

CANADIAN PACIFIC RAILWAY CO/NEW  
Form SUPPL  
January 30, 2015  
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File No. 333-189815

**Prospectus Supplement**

(to Prospectus dated July 11, 2013)

**US\$700,000,000**

**CANADIAN PACIFIC RAILWAY COMPANY**

**2.900% Notes due 2025**

We are offering US\$700,000,000 aggregate principal amount of 2.900% notes due 2025 (the notes). The notes will bear interest at the fixed rate of 2.900% per year. We will pay interest on the notes semi-annually in arrears on February 1 and August 1 of each year, beginning August 1, 2015. The notes will mature on February 1, 2025. We may redeem some or all of the notes at any time, at the redemption prices as described in this prospectus supplement. We may also redeem all (and not less than all) of the notes if certain changes affecting Canadian withholding taxes occur. The notes do not have the benefit of any sinking fund.

The notes will be our unsecured obligations and rank equally with all of our existing and future unsecured and unsubordinated indebtedness.

**Investing in the notes involves risks that are described in the Risk Factors section on pages 20-21 of the accompanying prospectus.**

**We are permitted, under a multi-jurisdictional disclosure system adopted by the United States and Canada, to prepare this prospectus supplement and the accompanying prospectus in accordance with Canadian disclosure requirements which are different from those of the United States. Unless otherwise indicated, all financial information included and incorporated by reference in the prospectus and this prospectus supplement is prepared using generally accepted accounting principles in the United States.**

**Owning the notes may subject you to tax consequences both in the United States and in Canada. This prospectus supplement and the accompanying prospectus may not describe these tax consequences fully. You should read the tax discussion in this prospectus supplement.**

**Your ability to enforce civil liabilities under the U.S. federal securities laws may be affected adversely because we are incorporated in Canada, some or all of our officers and directors and some or all of the experts named**

**in this prospectus supplement and the accompanying prospectus are residents of Canada, and a substantial portion of our assets and all or a substantial portion of the assets of such persons are located outside of the United States.**

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.**

	<b>Per Note</b>	<b>Total</b>
Public offering price <sup>(1)</sup>	99.957%	US\$699,699,000
Underwriting commission	0.650%	US\$ 4,550,000
Proceeds, before expenses, to us <sup>(1)</sup>	99.307%	US\$695,149,000

**Note:**

(1) Plus accrued interest from February 2, 2015 if settlement occurs after that date.

The underwriters expect to deliver the notes to purchasers in book-entry form only through the facilities of The Depository Trust Company ( DTC ) for the accounts of its participants, on or about February 2, 2015.

Joint Book-Running Managers

**Morgan Stanley**

**BofA Merrill Lynch**

**HSBC**

**J.P. Morgan**

**Citigroup**

**RBC Capital Markets**

**Wells Fargo Securities**

Co-Managers

**BMO Capital Markets**

**CIBC**

**Scotiabank**

**TD Securities**

**National Bank of Canada Financial**

**SMBC Nikko**

**Markets**

The date of this prospectus supplement is January 28, 2015.

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**IMPORTANT NOTICE ABOUT INFORMATION IN**

**THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS**

This document is in two parts. The first part, this prospectus supplement, describes the specific terms of the notes we are offering and also adds to and updates certain information contained in the accompanying prospectus and documents incorporated by reference therein. The second part, the base shelf prospectus, dated July 11, 2013, gives more general information, some of which may not apply to the notes we are offering. The accompanying base shelf prospectus is referred to as the prospectus in this prospectus supplement.

**If the description of the notes varies between this prospectus supplement and the prospectus, you should rely on the information in this prospectus supplement.**

**We have not, and the underwriters have not, authorized any other person to provide any information other than that contained in or incorporated by reference in this prospectus supplement and the prospectus prepared by or on our behalf to which we have referred you and in any term sheets we authorize and use in connection with the offering of the notes. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the prospectus, as well as information we previously filed with the U.S. Securities and Exchange Commission (the SEC) and with the Alberta Securities Commission and incorporated by reference in the prospectus, is accurate as of the date of such information only. Our business, financial condition, results of operations and prospects may have changed since those dates.**

In this prospectus supplement, all capitalized terms used and not otherwise defined herein have the meanings provided in the prospectus. In the prospectus and this prospectus supplement, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in Canadian dollars.

Unless otherwise specified or the context otherwise requires, all references in this prospectus supplement and the prospectus to Canadian Pacific Railway, us, we or our refer to Canadian Pacific Railway Company and its subsidiaries on a consolidated basis. In the sections entitled Summary of the Offering and Description of the Notes in this prospectus supplement and Description of Debt Securities in the prospectus, Canadian Pacific Railway, us, we or refer to only Canadian Pacific Railway Company, without any of its subsidiaries. Our parent corporation, Canadian Pacific Railway Limited, is referred to as CPRL.

This prospectus supplement is deemed to be incorporated by reference into the prospectus solely for the purposes of the offering of the notes offered hereby. Other documents are also incorporated or deemed to be incorporated by reference into the prospectus. See Documents Incorporated by Reference in this prospectus supplement and in the prospectus.

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**FORWARD-LOOKING STATEMENTS**

This prospectus supplement, the prospectus and the documents incorporated by reference herein and therein include forward-looking statements within the meaning of securities laws, including the safe harbour provisions of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended (the U.S. Exchange Act) and Section 27A of the United States Securities Act of 1933, as amended (the Securities Act). All forward-looking statements are based on our and CPRL's current beliefs as well as assumptions made by and information currently available to us and CPRL. Forward-looking statements typically contain statements such as anticipate, believe, expect, plan, financial expectations, key assumptions, will, should or similar words suggesting future outcomes. Forward-looking statements in or incorporated by reference into this prospectus supplement and the prospectus include, but are not limited to, statements with respect to: the anticipated closing of the offering of the notes and the use of proceeds of the offering, expected improvements in operating efficiency and fluidity, the ability of information technology to improve service and provide sophisticated billing options, the benefits of lean process and continuous improvement principles, the cost of environmental remediation, our operations, priorities and plans, anticipated financial performance, purchases of common shares for cancellation under CPRL's share repurchase program, future sources of capital, business prospects, planned capital expenditures, programs and strategies.

By its nature, our and CPRL's forward-looking information involves numerous assumptions, inherent risks and uncertainties, including but not limited to the following factors:

- changes in business strategies;
- general North American and global economic, credit and business conditions;
- risks in agricultural production such as weather conditions and insect populations;
- the availability and price of energy commodities;
- the effects of competition and pricing pressures;
- industry capacity;
- shifts in market demands;
- changes in commodity prices;
- uncertainty surrounding timing and volumes of commodities being shipped;

- inflation;
- changes in laws and regulations, including regulation of rates;
- changes in taxes and tax rates;
- potential increases in maintenance and operating costs;
- uncertainties of investigations, proceedings or other types of claims and litigation;
- labour disputes;
- risks and liabilities arising from derailments;
- transportation of dangerous goods;
- timing of completion of capital and maintenance projects;
- currency and interest rate fluctuations;
- effects of changes in market conditions on the financial position of pension plans and investments;

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- various events that could disrupt operations, including severe weather, droughts, floods, avalanches and earthquakes as well as security threats and the governmental response to them; and
- technological changes.

