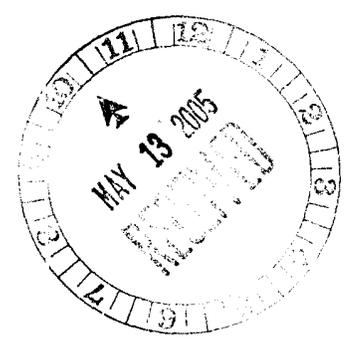


RECORDATION NO. 25245-K FILED

MAY 13 '05

3-55 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

May 11, 2005

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

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 April 25, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25245. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian Pacific Railway Company
401 9th Avenue SW
5th Floor
Calgary, Alberta T2P 4Z4
Canada

A description of the railroad equipment covered by the enclosed document is one hundred (100) Plate C, 70-ton box cars, marked CP (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 \$32.00 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 regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

Theresa Catapano
Manager of Documentation

Enclosures

(CP063)

ASSIGN. NO. CP063

RECORDATION NO. 25245-K FILED

MAY 13 '05

3-55 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of April, 2005, 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. 17 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2005, 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 Barrie

TITLE: Regional Vice President, Sales

SIGNATURE: [Handwritten Signature]

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 25 day of April, 2005.

[Handwritten Signature]
Commissioner of Oaths

My Commission expires:

21-July-2006

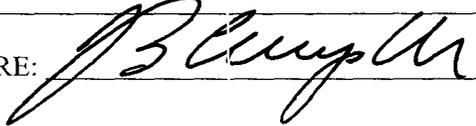


LESSEE:

CANADIAN PACIFIC RAILWAY COMPANY

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

TITLE : _____

SIGNATURE: 

PROVINCE OF ALBERTA

DISTRICT OF CALGARY

I, Don Barnhardt, a Commissioner of Oaths of the Province and District aforesaid, certify that Don 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 19th day of April, 2005.



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: One hundred (100).

DESCRIPTION OF CARS: Plate C, 70-ton box cars.

CAR NUMBERS:

CP 204466	CP 204599	CP 204635
CP 204564	CP 204600	CP 204637
CP 204565	CP 204601	CP 204638
CP 204566	CP 204602	CP 204639
CP 204567	CP 204603	CP 204640
CP 204568	CP 204604	CP 204641
CP 204569	CP 204605	CP 204643
CP 204570	CP 204606	CP 204644
CP 204571	CP 204607	CP 204645
CP 204572	CP 204608	CP 204646
CP 204573	CP 204609	CP 204647
CP 204574	CP 204610	CP 204648
CP 204575	CP 204611	CP 204649
CP 204576	CP 204612	CP 204650
CP 204577	CP 204613	CP 204651
CP 204578	CP 204614	CP 204652
CP 204579	CP 204615	CP 204653
CP 204580	CP 204616	CP 204654
CP 204582	CP 204617	CP 204655
CP 204583	CP 204618	CP 204656
CP 204584	CP 204619	CP 204657
CP 204585	CP 204620	CP 204658
CP 204586	CP 204621	CP 204659
CP 204587	CP 204622	CP 204661
CP 204588	CP 204623	CP 204662
CP 204589	CP 204624	CP 204663
CP 204590	CP 204625	CP 204664
CP 204591	CP 204626	CP 204665
CP 204592	CP 204627	CP 204666
CP 204593	CP 204628	CP 204667
CP 204594	CP 204630	
CP 204595	CP 204631	
CP 204596	CP 204632	
CP 204597	CP 204633	
CP 204598	CP 204634	

COUNT: 100