l'affirmative, conformément au paragraphe 211(7) de la Loi, la société a-t-elle constitué une provision pour honorer ses obligations et réparti le reliquat de l'actif?

Yes - Oui No - Non

5. Is the corporation applying for dissolution under Section 210 of the Act? (To apply under Section 210, the corporation cannot have previously filed a statement of intent to dissolve (Form 18) under subsection 211(7) of the Act.)
La société dépose-t-elle une demande de dissolution en vertu de l'article 210 de la Loi? (Pour être admissible en vertu de l'article 210, la société ne peut pas avoir déposé une déclaration d'intention de dissolution (formulaire 18) en vertu du paragraphe 211(7) de la Loi.)

Yes - Oui No - Non

If yes, under what subsection of the Act is the corporation applying for dissolution?
(CHECK ONLY ONE ITEM)
Dans l'affirmative, en vertu de quel paragraphe de la Loi la société procède-t-elle?
(COCHER UNE RUBRIQUE SEULEMENT)

- Subsection 210(1) of the Act applying to a corporation that has not issued any shares.
Paragraphe 210(1) de la Loi applicable à une société qui n'a pas émis d'actions.
- Subsection 210(2) of the Act applying to a corporation that has no property and no liabilities.
Paragraphe 210(2) de la Loi applicable à une société sans biens ni dettes.
- Subsection 210(3) of the Act applying to a corporation that has discharged its liabilities and distributed its property.
Paragraphe 210(3) de la Loi applicable à une société qui a réglé ses dettes et réparti ses biens.

**Certificate
of Dissolution**

**Canada Business
Corporations Act**

**Certificat
de dissolution**

**Loi canadienne sur
les sociétés par actions**

3720689 CANADA LTD.

372068-9

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was dissolved under the *Canada Business Corporations Act* pursuant to:

Je certifie que la société susmentionnée a été dissoute sous le régime de la Loi Canadienne sur les sociétés par actions, conformément:

(a) sections 210 or 211 of the Act as set out in the attached articles of dissolution;



a) aux articles 210 ou 211 de la Loi, tel qu'il est indiqué dans les clauses de dissolution ci-jointes;

(b) section 212 of the Act; or



b) à l'article 212 de la Loi;

(c) the attached court order.



c) à l'ordonnance du tribunal ci-jointe.



Director - Directeur

June 27, 2002 / le 27 juin 2002

Date of Dissolution - Date de dissolution



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT

RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Corporations Act Loi canadienne sur les sociétés par actions

ARTICLES OF DISSOLUTION (SECTIONS 210 AND 211)

CLAUSES DE DISSOLUTION (ARTICLES 210 ET 211)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

1. Name of Corporation - Dénomination de la société 3720659 CANADA LTD.	2. Corporation No. - N° de la société 372065-9
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3. Is the Corporation bankrupt or insolvent within the meaning of the *Bankruptcy and Insolvency Act*?
La société est-elle en faillite ou insolvable au sens de la Loi sur la faillite et l'insolvabilité?

Yes - Oui No - Non

Complete either item 4 or 5, but not both - Remplir la rubrique 4 ou 5, mais non les deux

4. Has the corporation previously filed a statement of intent to dissolve (Form 18) under subsection 211(4) of the Act?
La société a-t-elle déjà déposé une déclaration d'intention de dissolution (formule 18) en vertu du paragraphe 211(4) de la Loi?

Yes - Oui No - Non

If yes, has the corporation provided for the payment or discharge of its obligations and distributed its remaining property as required by subsection 211(7) of the Act?
Dans l'affirmative, conformément au paragraphe 211(7) de la Loi, la société a-t-elle convenue une provision pour honorer ses obligations et réparti le reliquat de l'actif?

Yes - Oui No - Non

5. Is the corporation applying for dissolution under Section 210 of the Act? (To apply under Section 210, the corporation cannot have previously filed a statement of intent to dissolve (Form 18) under subsection 211(7) of the Act.)
La société dépose-t-elle une demande de dissolution en vertu de l'article 210 de la Loi? (Pour être admissible en vertu de l'article 210, la société ne peut pas avoir déposé une déclaration d'intention de dissolution (formule 18) en vertu du paragraphe 211(7) de la Loi.)

Yes - Oui No - Non

If yes, under what subsection of the Act is the corporation applying for dissolution?
(CHECK ONLY ONE ITEM)
Dans l'affirmative, en vertu de quel paragraphe de la Loi la société procède-t-elle?
(COCHER UNE RUBRIQUE SEULEMENT)

- Subsection 210(1) of the Act applying to a corporation that has not issued any shares.
Paragraphe 210(1) de la Loi applicable à une société qui n'a pas émis d'actions.
- Subsection 210(2) of the Act applying to a corporation that has no property and no liabilities.
Paragraphe 210(2) de la Loi applicable à une société sans biens ni dettes.
- Subsection 210(3) of the Act applying to a corporation that has discharged its liabilities and distributed its property.
Paragraphe 210(3) de la Loi applicable à une société qui a réglé ses dettes et réparti ses biens.

6. Name, address and occupation of the person keeping the documents and records of the corporation for six years after the date of dissolution.

Nom, adresse et profession de la personne qui garde les documents et livres de la société pour une période de six ans avant la date de dissolution.

Robert V. Horte

c/o Canadian Pacific Railway Company Suite 2000, 401 - 9th Avenue, S.W. Calgary Alberta T2P 4Z4 Canada

Senior Assistant Corporate Secretary

Date	Signature	Title - Titre
2002-06-27	J. Joseph Doolan	Authorized Officer

Canada