The risks and uncertainties of our and CPRL's business, including those discussed above and incorporated by reference into this prospectus supplement and the prospectus and as described under "Risk Factors" in the prospectus, could cause our and CPRL's actual results and experience to differ materially from the anticipated results or other expectations expressed. In addition, we base forward-looking statements on assumptions about future events, which may not prove to be accurate.

In light of these risks, uncertainties and assumptions, prospective investors should not place undue reliance on forward-looking statements and should be aware that events described in the forward-looking statements set out in this prospectus supplement, the prospectus and the documents incorporated by reference herein and therein may not occur.

We cannot assure prospective investors that our future results, levels of activity and achievements will occur as we expect, and neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. Except as required by law, we have no obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

**EXCHANGE RATE INFORMATION**

CPRL publishes its consolidated financial statements in Canadian dollars. In this prospectus supplement, unless otherwise specified or the context otherwise requires, all dollar amounts are expressed in Canadian dollars and references to "dollars" or "\$" are to Canadian dollars and references to "US\$" are to United States dollars.

The following table sets forth the Canada/U.S. exchange rates on the last day of the periods indicated as well as the high, low and average rates for such periods. The high, low and average exchange rates for each period were identified or calculated from spot rates in effect on each trading day during the relevant period. The exchange rates shown are expressed as the number of U.S. dollars required to purchase one Canadian dollar. These exchange rates are based on those published on the Bank of Canada's website as being in effect at approximately noon on each trading day (the Bank of Canada noon rate). On January 27, 2015, the Bank of Canada noon rate was US\$0.8062 equals \$1.00.

Period End	Year Ended December 31,			Nine Months Ended	
	2014	2013	2012	September 30,	
	2014	2013	2012	2014	2013
High	US\$ 0.8620	US\$ 0.9402	US\$ 1.0051	US\$ 0.8922	US\$ 0.8922
Low	US\$ 0.9422	US\$ 1.0164	US\$ 1.0299	US\$ 0.9422	US\$ 0.1064
Average	US\$ 0.8589	US\$ 0.9348	US\$ 0.9599	US\$ 0.8888	US\$ 0.8888
	US\$ 0.9054	US\$ 1.0299	US\$ 1.0004	US\$ 0.9139	US\$ 1.0575

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**SUMMARY OF THE OFFERING**

*The following is a brief summary of some of the terms of this offering. For a more complete description of the terms of the notes, see Description of the Notes in this prospectus supplement and Description of Debt Securities in the prospectus.*

<b>Issuer</b>	Canadian Pacific Railway Company
<b>Securities Offered</b>	US\$700 million aggregate principal amount of 2.900% fixed rate notes due 2025.
<b>Interest Rate and Payment Dates</b>	The notes will bear interest at the fixed rate of 2.900% per year, payable semi-annually in arrears on February 1 and August 1 of each year, beginning August 1, 2015. Interest on the notes will be computed on the basis of a 360-day year of twelve 30-day months.
<b>Maturity Date</b>	February 1, 2025.
<b>Ranking</b>	The notes will be unsecured obligations ranking <i>pari passu</i> with all of our existing and future unsecured and unsubordinated indebtedness. The notes will be structurally subordinated to all existing and future liabilities, including trade payables and other indebtedness, of any of our subsidiaries. See Description of Debt Securities Ranking in the accompanying prospectus.
<b>Optional Redemption</b>	Prior to November 1, 2024 (the date that is three months prior to the maturity date of the notes), we may redeem the notes, in whole or in part, at our option at any time by paying a make whole premium, plus accrued and unpaid interest, if any, to, but excluding, the date of redemption. On or after November 1, 2024 (the date that is three months prior to the maturity date of the notes), we may redeem the notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest thereon to, but excluding, the date of redemption. See Description of the Notes Optional Redemption in this prospectus supplement. We may also, at our option, redeem all of the notes at the redemption price described in the prospectus at any time in the event certain changes affecting Canadian withholding taxes occur. See Description of Debt Securities Tax Redemption in the prospectus.



**Form and Denomination**

The notes will be represented by fully registered global securities registered in the name of the nominee of DTC. Beneficial interests in any registered global security will be in denominations of US\$2,000 and integral multiples of US\$1,000 in excess thereof. Except as described under **Description of the Notes** in this prospectus supplement and **Description of Debt Securities** in the prospectus, notes in definitive form will not be issued.

**Change of Control**

If a change of control that is accompanied by a downgrade in the rating of these notes such that the notes are no longer investment grade occurs, we will be required to make an offer to purchase the

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notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase, as described under the heading **Description of the Notes** **Change of Control**.

**Additional Issues**

We may, from time to time, without notice to or the consent of holders of the notes, create and issue additional notes ranking equally with the notes offered hereby in all respects (or in all respects except for the payment of interest accruing prior to the issue date of the new notes or except for the first payment of interest following the issue date of the new notes). These additional notes may be consolidated and form a single series with the notes offered hereby, and have the same terms as to status, redemption or otherwise as the notes offered hereby; provided that if the additional notes are not fungible with the notes offered hereby for U.S. federal income tax purposes, the additional notes will have a new CUSIP number.

**Certain Covenants**

The Indenture contains certain covenants that, among other things:

limit our ability to create liens; and

restrict our ability to consolidate or merge with a third party or transfer all or substantially all of our assets.

These covenants are subject to important exceptions and qualifications which are described under the caption **Description of Debt Securities** in the accompanying prospectus.

**Additional Amounts**

We will make payments on the notes without withholding or deduction for Canadian taxes unless required to be withheld or deducted by law or the interpretation or administration thereof in which case, subject to certain exemptions, we will pay such additional amounts as may be necessary so that the net amount received by holders of the notes after such withholding or deduction will not be less than the amount that such holders would have received in the absence of such withholding or deduction. However, no additional amounts will be payable in excess of the additional amounts that would be payable if the holder was a resident of the United States for the purposes of the Canada-U.S. Income Tax Convention (1980), as amended. See **Description of Debt Securities** **Additional Amounts** in the accompanying prospectus.

**Use of Proceeds**

The net proceeds to us from this offering will be approximately US\$694.0 million, after deducting underwriting commissions and estimated expenses of the offering. The net proceeds received by us from the sale of the notes will be used for general corporate purposes, including reduction of short term indebtedness, which indebtedness was used to fund capital investments and share repurchases under our normal course issuer bid. Until utilized for such purposes, the net proceeds may be invested in short term investment grade securities or bank deposits. See "Use of Proceeds" in this prospectus supplement.

**Governing Law**

The notes and the Indenture are governed by the laws of the State of New York.

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**CANADIAN PACIFIC RAILWAY COMPANY**

We were incorporated by Letters Patent in 1881 pursuant to an Act of the Parliament of Canada. We are one of Canada's oldest corporations. From our inception 133 years ago, we have developed into a fully integrated and technologically advanced Class I railway (a railroad earning a minimum of US\$433.2 million in revenues annually as defined by the Surface Transportation Board in the United States) providing rail and intermodal freight transportation services over an approximately 13,700-mile network serving the principal business centres of Canada, from Montreal to Vancouver and the U.S. Midwest and Northeast regions.

