

Canadian Pacific

No. **4-137A040**
Date **MAY 16 1984**
Fee \$ **10.00**
mi
ICC Washington, D.C.

D S Maxwell QC
Vice-President Law
and General Counsel

C R O Munro QC
Assistant Vice President Law

John L Bowles
General Solicitor

LT Beare
Assistant General Solicitor

J C Hill
Assistant to Vice President Law

D E Adolph
D W Flicker

Joyce Gilden

J A Lafleur

R M McLearn

T J Moloney

M Shannon

A H Turnbull
Solicitors

Our File
Your File

April 17, 1984

Secretary,
Interstate Commerce Commission,
WASHINGTON, D.C.

RECORDATION NO. **8663-135**
MAY 16 1984 - 12 00 PM
INTERSTATE COMMERCE COMMISSION
RECEIVED
MAY 16 11 53 AM '84

Dear Sir:

Re: Canadian Pacific Limited
Equipment Trust Series "W"

This refers to the Equipment Trust Agreement dated as of January 1, 1977, between Bank of Montreal Trust Company and Canadian Pacific Limited and recorded with the United States Interstate Commerce Commission on January 18, 1977 at 12:10 p.m., Recordation No. 8663.

A First Amendment to the Trust Agreement also dated as of January 1, 1977, has been filed as well with the United States Interstate Commerce Commission on March 23, 1977 at 2:00 p.m., Recordation No. 8663-A.

It has become necessary to renumber certain equipment. Consequently, a Supplemental Agreement dated as of April 10, 1984 has been executed by Bank of Montreal Trust Company and Canadian Pacific Limited for that purpose.

Transmitted herewith are three original counterparts (two for the Commission's files and one for stamping by the Commission of the recordation information and return to the messenger handing you this letter) of the Supplemental Agreement dated as of April 10, 1984, as well as a cheque to cover the recordation fee.

It is requested that you proceed with the recordation of the Supplemental Agreement pursuant to Section 20(c) of the Interstate Commerce Act and return one counterpart to the messenger handing you this letter.

Peter M. Amundson

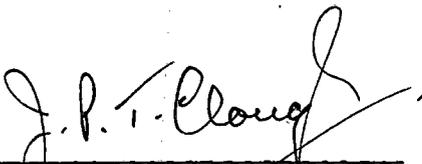
The names and addresses of the parties to the Supplemental Agreement are as follows:

Bank of Montreal Trust Company,
Two Wall Street,
NEW YORK, New York.
U.S.A. 10005

Canadian Pacific Limited,
910 Peel Street,
MONTREAL, Quebec.
H3C 3E4
Canada

I am an Executive Officer of Canadian Pacific Limited and have knowledge of the matters set forth herewith.

Yours very truly,



J.P.T. Clough
Vice-President
Finance and Accounting

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

5/16/84

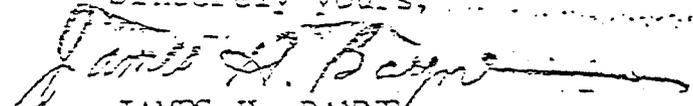
J.P.T. Clough
Canadian Pacific
P.O.Box 6042 Station A
Montreal Quebec H3C 3E4

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5/16/84** at **12:00pm** and assigned re-
recording number(s). **8663-B**

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30
(7/79)

MAY 15 1984 12 00 PM

SUPPLEMENTAL AGREEMENT dated ~~INTERSTATE~~ ^{INTERSTATE COMMERCE COMMISSION} of the 10th day of April, 1984 by and between BANK OF MONTREAL TRUST COMPANY, a New York corporation, as Trustee (hereinafter called the "Trustee") and CANADIAN PACIFIC LIMITED, a corporation duly organized and existing under the laws of Canada (hereinafter called the "Company").

