

CANADIAN PACIFIC RAILWAY CO/NEW
Form F-X
February 22, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-X

APPOINTMENT OF AGENT FOR SERVICE
OF PROCESS AND UNDERTAKING

A. Name of issuer or person filing (Filer): **COMPUTERSHARE TRUST**
COMPANY OF CANADA

B. This is [check one]:
an original filing for the Filer.
an amended filing for the Filer.

C. Identify the filing in conjunction with which this form is being filed:

| | |
|-------------------------|--|
| Name of registrants: | Canadian Pacific Railway Limited Canadian Pacific Railway Company |
| Form type: | Registration Statement on Form F-10 |
| File number (if known): | 333-229800 |
| Filed by: | Canadian Pacific Railway Limited Canadian Pacific Railway Company |

Date filed (if filed concurrently, so indicate): **February 22, 2019 (concurrently with Form F-10)**

D. The Filer is incorporated or organized under the laws of **Canada** and has its principal place of business at:

600, 530-8th Avenue S.W.

Calgary, Alberta, Canada T2P 3S8

E. The Filer designates and appoints **Computershare Trust Company, NA** (the Agent), located at:

8742 Lucent Boulevard, Suite 225

Highlands Ranch, Colorado 80129

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in:

(a) any investigation or administrative proceeding conducted by the Securities and Exchange Commission (Commission); and

(b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any State or of the United States, or of any of its territories or possessions, or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns the securities in relation to which the Filer acts as trustee pursuant to an exemption under Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon, such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

- F.** The Filer stipulates and agrees in connection with its status as trustee with respect to securities registered on Form F-10 to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time during which any of the securities subject to the indenture remain outstanding.

The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment of this Form, referencing the file number of the Form F-10 in conjunction with which the amendment is being filed.

- G.** The Filer undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form F-10, the securities to which the Form F-10 relates; and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calgary, Province of Alberta, Country of Canada, this 22nd day of February, 2019.

Filer: **COMPUTERSHARE TRUST COMPANY OF CANADA**

By: /s/ Angela Fletcher
Name: Angela Fletcher
Title: Corporate Trust Officer

By: /s/ Beatriz Fedozzi
Name: Beatriz Fedozzi
Title: Corporate Trust Officer

This statement has been signed by the following person in the capacity indicated on February 22, 2019.

COMPUTERSHARE TRUST COMPANY,
NA

as Agent for Service of Process for

COMPUTERSHARE TRUST COMPANY OF
CANADA

By: /s/ Jerry Urbanek
Name: Jerry Urbanek
Title: Corporate Trust Manager

Highlands Ranch, Colorado