We are a wholly-owned subsidiary of CPRL, a publicly-traded corporation whose common shares are listed on the Toronto Stock Exchange and the New York Stock Exchange.

**RECENT DEVELOPMENTS**

On January 22, 2015, CPRL announced its unaudited fourth quarter and full-year results for the periods ended December 31, 2014. Revenues in the fourth quarter increased 10 percent compared to 2013 to \$1.76 billion. Net income rose to \$451 million, or \$2.63 per diluted share. Adjusted earnings in the fourth-quarter increased to \$460 million, or \$2.68 per share, from \$338 million, or \$1.91 per share, in the fourth quarter 2013.

For the full year, in 2014 revenue increased 8 percent from 2013 to \$6.62 billion; operating ratio decreased to 64.7 percent, a 520-basis-point drop from 2013 on an adjusted basis; reported earnings per share increased 71 percent from 2013 to \$8.46; and adjusted earnings per share increased 32 percent from 2013 to \$8.50.

Adjusted earnings, adjusted earnings per share and operating ratio on an adjusted basis are non-GAAP measures. CPRL presents non-GAAP measures and cash flow information to provide a basis for evaluating underlying earnings and liquidity trends in CPRL's business that can be compared with the results of its operations in prior periods. In addition, these non-GAAP measures facilitate a multi-period assessment of long-term profitability allowing management of CPRL and other external users of its consolidated financial statements to compare profitability on a long-term basis with that of its peers. These non-GAAP measures exclude significant items that are not among CPRL's normal ongoing revenues and operating expenses. They have no standardized meaning and are not defined by GAAP and, therefore, are unlikely to be comparable to similar measures presented by other companies. For further information regarding non-GAAP measures, including reconciliations to the nearest GAAP measures, see "Non-GAAP Measures - Unaudited" in Appendix A of this prospectus supplement.

CPRL's closing process for the fiscal quarter and year ended December 31, 2014 has not yet been completed and will not be completed prior to the closing of the offering of notes. The audited financial results may differ from the preliminary financial information.

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We estimate that the net proceeds to us from this offering will be approximately US\$694.0 million, after deducting the underwriting commission and after deducting estimated expenses of the offering of approximately US\$5.7 million. The net proceeds received by us from the sale of the notes will be used for general corporate purposes, including reduction of short term indebtedness, which indebtedness was used to fund capital investments and share repurchases under our normal course issuer bid. Until utilized for such purposes, the net proceeds may be invested in short term investment grade securities or bank deposits.

**CONSOLIDATED CAPITALIZATION**

The following table summarizes CPRL's cash and cash equivalents and consolidated capitalization at December 31, 2014, and as adjusted to give effect to the issuance of the notes offered by this prospectus supplement and the application of the proceeds of the sale of the notes as described under "Use of Proceeds" in this prospectus supplement. You should read this table together with the unaudited comparative consolidated financial information of CPRL for the three and twelve months ended December 31, 2014, which are included in Appendix A attached to this prospectus supplement. In the "As Adjusted" column, the U.S. dollar amount of the notes offered hereby has been converted to Canadian dollars using the Bank of Canada noon rate of US\$0.8620 per \$1.00 at December 31, 2014.

	<b>As at December 31, 2014</b>	
	<b>Actual</b>	<b>As Adjusted</b>
	<b>(millions of dollars)</b>	
Cash and cash equivalents	\$ 226	\$ 226
Long-term debt maturing within one year	\$ 134	\$ 134
<b>Long-term liabilities:</b>		
Long-term debt	5,659	4,854
Notes offered hereby		812
<b>Total long-term liabilities</b>	<b>5,793</b>	<b>5,800</b>
<b>Shareholders' equity:</b>		
Share capital	2,185	2,185
Additional paid-in capital	36	36
Accumulated other comprehensive loss	(2,219)	(2,219)
Retained earnings	5,608	5,608
<b>Total shareholders' equity</b>	<b>5,610</b>	<b>5,610</b>
<b>Total capitalization</b>	<b>\$ 11,403</b>	<b>\$ 11,410</b>

**EARNINGS COVERAGE**

The earnings coverage ratios set out below have been prepared and included in this prospectus supplement in accordance with Canadian disclosure requirements. These ratios do not purport to be indicative of earnings coverage

ratios for any future periods.

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For further information regarding earnings coverage, reference is made to *Earnings Coverage* in the prospectus.

The following earnings coverage ratios of CPRL are calculated on a consolidated basis for the twelve-month period ended December 31, 2013 based on audited financial information and for the twelve-month period ended September 30, 2014 based on unaudited financial information. In calculating the ratios, the interest expense has been adjusted to give effect to the issuance of the notes offered hereby.

	<b>Twelve Month Period Ended</b>	
	<b>December 31, 2013</b>	<b>September 30, 2014</b>
Earnings coverage on long-term debt <sup>(1)(2)</sup>	4.6x	5.5x

**Notes:**

- (1) Earnings coverage is equal to income before interest expense and income tax expense, divided by interest expense on all debt plus the amount of interest that has been capitalized during the period.
- (2) The earnings coverage ratios have been calculated excluding carrying charges for the long-term debt maturing within one year reflected as current liabilities in CPRL's consolidated balance sheets as at December 31, 2013 and September 30, 2014, respectively. If such long-term debt maturing within one year had been classified in its entirety as long-term debt for purposes of calculating earnings coverage ratios, the entire amount of the annual carrying charges for such long-term debt maturing within one year would have been reflected in the calculation of CPRL's earnings coverage ratios. For the twelve-month period ended December 31, 2013, earnings coverage on long-term debt would have been 4.4x. For the twelve-month period ended September 30, 2014, earnings coverage on long-term debt would have been 5.5x.

**DESCRIPTION OF THE NOTES**

*The following description of the terms of the notes supplements the description set forth in the prospectus and should be read in conjunction with *Description of Debt Securities* in the prospectus. In addition, such description is qualified in its entirety by reference to the Indenture under which the notes are to be issued, referred to in the prospectus. Capitalized terms used but not defined in the prospectus supplement have the meanings ascribed to them in the prospectus. In this section only, *Canadian Pacific Railway*, *us*, *we* or *our* refer to *Canadian Pacific Railway Company* without any of its subsidiaries through which it operates.*

**General**

The notes will be our direct unsecured obligations. The notes initially will be issued in an aggregate principal amount of US\$700 million. The notes will mature on February 1, 2025. The notes will bear interest at the fixed rate of 2.900% per year. Interest will be payable on the notes from February 2, 2015, or from the most recent date to which interest has been paid or provided for, payable semi-annually on February 1 and August 1 of each year, commencing August 1, 2015 (each an *Interest Payment Date*) to the persons in whose names the notes are registered at the close of business on the next preceding January 17 or July 17, respectively.

