



**CANADIAN
PACIFIC
RAILWAY**

Employee Share Purchase Plan Withdrawal/Termination Form

Before completing this form please read the Employee Share Purchase Plan (ESPP) Information Guide carefully. Fill in only those sections that are relevant to the action you wish to take. Please call the CPR HR Service Centre if you need assistance in completing this form.

Employee Information (Mandatory)

Please Print

Name			
Last:		First:	
Home Address			
Street:			
City:	Prov/State:	Country:	Postal Code:
Telephone Number (Home)		Telephone Number (Work):	
Employee Number:		Social Insurance Number:	
<p>I hereby acknowledge I have received and read a copy of the ESPP Information Guide and I understand this plan is governed by the provisions of the official Plan Terms & Conditions, a copy of which may be obtained by calling CPR's HRSC at 1-866-319-3900.</p> <p>I understand, agree and authorize that any fees applicable to calls made to the Plan Administrator's (Computershare) call centre will be deducted from my pay.</p> <p>I understand that I am responsible for all brokerage and transaction fees associated with the sale or withdrawal of shares, and that these fees will be deducted from the proceeds of my transaction.</p> <p>I understand that if I make more than one sale or withdrawal during a calendar year that I will be suspended from contributing to the Plan for six months.</p> <p>I understand that if I sell or withdrawal any Restricted shares prior to the vesting date that I will forfeit any associated shares purchased with CPR's contribution.</p>			
Employee Signature:		Date Signed (Year/month/day):	

Withdrawal of Shares

<input type="checkbox"/> I hereby direct and authorize the withdrawal of shares to which I am entitled under the Plan as indicated: <div style="text-align: right;"><input type="checkbox"/> All or _____(number) of common shares</div> <p>*I understand that all share certificates will be registered in my name and mailed to the address above.</p>
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Sale of Shares

<input type="checkbox"/> I hereby direct and authorize the withdrawal of shares to which I am entitled under the Plan as indicated: <div style="text-align: right;"><input type="checkbox"/> All or _____(number) of common shares</div> <p><input type="checkbox"/> Please send the sale proceeds in the form of a cheque in my name to the above address.</p> <p><input type="checkbox"/> Please deposit the sale proceeds in my bank account (void cheque enclosed):</p> <p>Institution _____ Branch/FINS _____ Account # _____</p>

Termination of Participation

<input type="checkbox"/> Please terminate my participation in the Plan. <div style="text-align: right;"><input type="checkbox"/> All or _____(number) of common shares</div> <p>*I understand that all share certificates will be registered in my name and mailed to the address above.</p> <p><input type="checkbox"/> Sell and Issue Proceed for: <input type="checkbox"/> All or _____(number) of common shares</p> <p><input type="checkbox"/> Please send the sale proceeds in the form of a cheque in my name to the above address.</p> <p><input type="checkbox"/> Please deposit the sale proceeds in my bank account (void cheque enclosed):</p> <p>Institution _____ Branch/FINS _____ Account # _____</p>
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Plan Administration Use Only

Date Received:	Acknowledged by:
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Please Fax this form to: 1-514-982-7665;
 OR Mail to: Computershare, 1800 McGill College Avenue, 7th Floor, Montreal, Quebec H3A 3K9