WHEREAS CANADIAN PACIFIC LIMITED EQUIPMENT TRUST, SERIES "W" was constituted by the Equipment Trust Agreement dated as of January 1, 1977 (hereinafter called the "Trust Agreement") by and between the Trustee and the Company; and

WHEREAS the Trust Agreement was filed and recorded with the United States Interstate Commerce Commission on January 18, 1977, at 12:10 p.m., Recordation No. 8663, pursuant to section 20c of the Interstate Commerce Act, as amended, and duly deposited in the office of the Registrar General of Canada on January 18, 1977, at 12:08 p.m., notice of such deposit having been duly published in the Canada Gazette on February 5, 1977; and

WHEREAS by First Amendment to the Trust Agreement also dated as of January 1, 1977, between the Trustee and the Company, filed and recorded with the United States Interstate Commerce Commission on March 23, 1977 at 2:00 p.m., Recordation No. 8663-A, and duly deposited in the office of the Registrar General of Canada on March 11, 1977 at 1:15 p.m., notice of such deposit having been published in the Canada Gazette on April 2, 1977, Section 5.1 of ARTICLE V of the Trust Agreement was amended in the manner specified in said First Amendment to the Trust Agreement.

WHEREAS Section 4.6 of the Trust Agreement provides that the Company shall not change or permit to be changed, the numbers of any of the Trust Equipment (as defined in the Trust Agreement) except in accordance with a statement of new numbers to be substituted therefor, to be filed with the Trustee by the Company

as well as filed and recorded in like manner as the Trust Agreement; and

WHEREAS the Company desires to further amend the Trust Agreement by renumbering one hundred and forty (140) of the two hundred and seven (207) 89'4" 54 ton tri-level flat cars described in Schedule A to the Trust Agreement, to which renumbering the Trustee has consented, and the parties desire to enter into this Supplemental Agreement for the purpose of evidencing such renumbering pursuant to Section 4.6;

NOW THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

1. That the description of one hundred and forty (140) tri-level flat cars, hereinafter enumerated, described in Schedule A to the Trust Agreement, is hereby amended by changing the numbers of said units as hereinafter enumerated:

PREVIOUS NUMBERS

RENUMBERED

550526	556100
550561	556101
550615	556102
550468	556103
550546	556104
550460	556105
550529	556106
550451	556107
550534	556108
550544	556109
550505	556110
550472	556111
550609	556112
550421	556113
550566	556114
550489	556115
550492	556116
550442	556117
550482	556118
550608	556119
550584	556120
550570	556121
550581	556122

PREVIOUS NUMBERS

RENUMBERED

550513	556123
550453	556124
550463	556125
550520	556126
550454	556127
550530	556128
550522	556129
550521	556130
550478	556131
550552	556132
550493	556133
550447	556134
550599	556135
550606	556136
550603	556137
550432	556138
550495	556139
550427	556140
550598	556141
550519	556142
550435	556143
550473	556144
550503	556145
550593	556146
550445	556147
550429	556148
550578	556149
550507	556150
550585	556151
550614	556152
550613	556153
550457	556154
550452	556155
550455	556156
550508	556157
550579	556158
550600	556159
550426	556160
550542	556161
550476	556162
550594	556163
550592	556164
550616	556165
550528	556166
550486	556167
550558	556168
550512	556169
550471	556170
550591	556171
550577	556172
550491	556173
550506	556174
550568	556175
550535	556176
550538	556177
550498	556178
550497	556179
550580	556180
550518	556181
550484	556182
550523	556183

PREVIOUS NUMBERS

RENUMBERED

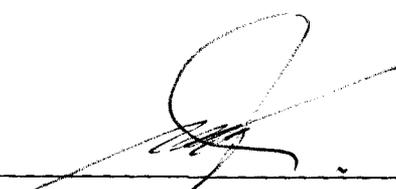
550469	556184
550446	556185
550550	556186
550443	556187
550574	556188
550499	556189
550549	556190
550563	556191
550565	556192
550448	556193
550553	556194
550536	556195
550514	556196
550428	556197
550590	556198
550424	556199
550545	556200
550439	556201
550450	556202
550477	556203
550557	556204
550433	556205
550524	556206
550610	556207
550532	556208
550511	556209
550560	556210
550438	556211
550589	556212
550456	556213
550617	556214
550490	556215
550612	556216
550601	556217
550502	556218
550465	556219
550437	556220
550548	556221
550423	556222
550461	556223
550441	556224
550467	556225
550539	556226
550516	556227
550475	556228
550543	556229
550479	556230
550555	556231
550582	556232
550604	556233
550531	556234
550556	556235
550420	556236
550483	556237
550607	556238
550540	556239

2. That upon the above-described equipment being so renumbered, the said equipment shall remain Trust Equipment within the meaning of the Trust Agreement and shall be subject to all the terms and provisions thereof.

