

The Depository Trust Company

IMPORTANT

B#: 2815

DATE: December 10, 2001

TO: All participants

CATEGORY: Dividends

FROM: Mario Zaccardi, Supervisor, Dividend Department

ATTENTION: Operations, Reorg & Dividend Managers, Partners & Cashiers

SUBJECT: TaxRelief - Country: Canada
CP HOLDERS CUSIP: 12616K106
Paid on Canadian Pacific Railway, a component of the HOLDR
R/D: 12/27/01 P/D: 01/30/2002 EDS CUT-OFF: 01/23/02

DTC has been notified by The Bank of New York, the depository bank for Canadian Pacific Limited (“CP HOLDERS”), that a dividend has been declared for Canadian Pacific Railway, a component of the CP HOLDERS. Canadian Pacific Railway dividends are covered under the Tax Convention between the United States and Canada. Qualifying U.S. beneficial owners are entitled to a reduced tax treaty rate of 15% and/or exempt rate of 0% rather than the withholding tax rate of 25%.

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult the PTS function TAXI (TAXINFO) before certifying their elections over EDS.

NOTE: THE DEADLINE FOR CERTIFYING OVER EDS IS JANUARY 23, 2002.

Participants making elections for a favorable or exempt rate certify that they have in their possession certification from their beneficial holders that the securities described above are beneficially owned by the entity types as described below:

-Over-

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A-(1) trust(s), company(s) or other organization(s) exempt from Canadian withholding tax on interest and dividends by virtue of Article XXI of the Canada-United States of America Income Tax Convention (1980) who has filed with them a letter of exemption from Revenue Canada; and/or **2)** eligible Canadian resident(s) as defined in DTC Procedures. **Or**

B- A person(s) entitled to the same reduction in rate from Canadian non-resident withholding tax as would apply if the owner of such securities were an individual citizen of the United States who was resident in the United States and who had no connection with Canada that would affect the rate at which tax is to be withheld.

IF PARTICIPANTS DO NOT CERTIFY THROUGH EDS FOR THE FAVORABLE / EXEMPT RATE, THEY WILL RECEIVE THE DIVIDEND WITH 25% WITHHELD.

Important: Prior to certifying over EDS, participants are reminded to read, understand and comply with the information in the Legal Conditions category of TAXINFO-Canada under the PTS function TAXI.

Questions regarding this Important Notice should be directed to Mr. George Di Garbo or myself of DTC's Dividend Department at (212) 855-4539 or 4540 respectively.