Interest payments for the notes will include accrued interest from and including the date of issue or from and including the last date in respect of which interest has been paid, as the case may be, to, but excluding, the *Interest Payment Date* or the date of maturity, as the case may be. If any *Interest Payment Date* or the maturity date of the notes falls on a day that is not a business day, the related payment of principal, premium, if any, or interest will be postponed to the next succeeding business day, and no interest on such payment will accrue for the period from and after such *Interest*

Payment Date or the maturity date, as the case may be as a result of such delay.

Payment of principal, premium, if any, and interest on the notes will be made in United States dollars.

We may, from time to time, without notice to or the consent of holders of notes, create and issue additional notes under the Indenture in addition to the aggregate principal amount of notes offered hereby. Such

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additional notes will rank equally with the notes offered hereby in all respects (or in all respects except for the payment of interest accruing prior to the issue date of the new notes or except for the first payment of interest following the issue date of the new notes) so that the new notes may be consolidated and form a single series with the notes offered hereby, and have the same terms as to status, redemption and otherwise as the notes offered hereby. In the event that additional notes are issued, we will prepare a new prospectus supplement, provided that if the additional notes are not fungible with the notes for U.S. federal income tax purposes, the additional notes will have a new CUSIP number.

Other than the protections which may otherwise be afforded to holders of the notes as a result of the operation of the covenants described in this prospectus supplement and under *Description of Debt Securities* in the prospectus, there are no covenants or other provisions in the Indenture or the notes limiting our ability to seek additional sources of financing, pay dividends or otherwise engage in other capital transactions that might increase our leverage and decrease the amount of assets available to service our debt.

The provisions of the Indenture relating to the payment of additional amounts in respect of Canadian withholding taxes in certain circumstances (described under the caption *Description of Debt Securities Additional Amounts* in the prospectus) and the provisions of the Indenture relating to the redemption of debt securities in the event of specified changes in Canadian withholding tax law on or after the date of this prospectus supplement (described under the caption *Description of Debt Securities Tax Redemption* in the prospectus) will apply to the notes.

The notes will be subject to the provisions of the Indenture relating to the defeasance and covenant defeasance as described in the prospectus under the heading *Description of Debt Securities Defeasance*.

The notes will not be entitled to the benefits of any sinking fund.

## **Optional Redemption**

Prior to November 1, 2024 (the date that is three months prior to the maturity date of the notes), we may redeem the notes in whole or in part, at our option, at any time or from time to time at a redemption price equal to the greater of: (i) 100% of the principal amount of the notes being redeemed; and (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon (exclusive of any portion of the payments of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis at the Treasury Yield plus 20 basis points, together with accrued and unpaid interest to, but excluding, the date of redemption. Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

On or after November 1, 2024 (the date that is three months prior to the maturity date of the notes), we may redeem the notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the date of redemption.

Holders of notes to be redeemed will receive notice of redemption delivered at least 30 and not more than 60 days prior to the date fixed for redemption.

Unless we default in the payment of the redemption price, on and after the redemption date, interest will cease to accrue on the notes or the portions of such notes called for redemption.

*Comparable Treasury Issue* means the United States Treasury security or securities selected by an Independent Investment Banker as having an actual or interpolated maturity comparable to the remaining term of the notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in

pricing new issues of corporate debt securities of comparable maturity to the remaining term of the notes.

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*Comparable Treasury Price* means: (i) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations; or (ii) if the Independent Investment Banker obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such Quotations.

*Independent Investment Banker* means one of the Reference Treasury Dealers selected by us or, if such firm is unwilling or unable to select the Comparable Treasury Issue, an independent investment banking institution of national standing in the United States appointed by us.

*Reference Treasury Dealer Quotations* means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Banker, of the bid and ask prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 3:30 p.m. New York time on the third business day preceding such redemption date.

*Reference Treasury Dealers* means Morgan Stanley & Co. LLC, HSBC Securities (USA) Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., RBC Capital Markets, LLC and Wells Fargo Securities, LLC or their affiliates which are primary U.S. government securities dealers, and their respective successors, plus one other which is a primary U.S. Government securities dealer and its respective successors; provided, however, that if any of the foregoing ceases to be a primary U.S. government securities dealer in The City of New York (a Primary Treasury Dealer), we will substitute therefor another Primary Treasury Dealer.

*Treasury Yield* means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity or interpolated (on a day count basis) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

## **Change of Control**

If a Change of Control Triggering Event (as defined below) occurs, unless we have exercised our right to redeem the notes as described above, holders of notes will have the right to require us to repurchase all or any part equal to US\$2,000 or an integral multiple of US\$1,000 in excess thereof of such notes pursuant to the offer described below (the Change of Control Offer). In the Change of Control Offer, we will be required to offer payment in cash equal to 101% of the aggregate principal amount of notes repurchased plus accrued and unpaid interest, if any, on the notes repurchased, to the date of purchase (the Change of Control Payment). Within 30 days following any Change of Control Triggering Event, we will be required to mail a notice to holders of notes describing the transaction or transactions that constitute the Change of Control Triggering Event and offering to repurchase the notes on the date specified in the notice, which date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed (the Change of Control Payment Date), pursuant to the procedures described in such notice. We must comply with the requirements of Rule 14e-1 under the U.S. Exchange Act, and any other securities laws and regulations thereunder to the extent those laws and regulations are applicable in connection with the repurchase of the senior notes as a result of a Change of Control Triggering Event. To the extent that the provisions of any securities laws or regulations conflict with the Change of Control provisions of the Indenture, we will be required to comply with the applicable securities laws and regulations and will not be deemed to have breached our obligations under the Change of Control provisions of the Indenture by virtue of such conflicts.

On the Change of Control Payment Date, we will be required to:

- accept for payment all notes or portions of notes properly tendered pursuant to the Change of Control Offer;

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- deposit with the paying agent an amount equal to the Change of Control Payment in respect of all notes or portions of notes properly tendered; and
- deliver or cause to be delivered to the Trustee the notes properly accepted together with an officers certificate stating the aggregate principal amount of notes or portions of notes being purchased.

For purposes of the foregoing discussion of a repurchase at the option of holders of notes, the following definitions are applicable:

*Below Investment Grade Rating Event* means the notes are rated below an Investment Grade Rating by at least two out of three of the Rating Agencies (as defined below), if there are three Rating Agencies, or all of the Rating Agencies, if there are less than three Rating Agencies, (the Required Threshold ) on any date from the date of the public notice of an arrangement or transaction that could result in a Change of Control until the end of the 60-day period following public notice of the occurrence of the Change of Control, which 60-day period shall be extended if, by the end of the 60-day period, the rating of the notes is under publicly announced consideration for a possible downgrade by such number of Rating Agencies which, together with the Rating Agencies which have already lowered their ratings on the notes as aforesaid, would aggregate in number the Required Threshold, such extension to continue for so long as consideration for a possible downgrade continues by such number of Rating Agencies which, together with the Rating Agencies which have already lowered their ratings on the notes as aforesaid, would aggregate in number the Required Threshold.

*Change of Control* means the occurrence of any of the following: (i) the direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or amalgamation), in one or a series of related transactions, of all or substantially all of the properties or assets of us and our subsidiaries taken as a whole to any person (as such term is used in Section 13(d) of the U.S. Exchange Act) other than us, CPRL or any of our or its subsidiaries; (ii) the consummation of any transaction (including, without limitation, any merger or amalgamation) the result of which is that any person (as such term is used in Section 13(d) of the U.S. Exchange Act) becomes the beneficial owner, directly or indirectly, of more than 50% of the then outstanding number of CPRL s voting shares; or (iii) the first day on which a majority of the members of CPRL s Board of Directors are not Continuing Directors.

