

RECORDATION NO. 22977-I FILED

JAN 13 '05 2-56 PM

SURFACE TRANSPORTATION BOARD

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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 Trust 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
January 13, 2005
Page 2

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:

Trust 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

Execution Copy

RECORDATION NO. 22977-I FILED

TRUST INDENTURE SUPPLEMENT

JAN 13 '05 2-56 PM

This TRUST INDENTURE SUPPLEMENT effective December 23, 2004 between Procor Limited ("Issuer") and Computershare Trust Company of Canada ("Indenture Trustee").

SURFACE TRANSPORTATION BOARD

WITNESSETH:

WHEREAS the Issuer and Montreal Trust Company of Canada (which subsequently assigned its interest to Computershare Trust Company of Canada) have entered into that certain Trust Indenture dated June 29, 2000 (the "Indenture") by which the Issuer has granted a security interest to the Indenture Trustee;

WHEREAS the Indenture provides for the execution and delivery of an Indenture Supplement in certain cases;

NOW, THEREFORE in consideration of the premises and other good and sufficient consideration, the Issuer and Indenture Trustee hereby agree as follows:

1. The railroad equipment bearing the reporting mark listed in Schedule "A" has suffered a Casualty Occurrence and is hereby released from the Indenture.
2. The railroad equipment bearing the reporting mark listed in Schedule "B" is hereby made subject to the Indenture.
3. The railroad equipment bearing the reporting marks listed in Schedule "C" constitutes, as of the effective date of this Supplement, all the Units.
4. This Supplement shall be construed as supplemental to the Indenture and shall form a part thereof, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.
5. This Supplement shall in all respects be governed by, and construed in accordance with, the laws of the Province of Alberta, including all matters of construction, validity and performance.
6. This Supplement may be executed by the parties in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.
7. All terms not otherwise defined herein shall have the meanings ascribed in the Indenture.

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

IN WITNESS WHEREOF, the parties have duly executed this Supplement as of the date first above written.

LESSOR:

PROCOR LIMITED

By: _____
Name:
Title:

**COMPUTERSHARE TRUST
COMPANY OF CANADA**

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

By: Shelley Bloomberg
Name: **SHELLEY BLOOMBERG**
Title: **MANAGER**

SCHEDULE "A"

NCLX 3113

SCHEDULE "B"

NCIX 7100

SCHEDULE "C"

Number of Units	Size and Type of Equipment	Manufacturer	Reporting Marks
448	6400 Cubic Ft. covered hopper cars	National Steel Car Limited	NCLX 3001-3112 NCLX 3114-3229 NCLX 3231-3292 NCLX 3294-3450 NCIX 7100