

FIRST UNION RAIL

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

RECORDATION NO. 27992 FILED

JUN 25 '09

3-31 PM

SURFACE TRANSPORTATION BOARD



June 23, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 F Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

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 June 5, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	Canadian Pacific Railway Company
	One O'Hare Centre		401 9 th Ave SW, Suite 500
	6250 River Road, Suite 5000		Gulf Canada Square
	Rosemont, IL 60018		Calgary, AB T2P 4Z4 Canada

A description of the railroad equipment covered by the enclosed document is for sixty five (65) Plate "F" box cars, with NOKL marks (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 \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Best regards,


Marcia Dunne
Senior Rail Documentation Specialist

Enclosure
(CP082)

ASSGN. NO.: CP082

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

RIDER NO. 22

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of June 5, 2009 by and between the First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian Pacific Railway Company, a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 17, 1996 (the "Lease") and Rider No. 22 thereto dated as of June 5, 2009 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: RICHARD F. SEMMERT

Title: VICE PRESIDENT SALES & MARKETING

Signature: Richard F. Semmert

LESSEE:

CANADIAN PACIFIC RAILWAY COMPANY

Name: Bob Ris

Title: MANAGER, FLEET SERVICES AND PLANNING

Signature: Bob Ris

EXHIBIT A – MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-five (65).

DESCRIPTION OF CARS: 50'6" inside length, 9'6" interior width, 286,000 GRL, Plate "F" box cars (A406) equipped with single 12' plug doors.

CAR NUMBERS:

NOKL 570333	NOKL 570538	NOKL 570624
NOKL 570342	NOKL 570541	NOKL 570625
NOKL 570379	NOKL 570548	NOKL 570627
NOKL 570500	NOKL 570552	NOKL 570633
NOKL 570501	NOKL 570553	NOKL 570634
NOKL 570503	NOKL 570556	NOKL 570635
NOKL 570504	NOKL 570559	NOKL 570636
NOKL 570505	NOKL 570560	NOKL 570637
NOKL 570506	NOKL 570561	NOKL 570645
NOKL 570508	NOKL 570566	NOKL 570663
NOKL 570511	NOKL 570569	NOKL 570664
NOKL 570513	NOKL 570577	NOKL 570666
NOKL 570514	NOKL 570588	NOKL 570667
NOKL 570516	NOKL 570589	NOKL 570671
NOKL 570520	NOKL 570593	NOKL 570672
NOKL 570521	NOKL 570596	NOKL 570674
NOKL 570524	NOKL 570597	NOKL 570681
NOKL 570528	NOKL 570605	NOKL 570684
NOKL 570529	NOKL 570606	NOKL 570688
NOKL 570532	NOKL 570610	NOKL 570692
NOKL 570533	NOKL 570614	NOKL 570699
NOKL 570535	NOKL 570615	