

RECORDATION NO. 22977-H FILED
JAN 13 '05 2:41 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 13, 2005

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement, dated as of December 23, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture previously filed with the Board under Recordation Number 22977-B.

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

Indenture Trustee: Computershare Trust Company of Canada
100 University Avenue 9th Floor, North Tower
Toronto, Ontario CD M5J 2Y1

Issuer: Procor Limited
734 - 7th Avenue S.W.
Calgary Alberta CD T29 3P9

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

1 covered hopper car added: NCIX 7100.
1 covered hopper car released: NCLX 3113.

448 covered hopper cars currently secured: NCLX 3001 – NCLX 3450
(except NCLX 3113, 3230 and 3293) and NCIX 7100.

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

Memorandum of Indenture Supplement.

Also enclosed is a check in the amount of \$32.00 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,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT

Memorandum of Indenture Supplement made and entered into as of December 23, 2004, between Procor Limited, as Issuer ("*Issuer*") and Computershare Trust Company of Canada, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. Issuer and Montreal Trust Company of Canada have entered into that certain Trust Indenture dated as of June 29, 2000 (the "*Indenture*"), by which Issuer has granted a security interest to Montreal Trust Company of Canada (which has subsequently assigned its interest to Computershare Trust Company of Canada) in order to secure Issuer's performance of certain obligations as described in the Indenture.

2. Memoranda of said Indenture was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code. The Trust Indenture was also filed on June 27, 2000 and received recordation number 22977-B.

3. The undersigned have entered into a supplemental agreement whereby the Issuer has granted pursuant to the above-described Indenture, a security interest in certain railroad equipment bearing the reporting mark as listed on Schedule A attached hereto and whereby the railroad equipment bearing the reporting mark as listed on Schedule B has been released from the security interest in the above-described Indenture.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]

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

PROCOR LIMITED, as Lessor

By: _____
Name:
Title:

Executed on this _____ day of _____, 2004.

COMPUTERSHARE TRUST COMPANY OF
CANADA, as Indenture Trustee

By: _____
Name: **Robert McKenzie**
Title: **Professional, Corporate Trust**



Name: Scott Markham
Title: Professional, Corporate Trust

Executed on this 24th day of December, 2004.

PROVINCE OF ONTARIO :)
) ss.
CITY OF OAKVILLE)

On this 23 day of DEC, 2004, before me appeared DAVID H. PATTERSON, to me personally known, who, being duly sworn did say that he/she is the VP FINANCE of PROCOR LIMITED, and that said instrument was signed on behalf said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

SCHEDULE A

Railcar to be **ADDED** to Recordation No. 22977-B

NCIX 7100

SCHEDULE B

Railcar to be **RELEASED** from Recordation No. 22977-B

NCLX 3113

SCHEDULE A

Railcar to be **ADDED** to Recordation No. 22977-B

NCIX 7100

SCHEDULE B

Railcar to be **RELEASED** from Recordation No. 22977-B

NCLX 3113