*Change of Control Triggering Event* means the occurrence of both a Change of Control and a Below Investment Grade Rating Event.

*Continuing Directors* means, as of any date of determination, any member of the Board of Directors of CPRL who (i) was a member of such Board of Directors on the date of the issuance of the notes; or (ii) was nominated for election or elected to such Board of Directors with the approval of a majority of the Continuing Directors who were members of such Board of Directors at the time of such nomination or election (either by a specific vote or by approval of CPRL s proxy statement in which such member was named as a nominee for election as a director, without objection to such nomination).

*DBRS* means DBRS Limited.

*Investment Grade Rating* means a rating equal to or higher than BBB (low) (or the equivalent) by DBRS, Baa3 (or the equivalent) by Moody s and BBB- (or the equivalent) by S&P.

*Moody s* means Moody s Investors Service, Inc.

*Rating Agencies* means (i) each of DBRS, Moody's and S&P; and (ii) if one or more of DBRS, Moody's or S&P ceases to rate the notes or fails to make a rating of the notes publicly available for any reason outside of our control, a nationally recognized statistical rating organization within the meaning of Rule 15c3-1(c)(2)(vi)(F) under the U.S. Exchange Act, as amended, selected by us (by a resolution of our Board

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of Directors) as a replacement agency for one or more of DBRS, Moody's or S&P, as the case may be, or if a replacement agency is not selected, the remaining such agencies providing publicly available ratings of the notes.

*S&P* means Standard & Poor's, a Division of The McGraw-Hill Companies, Inc.

## **Book-Entry System**

The notes will be represented by fully registered global notes, without interest coupons and will be deposited upon issuance with the Trustee as custodian for DTC in New York, New York, and registered in the name of DTC or its nominee, in each case, for credit to an account of a direct or indirect participant as described below. The provisions set forth under *Description of Debt Securities – Debt Securities in Global Form* in the prospectus will be applicable to the notes. Except as set forth below, the global notes may be transferred, in whole and not in part, only to another nominee of DTC or to a successor of DTC or its nominee. Except as described under *Description of Debt Securities – Debt Securities in Global Form* in the prospectus, owners of beneficial interests in the registered global notes will not be entitled to receive notes in definitive form and will not be considered holders of notes under the Indenture.

Transfers of beneficial interests in the global notes are subject to the applicable rules and procedures of DTC and its direct or indirect participants, which may change.

### ***Certain Book-Entry Procedures for the Global Notes***

All interests in global notes will be subject to the operations and procedures of DTC. The descriptions of the operations and procedures of DTC set forth below are provided solely as a matter of convenience. These operations and procedures are solely within the control of the respective settlement systems and are subject to change by them from time to time. We obtained the information in this section and elsewhere in this prospectus supplement concerning DTC and its respective book-entry systems from sources that we believe are reliable, but we take no responsibility for the accuracy of any of this information, and investors are urged to contact the relevant system or its participants directly to discuss these matters.

DTC is a limited-purpose trust company organized under the New York Banking Law, a banking organization within the meaning of the New York Banking Law, a member of the Federal Reserve System, a clearing corporation within the meaning of the New York Uniform Commercial Code, and a clearing agency registered pursuant to the provisions of Section 17A of the U.S. Exchange Act. DTC also facilitates the post-trade settlement among direct participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between direct participants' accounts. This eliminates the need for physical movement of securities certificates. Direct participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (DTCC). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a direct participant, either directly or indirectly. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission.

*Book-Entry Procedures.* Purchases of notes under the DTC system must be made by or through direct participants, which will receive a credit for the notes on DTC's records. The ownership interest of each actual purchaser of each note (beneficial owner) is in turn to be recorded on the direct and indirect participants' records. Beneficial owners will not receive written confirmation from DTC of their purchase. Beneficial owners are, however, expected to receive

written confirmations providing details of the transaction, as well as periodic

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statements of their holdings, from the direct or indirect participant through which the beneficial owner entered into the transaction. Transfers of ownership interests in the global notes are to be accomplished by entries made on the books of direct and indirect participants acting on behalf of beneficial owners. Beneficial owners will not receive certificates representing their ownership interests in the global notes, except in the event that use of the book-entry system for the notes is discontinued.

The deposit of the global notes with DTC and their registration in the name of Cede & Co. do not effect any change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of the global notes; DTC's records reflect only the identity of the direct participants to whose accounts such securities are credited, which may or may not be the beneficial owners. The direct and indirect participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to direct participants, by direct participants to indirect participants, and by direct and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

None of DTC, Cede & Co., or any other DTC nominee will consent or vote with respect to the global notes unless authorized by a direct participant in accordance with DTC's procedures. Under its usual procedures, DTC mails an omnibus proxy to us as soon as possible after the record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those direct participants to whose accounts the securities are credited on the record date. These participants are identified in a listing attached to the omnibus proxy.

Principal and interest payments on the global notes will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit direct participants' accounts upon DTC's receipt of funds and corresponding detail information from us, on the applicable payment date in accordance with their respective holdings shown on DTC's records. Payments by participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with notes held for the accounts of customers in bearer form or registered in street name. These payments will be the responsibility of these participants and not of DTC or its nominee, us, the Trustee, or any other agent or party, subject to any statutory or regulatory requirements that may be in effect from time to time. Payment of principal and interest to Cede & Co., or any other nominee as may be requested by an authorized representative of DTC, is our responsibility. Disbursement of the payments to direct participants is the responsibility of DTC, and disbursement of the payments to the beneficial owners is the responsibility of the direct or indirect participants.

We will send any redemption notices to DTC. If less than all of the notes of a series are being redeemed, DTC's practice is to determine by lot the amount of the interest of each direct participant in the issue to be redeemed.

A beneficial owner must give any required notice of its election to have its notes repurchased through the participant through which it holds its beneficial interest in the global notes to the applicable trustee or tender agent. The beneficial owner shall effect delivery of its notes by causing the direct participant to transfer its interest in the securities on DTC's records. The requirement for physical delivery of notes in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the securities are transferred by the direct participant on DTC's records and followed by a book-entry credit of tendered notes to the applicable trustee or agent's DTC account.

Transfers between participants in DTC will be effected in accordance with DTC's procedures, and will be settled in same-day funds.

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### ***Same-Day Settlement and Payment***

We will make payments in respect of the notes represented by the global notes (including principal and interest) by wire transfer of immediately available funds to the accounts specified by the global note holder. We will make all payments of principal and interest with respect to notes in definitive form by wire transfer of immediately available funds to the accounts specified by the holders of the notes in definitive form or, if no such account is specified, by mailing a check to each such holder's registered address. The notes represented by the global notes are expected to trade in DTC's Same-Day Funds Settlement System.

