

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO. 25245-J FILED

OCT 15 '04 4-40 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>ND</sup> DAY AIR

October 13, 2004

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

OCT 15 2004  
RECEIVED

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated September 13, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Board on this date as Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Canadian Pacific Railway Company 401 9<sup>th</sup> Ave SW, 5<sup>th</sup> Floor Calgary, Alberta T2P 4Z4 Canada</p>
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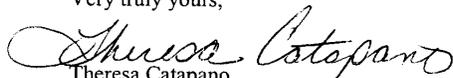
A description of the railroad equipment covered by the enclosed document is sixty-two (62) 286,000 GRL, 52'6" interior length, 5'6" sides, mill gondolas, cars marked NOKL (see Exhibit A for car numbers).

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

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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

  
Theresa Catapano  
Manager of Documentation

Enclosures

(CP060)

RECORDATION NO. 25245-5 FILED

OCT 15 '04 4-40 PM

SURFACE TRANSPORTATION BOARD

ASSIGN. NO. CP060

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13<sup>th</sup> day of September, 2004, by and between the Montreal branch of FIRST UNION RAIL CORPORATION (the "Lessor"), a North Carolina corporation, and CANADIAN PACIFIC RAILWAY COMPANY, (the "Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease") dated as of February 4, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 14 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

NAME: Susan A. Barrie

TITLE: Regional Vice President, Sales

SIGNATURE: Susan A. Barrie

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Gordon Hopkins, a Commissioner of Oaths of the Province and District aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged her execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of September, 2004.

Gordon Hopkins  
Commissioner of Oaths

My Commission expires:

21/07/2006



LESSEE:

CANADIAN PACIFIC RAILWAY COMPANY

NAME: Donald B. Campbell  
~~VP Business Planning & Development~~  
Canadian Pacific Railway

TITLE: \_\_\_\_\_

SIGNATURE: *Donald B. Campbell*

PROVINCE OF Alberta  
~~CITY~~  
DISTRICT OF Calgary

I, DON BARNHARDT, a Commissioner of Oaths of the Province  
and District aforesaid, certify that DONALD CAMPBELL personally appeared before me  
this day and acknowledged his/her execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7<sup>th</sup> day of SEPTEMBER, 2004.

*D. F. Barnhardt*  
Commissioner of Oaths

My Commission expires:

DON BARNHARDT  
Barrister and Solicitor  
Suite 920, 401 - 9th Avenue SW  
Calgary, AB T2P 4Z4  
Telephone: 319-6183

**EXHIBIT A**  
**To**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:                      Sixty-two (62)

DESCRIPTION OF CARS:                286,000 GRL, 52'6" interior length, 5'6" sides, mill  
gondolas, suitable for scrap metal service.

CAR NUMBERS:

NOKL 320128	NOKL 322064	NOKL 320503
NOKL 320139	NOKL 322075	NOKL 321743
NOKL 320165	NOKL 322130	NOKL 321748
NOKL 320319	NOKL 320217	NOKL 321751
NOKL 320456	NOKL 320477	NOKL 321773
NOKL 320500	NOKL 320479	NOKL 321780
NOKL 320797	NOKL 320480	NOKL 321783
NOKL 320974	NOKL 320481	NOKL 321784
NOKL 320998	NOKL 320482	NOKL 320819
NOKL 321602	NOKL 320484	NOKL 320131
NOKL 321627	NOKL 320486	NOKL 320148
NOKL 321629	NOKL 320489	NOKL 320157
NOKL 321634	NOKL 320491	NOKL 320183
NOKL 321636	NOKL 320492	NOKL 320193
NOKL 321642	NOKL 320493	NOKL 320303
NOKL 321643	NOKL 320494	NOKL 320345
NOKL 321644	NOKL 320496	NOKL 321077
NOKL 321647	NOKL 320497	NOKL 321603
NOKL 321649	NOKL 320499	NOKL 322118
NOKL 321992	NOKL 320501	NOKL 322123
NOKL 321994	NOKL 320502	