

DEC 29 '11 -11 47 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
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www.firstunionrail.com

VIA UPS 2nd DAY AIR

December 27, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

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 December 6, 2011, 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 Surface Transportation Board under Recordation Number 25245.

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

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Canadian Pacific Railway Company 401 - 9 th Ave SW, Suite 400 Gulf Canada Square Calgary, AB T2P 4Z4 CANADA
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A description of the railroad equipment covered by the enclosed document is for one hundred fifty (150) gondola cars with SMW marks (see Exhibit A for car numbers).

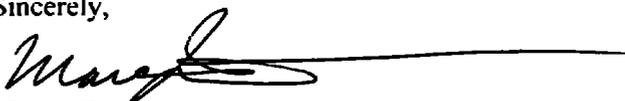
A short summary of the document to appear in the index follows: Memorandum of Lease

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.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(CP086/CP086A)

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ASSGN. NO. CP086/086A

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE – RIDER NO. 35

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of December 6, 2011 by and between the Montreal branch of FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and CANADIAN PACIFIC RAILWAY COMPANY, ("Lessee"), a Canadian corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement dated as of February 4, 1998 (the "Agreement") and Rider No. 35 thereto dated as of December 6, 2011 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Agreement 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: Susan A. BarrieTitle: Regional Vice President, SalesSignature: **LESSEE:**

CANADIAN PACIFIC RAILWAY COMPANY

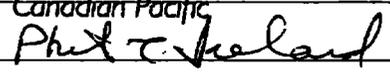
Name: Phil C. Ireland
Vice PresidentTitle: Service Design & Asset Optimization
Canadian PacificSignature: 

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred and fifty (150).

DESCRIPTION OF CARS: 286,000 lb. GRL, 4520 cu. ft., aluminum body Bethgon II rotary dump gondola cars . AAR Type J311.

CAR NUMBERS:

SMW 964909	SMW 965056	SMW 965114	SMW 965170
SMW 964915	SMW 965057	SMW 965115	SMW 965171
SMW 964916	SMW 965058	SMW 965116	SMW 965172
SMW 964917	SMW 965059	SMW 965118	SMW 965174
SMW 964920	SMW 965060	SMW 965119	SMW 965175
SMW 964921	SMW 965061	SMW 965121	SMW 965178
SMW 964922	SMW 965062	SMW 965123	SMW 965179
SMW 964924	SMW 965063	SMW 965124	SMW 965180
SMW 964925	SMW 965064	SMW 965125	SMW 965181
SMW 964928	SMW 965065	SMW 965127	SMW 965182
SMW 964929	SMW 965066	SMW 965131	SMW 965183
SMW 964931	SMW 965067	SMW 965132	SMW 965184
SMW 964933	SMW 965068	SMW 965134	SMW 965185
SMW 964936	SMW 965069	SMW 965136	SMW 965186
SMW 964937	SMW 965070	SMW 965137	SMW 965187
SMW 964944	SMW 965071	SMW 965140	SMW 965188
SMW 964945	SMW 965074	SMW 965142	SMW 965189
SMW 964975	SMW 965075	SMW 965143	SMW 965190
SMW 964987	SMW 965076	SMW 965144	SMW 965191
SMW 964989	SMW 965077	SMW 965145	SMW 965192
SMW 964995	SMW 965080	SMW 965146	SMW 965193
SMW 964996	SMW 965081	SMW 965148	SMW 965194
SMW 964998	SMW 965082	SMW 965149	SMW 965195
SMW 964999	SMW 965083	SMW 965150	SMW 965196
SMW 965000	SMW 965085	SMW 965151	SMW 965198
SMW 965012	SMW 965086	SMW 965152	SMW 965199
SMW 965019	SMW 965088	SMW 965153	SMW 965203
SMW 965035	SMW 965089	SMW 965156	
SMW 965036	SMW 965092	SMW 965157	
SMW 965038	SMW 965094	SMW 965158	
SMW 965039	SMW 965096	SMW 965159	
SMW 965041	SMW 965097	SMW 965160	
SMW 965042	SMW 965098	SMW 965161	
SMW 965043	SMW 965099	SMW 965162	
SMW 965049	SMW 965101	SMW 965163	
SMW 965050	SMW 965104	SMW 965164	
SMW 965051	SMW 965107	SMW 965165	
SMW 965052	SMW 965109	SMW 965166	
SMW 965053	SMW 965110	SMW 965167	
SMW 965054	SMW 965112	SMW 965168	
SMW 965055	SMW 965113	SMW 965169	