None of us, any underwriter or agent, the Trustee or any applicable paying agent will have any responsibility or liability for any aspect of the records relating to or payments made on account of beneficial interests in a global note, or for maintaining, supervising or reviewing any records.

DTC may discontinue providing its services as securities depository with respect to the notes at any time by giving reasonable notice to us or the Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, notes in definitive form are required to be printed and delivered to each holder.

We may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, notes in definitive form will be printed and delivered.

## **MATERIAL INCOME TAX CONSIDERATIONS**

### **United States**

The following summary is a discussion of certain material U.S. federal income tax consequences of the acquisition, ownership and disposition of the notes by a U.S. Holder, as defined below, that acquires the notes pursuant to this offering at the issue price, as defined below. This discussion is not a complete analysis or description of all of the possible tax consequences of such transactions and does not address all tax considerations that might be relevant to particular holders in light of their personal circumstances or to persons that are subject to special tax rules. In particular, the information set forth below deals only with holders that hold the notes as capital assets for U.S. federal income tax purposes (generally, property held for investment). This description of material U.S. federal income tax consequences does not address the tax treatment of special classes of holders, such as:

- financial institutions,
- regulated investment companies,
- real estate investment trusts,
- partnership or other pass-through entities (or investors in such entities),
- tax-exempt entities,

- insurance companies,
- persons holding the notes as part of a hedging, integrated, or conversion transaction, constructive sale or straddle,
- U.S. expatriates,
- persons whose functional currency is not the U.S. dollar,
- persons carrying on a trade or business in Canada through a permanent establishment,
- persons subject to the alternative minimum tax, and
- dealers or traders in securities or currencies.

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This discussion does not address any U.S. federal alternative minimum tax, U.S. federal estate, gift or other non-income tax, or state, local or non-U.S. tax consequences of the acquisition, ownership and disposition of the notes.

The following discussion is based upon the Internal Revenue Code of 1986, as amended (the Code), the Treasury Regulations promulgated under the Code, U.S. judicial decisions and administrative pronouncements. All of the preceding authorities are subject to change, possibly with retroactive effect, which may result in U.S. federal income tax consequences different from those discussed below. We have not requested, and will not request, a ruling from the U.S. Internal Revenue Service (the IRS) with respect to any of the U.S. federal income tax consequences described below. As a result, there can be no assurance that the IRS or a court considering these issues will not disagree with or challenge any of the conclusions we have reached and describe herein.

For purposes of this discussion, a U.S. Holder is a beneficial owner of notes that is (1) an individual who is a citizen or a resident alien of the United States as determined for U.S. federal income tax purposes, (2) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof, or the District of Columbia, (3) an estate the income of which is subject to U.S. federal income taxation regardless of its source, or (4) a trust (A) if a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have authority to control all substantial decisions of the trust, or (B) that has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

If a partnership or other pass-through entity holds the notes, the tax treatment of a partner (or other owner) will generally depend upon the status of the partner (or other owner) and the activities of the entity. If a U.S. Holder is a partner (or other owner) of a pass-through entity that holds, or is considering the acquisition of, notes, such a U.S. Holder should consult their own tax advisor regarding the tax consequences of acquiring, owning and disposing of notes.

The following discussion is for general information only and is not intended to be, nor should it be construed to be, legal or tax advice to any holder or prospective holder of notes, and no representation with respect to the U.S. federal income tax consequences to any such holder or prospective holder is given. We urge prospective holders to consult their own tax advisors regarding the application of U.S. federal, state and local tax laws, as well as any applicable foreign tax laws, to their particular situations.

## **Payments of Interest**

Each payment of interest on a note will be taxable as foreign source ordinary interest income at the time it accrues or is received, in accordance with a U.S. Holder's method of accounting for U.S. federal income tax purposes. The interest will be foreign source income, which may be relevant to a U.S. Holder in calculating the foreign tax credit limitation. The rules governing foreign tax credits are complex and, therefore, U.S. Holders should consult their own tax advisors regarding the availability of foreign tax credits in their particular circumstances.

In certain circumstances (see Description of Notes Change of Control), we may be obligated to pay amounts in excess of stated interest or principal on the notes. It is possible that our obligation to make additional payments on the notes could implicate the provisions of Treasury Regulations relating to contingent payment debt instruments. Under the Treasury Regulations, the possibility that any such payments would be made will not cause the notes to be treated as contingent payment debt instruments if there is only a remote chance as of the date the notes are issued that such payments will be made. We intend to take the position that the likelihood that we will be obligated to make any such payments is remote. This determination is binding on a U.S. Holder unless such holder discloses its contrary position

in the manner required by applicable Treasury Regulations. Our determination is not, however, binding on the IRS and if the IRS were to challenge this determination, a U.S.

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Holder may be required to accrue additional interest income on its notes and to treat as ordinary income rather than as capital gain any income realized on the sale or other disposition of a note before the resolution of the contingency. Under the intended treatment, if we pay a premium pursuant to the change of control provisions, U.S. Holders will be required to recognize such amounts as capital gain. The remainder of this disclosure assumes that the notes are not treated as contingent payment of debt instruments. The Treasury Regulations applicable to contingent payment debt instruments have not been the subject of authoritative interpretation, however, and the scope of the Treasury Regulations is not certain. You are urged to consult your tax advisor regarding the possible application of the special rules related to contingent payment debt instruments to the notes.

Additional amounts paid pursuant to the obligations described under **Description of Debt Securities - Additional Amounts** in the prospectus would be treated as ordinary income.

**Original Issue Discount**

A note with a term that exceeds one year will be treated as issued with original issue discount (OID) if the stated redemption price at maturity of the note exceeds its issue price by more than the de minimis amount. OID will be treated as de minimis if it is less than  $\frac{1}{4}$  of 1 percent of the stated redemption price at maturity multiplied by the number of complete years from the issue date of the note to its maturity. A note's issue price generally is the first price at which a substantial amount of notes is sold to persons other than bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers. The stated redemption price at maturity of a note is the total of all payments provided by the note that are not payments of qualified stated interest. Generally, an interest payment on a note is qualified stated interest if it is one of a series of stated interest payments on a note that are unconditionally payable at least annually at a single fixed rate, with certain exceptions for lower rates paid during some periods, applied to the outstanding principal amount of the note.

It is not expected that the notes will be issued with OID. If, however, the stated redemption price of a note exceeds its issue price by more than a de minimis amount, a U.S. Holder will be required to treat such excess amount as OID, which is treated for U.S. federal income tax purposes as accruing over the term of the note as interest income in accordance with a constant yield method based on a compounding of interest before the receipt of cash payments attributable to this income. A U.S. Holder's adjusted tax basis in a note would be increased by the amount of any OID included in gross income. In compliance with Treasury Regulations, if we determine that the notes have OID, we will provide certain information to the IRS and/or U.S. Holders that is relevant to determining the amount of OID in each accrual period.