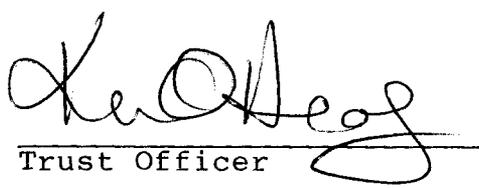
IN WITNESS WHEREOF the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

BANK OF MONTREAL TRUST COMPANY,
Trustee,

CORPORATE SEAL
ATTEST:

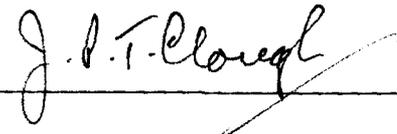
By:  _____

By: Z. Guy Moduin


Trust Officer

CANADIAN PACIFIC LIMITED

CORPORATE SEAL
ATTEST:

By:  _____

Vice President
Finance and Accounts

By: AL Luck

ASSISTANT SECRETARY



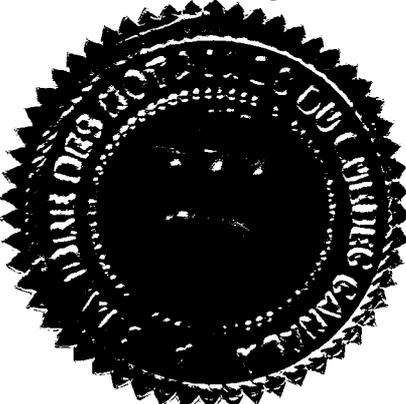
CHAMBER OF NOTARIES OF QUEBEC

PROVINCE OF QUEBEC
CANADA

I, DANIELLE LORD, Secretary of the Chamber of Notaries of Quebec, Canada, said Chamber having its Seat, in the City of Montreal, organized under the laws of said Province of Quebec, and being the sole and only Chamber of Record for all Notaries in said Province, said Chamber having a seal, the whole as enacted by the law 17-18 Elizabeth II, 1968, ch. 70, and amended on July 6th, 1973 to concord with the Professional Code which came into force February 1st, 1974.

DO HEREBY CERTIFY that ME ANDRE GROULX, NOTARY residing at Montreal in the Judicial District of Montreal of said Province, who signed the certificate of proof of acknowledgment on the hereunto attached instrument, was at the time of taking such proof of acknowledgment a practising Notary and Public Officer, having been duly commissioned and sworn as such and his name is entered on the Roll of the Order of Notaries of said Province of Quebec, that his jurisdiction extends over the whole of said Province of Quebec and his terme of office is for life; that therefore he is at the date hereon a person authorized to take and certify affidavits and solemn declarations and to take proof and acknowledgment of all deeds and other instruments, and to certify as such Notary both originals and copies thereof or either of them to be recorded in said Province, the whole in accordance with and as required by the said Notarial Act and the laws of said Province of Quebec.

AND moreover I have compared the signature: " Andre Groulx, notary " affixed to said instrument, with that deposited in the "Register of official signatures of Notaries" (said Register being kept only by me and remaining of record only in my office), and, as required by said Notarial Act and laws, such signature is the Official signature of said person and the impression of his official seal on said certificate is also genuine.



THAT further in my said capacity of Secretary of the said Chamber of Notaries, I am the only authority under the laws of said Province to issue the present certificate.

WITNESS my hand and the official seal of said Chamber of Notaries at Montreal, this Twenty-first day of March one thousand nine hundred and eighty-four.

Danielle Lord (handwritten signature)

DANIELLE LORD Secretary

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 10th day of APRIL , 1984, before me personally appeared Kevin O. Healey, to me personally known, being by me duly sworn, says that he is a Trust Officer of BANK OF MONTREAL TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

(SEAL)

Peter A. Duda

PETER A. DUDA
Notary Public, State of New York
No. 41-4754949
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1985

My commission expires MAR 30 1985

PROVINCE OF QUEBEC)
) ss:
CITY OF MONTREAL)

On this 20th day of March , 1984, before me personally appeared R.E. Church , to me personally known, who, being by me duly sworn, says that he is an Assistant Secretary of CANADIAN PACIFIC LIMITED, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Rudolf H. H. H. H.

My commission is for life