**Sale, Exchange, Retirement or Other Taxable Disposition of the Notes**

A U.S. Holder will generally recognize capital gain or loss upon the sale, exchange, retirement or other taxable disposition of notes in an amount equal to the difference between (i) the amount of cash plus the fair market value of any property received (other than any amounts attributable to accrued but unpaid stated interest, which will be taxable as ordinary interest income to the extent not previously included in income), and (ii) the adjusted tax basis in the notes at the time of sale, exchange, retirement or other taxable disposition. A U.S. Holder's adjusted tax basis in the notes will generally be the amount paid for the notes increased by the amount of any OID previously included in income and decreased by the amount of any payments (other than payments of qualified stated interest) on the notes. Any capital gain or loss will be long-term capital gain or loss if at the time of the sale, exchange, retirement or other taxable disposition of the notes, the U.S. Holder has held the notes for more than one year. Long-term capital gain of non-corporate U.S. Holders, including individual U.S. Holders, is generally taxed at reduced rates. The gain or loss will generally be treated as U.S. source gain or loss. The deductibility of capital losses is subject to limitations.

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### **Additional Tax on Investment Income**

Certain U.S. Holders who are individuals, estates or trusts and whose income exceeds certain thresholds generally will be required to pay an additional 3.8 percent tax on all or a portion of their net investment income, which includes, among other things, interest income and capital gains from the sale or other disposition of a note, subject to certain limitations and exceptions. U.S. Holders should consult their own tax advisors regarding the application of this additional tax to their investment in the notes.

### **Information Reporting and Backup Withholding**

In general, backup withholding and information reporting requirements apply to certain payments to U.S. Holders of principal of, and interest on, a note, and the receipt of proceeds on the sale or other disposition (including a retirement or redemption) of a note before maturity, in each case when made within the U.S. or through certain U.S. intermediaries, if a U.S. Holder: fails to furnish its taxpayer identification number, fails to certify that such number is correct, fails to certify that such U.S. Holder is not subject to backup withholding, or otherwise fails to comply with the applicable requirements of the backup withholding rules.

Certain U.S. Holders, including corporations, are generally not subject to backup withholding and information reporting requirements provided their exemptions from backup withholding and information reporting are properly established. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a U.S. Holder will be allowed as a credit against such holder's U.S. federal income tax liability and may entitle the U.S. Holder to a refund, provided that the required information is furnished to the IRS in a timely manner. U.S. Holders should consult their tax advisors regarding the application of backup withholding, the availability of an exemption from backup withholding and the procedure for obtaining such an exemption, if available.

Further, United States return disclosure obligations (and related penalties for failure to disclose) have been imposed on United States individuals who hold certain specified foreign financial assets in excess of \$50,000. The definition of specified foreign financial asset includes not only financial accounts maintained in foreign financial institutions, but also generally includes securities of non-U.S. issuers (subject to certain exceptions, including an exception for securities of non-U.S. issuers held in accounts maintained by domestic financial institutions). U.S. Holders are urged to consult their tax advisors regarding the effect, if any, of such U.S. federal income tax legislation on their ownership and disposition of notes.

### **Canada**

The following describes the principal Canadian federal income tax considerations as of the date of this prospectus supplement, generally applicable to a purchaser of notes (a Non-Resident Holder) who, for the purposes of the Income Tax Act (Canada) (the ITA) at all relevant times, is not, and is not deemed to be, resident in Canada, does not use or hold and is not deemed to use or hold the notes in carrying on a business in Canada, deals at arm's length with us, is not a specified non-resident shareholder (as defined in the ITA) or a person that does not deal at arm's length with a specified non-resident shareholder, is not an insurer that carries on an insurance business in Canada and elsewhere.

This summary takes into account the current provisions of the ITA and the regulations passed pursuant to the ITA (the ITA Regulations) in force as of the date of this prospectus supplement, and proposals to amend the ITA and ITA Regulations publicly announced prior to the date of this prospectus supplement by the federal Minister of Finance and the current published administrative practices of the Canada Revenue Agency. This description is not exhaustive of all Canadian federal income tax considerations and does not anticipate any changes in law whether by legislative, government or judicial action other than the passage of such publicly announced proposed amendments to the ITA or

ITA Regulations, nor does it take into account provincial, territorial or foreign tax considerations which may differ from the Canadian federal income tax considerations described in this prospectus supplement.

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**This summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder of notes. Prospective holders should consult their own Canadian tax advisors with respect to the Canadian income tax considerations associated with their participation in this offering.**

Pursuant to the ITA, interest paid or credited or deemed to be paid or credited by us on the notes as the case may be, to a Non-Resident Holder will be exempt from Canadian withholding tax. No other taxes on income (including taxable capital gains) will be payable pursuant to the ITA by a Non-Resident Holder in respect of the acquisition, ownership or disposition of the notes.

**UNDERWRITING**

Subject to the terms and conditions contained in an underwriting agreement, dated as of the date of this prospectus supplement between us and the underwriters named below, for whom Morgan Stanley & Co. LLC, HSBC Securities (USA) Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as representatives, we have agreed to sell to each underwriter, and each underwriter has severally agreed to purchase from us, the principal amount of notes that appears opposite its name in the table below:

<b>Underwriter</b>	<b>Principal amount of notes</b>
Morgan Stanley & Co. LLC	US\$ 105,000,000
HSBC Securities (USA) Inc.	91,000,000
J.P. Morgan Securities LLC	91,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	91,000,000
Citigroup Global Markets Inc.	84,000,000
RBC Capital Markets, LLC	84,000,000
Wells Fargo Securities, LLC	84,000,000
BMO Capital Markets Corp.	14,000,000
CIBC World Markets Corp.	14,000,000
Scotia Capital (USA) Inc.	14,000,000
TD Securities (USA) LLC	14,000,000
National Bank of Canada Financial Inc.	7,000,000
SMBC Nikko Securities America, Inc.	7,000,000
<b>Total</b>	<b>US\$ 700,000,000</b>

The underwriters are offering the notes subject to their acceptance of the notes from us and subject to prior sale. The underwriting agreement provides that the obligations of the several underwriters to pay for and accept delivery of the notes offered by this prospectus supplement are subject to certain conditions. The underwriters are obligated to take and pay for all of the notes offered by this prospectus supplement if any such notes are taken.

The underwriters initially propose to offer the notes to the public at the public offering price that appears on the cover page of this prospectus supplement. In addition, the underwriters initially propose to offer the notes to certain dealers at prices that represent a concession not in excess of 0.400% of the principal amount of the notes. Any underwriter may allow, and any such dealer may reallow, a concession not in excess of 0.200% of the principal amount of the notes to certain other dealers. After the initial offering of the notes, the underwriters may from time to time vary the

offering prices and other selling terms. The underwriters may offer and sell notes through certain of their affiliates.

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The following table shows the underwriting discount that we will pay to the underwriters in connection with the offering of the notes:

	<b>Paid by us</b>
Per Note	0.650%

Total	US\$4,550,000
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Expenses associated with this offering to be paid by us, other than underwriting discounts, are estimated to be approximately US\$1.2 million.

We have also agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments which the underwriters may be required to make in respect of any such liabilities.

The notes are a new issue of securities, and there is currently no established trading market for the notes. We do not intend to apply for the notes to be listed on any securities exchange or to arrange for the notes to be quoted on any quotation system. The underwriters have advised us that they intend to make a market in the notes, but they are not obligated to do so. The underwriters may discontinue any market making in the notes at any time at their sole discretion. Accordingly, we cannot assure you that a liquid trading market will develop for the notes, that you will be able to sell your notes at a particular time or that the prices you receive when you sell will be favorable.

In connection with the offering of the notes, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the prices of the notes. Specifically, the underwriters may overallocate in connection with the offering of the notes, creating syndicate short positions. In addition, the underwriters may bid for and purchase notes in the open market to cover syndicate short positions or to stabilize the prices of the notes. Finally, the underwriting syndicate may reclaim selling concessions allowed for distributing the notes in the offering of the notes, if the syndicate repurchases previously distributed notes in syndicate covering transactions, stabilization transactions or otherwise. Any of these activities may stabilize or maintain the market prices of the notes above independent market levels. The underwriters are not required to engage in any of these activities, and may end any of them at any time.

Certain of the underwriters are affiliates of banks which are lenders to us and to which we are currently indebted. As a consequence of their participation in the offering, the underwriters affiliated with such banks will be entitled to share in the underwriting commission relating to the offering of the notes. From time to time in the ordinary course of their respective businesses, certain of the underwriters and their affiliates have engaged in and may in the future engage in commercial banking, derivatives and/or financial advisory, investment banking and other commercial transactions and services with us and our affiliates for which they have received or will receive customary fees and commissions. The decision to distribute the notes hereunder and the determinations of the terms of the offering were made through negotiations between us and the underwriters.

In addition, in the ordinary course of their business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of ours or our affiliates. Certain of the underwriters or their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such credit default swaps or short

positions could adversely affect future trading prices of the notes offered hereby. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

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The notes offered hereby have not been qualified for sale under the securities laws of any province or territory of Canada and are not being and may not be offered or sold in Canada in contravention of the securities laws of any province or territory of Canada. None of the underwriters participating in the distribution of the notes will offer to sell, directly or indirectly, any notes acquired by it in connection with the distribution, in Canada or to residents of Canada in contravention of the securities laws of Canada or any province or territory thereof.

**LEGAL MATTERS**

Certain legal matters relating to Canadian law will be passed upon for us by Norton Rose Fulbright Canada LLP, Calgary, Alberta, Canada. Certain legal matters relating to United States law will be passed upon for us by Paul, Weiss, Rifkind, Wharton & Garrison LLP, New York, New York. In addition, certain legal matters relating to United States law will be passed upon for the underwriters by Davis Polk & Wardwell LLP, New York, New York.

**DOCUMENTS INCORPORATED BY REFERENCE**

This prospectus supplement is deemed to be incorporated by reference into the prospectus solely for the purpose of the offering of the notes offered hereby. Other documents are also incorporated or deemed to be incorporated by reference into the prospectus. The following documents which have been filed with the securities commission or similar authority in each of the provinces and territories of Canada are also specifically incorporated by reference in and form an integral part of the prospectus:

- (a) CPRL's annual information form dated March 5, 2014;
- (b) CPRL's audited comparative consolidated financial statements, including the notes thereto, as at December 31, 2013 and 2012 together with the auditor's report thereon;
- (c) CPRL's management's discussion and analysis as at and for the year ended December 31, 2013;
- (d) CPRL's unaudited comparative consolidated financial statements, including the notes thereto, as at and for the three and nine month period ended September 30, 2014 and 2013;
- (e) CPRL's management's interim discussion and analysis for the three and nine month period ended September 30, 2014; and
- (f) CPRL's management proxy circular dated March 3, 2014.

**Any statement contained in the prospectus, in this prospectus supplement or in any document (or part thereof) incorporated by reference, or deemed to be incorporated by reference, into the prospectus for the purpose of the offering of the notes offered hereby shall be deemed to be modified or superseded to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document (or part thereof) that also is, or is deemed to be, incorporated by reference in the prospectus modifies or supersedes that statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded,**

**to constitute part of this prospectus supplement or the prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document which it modifies or supersedes.**

In addition, any template version of any other marketing materials filed with a securities commission or similar authority in a province of Canada in connection with the offering of the notes after the date hereof but prior to the termination of the distribution of the securities under this prospectus supplement is deemed to be incorporated by reference herein and in the prospectus.

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You may obtain a copy of our Annual Information Form and other information identified above by writing or calling us at the following address and telephone number:

Canadian Pacific Railway Company

7550 Ogden Dale Road S.E.

Calgary, Alberta T2C 4X9

(403) 319-6171

Attention: Corporate Secretary

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**APPENDIX A - FOURTH QUARTER FINANCIAL INFORMATION**

**Table of Contents****CANADIAN PACIFIC RAILWAY LIMITED****INTERIM CONSOLIDATED STATEMENTS OF INCOME**

(in millions of Canadian dollars, except per share data)

(unaudited)

	For the three months ended December 31		For the year ended December 31	
	2014	2013	2014	2013
<b>Revenues</b>				
Freight	\$ 1,719	\$ 1,570	\$ 6,464	\$ 5,982
Other	41	37	156	151
<b>Total revenues</b>	<b>1,760</b>	<b>1,607</b>	<b>6,620</b>	<b>6,133</b>
<b>Operating expenses</b>				
Compensation and benefits	314	335	1,352	1,385
Fuel	255	262	1,048	1,004
Materials	47	45	193	160
Equipment rents	38	39	155	173
Depreciation and amortization	139	144	552	565
Purchased services and other	259	240	985	998
Asset impairments	-	435	-	435
Labour restructuring	-	(7)	(4)	(7)
<b>Total operating expenses</b>	<b>1,052</b>	<b>1,493</b>	<b>4,281</b>	<b>4,713</b>
<b>Operating income</b>	<b>708</b>	<b>114</b>	<b>2,339</b>	<b>1,420</b>
Less:				
Other income and charges	15	6	19	17
Net interest expense	73	70	282	278
<b>Income before income tax expense</b>	<b>620</b>	<b>38</b>	<b>2,038</b>	<b>1,125</b>
Income tax expense (recovery)	169	(44)	562	250
<b>Net income</b>	<b>\$ 451</b>	<b>\$ 82</b>	<b>\$ 1,476</b>	<b>\$ 875</b>
<b>Earnings per share (Note 4)</b>				
Basic earnings per share	\$ 2.66	\$ 0.47	\$ 8.54	\$ 5.00

Diluted earnings per share	\$ 2.63	\$ 0.47	\$ 8.46	\$ 4.96
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**Weighted-average number of shares (millions)** (Note 4)

Basic	169.3	175.4	172.8	174.9
Diluted	170.9	177.0	174.4	176.5

<b>Dividends declared per share</b>	<b>\$ 0.3500</b>	<b>\$ 0.3500</b>	<b>\$ 1.4000</b>	<b>\$ 1.4000</b>
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Certain of the comparative figures have been reclassified in order to be consistent with the 2014 presentation. (Note 7)

See notes to interim consolidated financial information.

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**Table of Contents****CANADIAN PACIFIC RAILWAY LIMITED****INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

(in millions of Canadian dollars)

(unaudited)

	For the three months		For the year	
	ended December 31 2014	2013	ended December 31 2014	2013
Net income	\$ 451	\$ 82	\$ 1,476	\$ 875
Net (loss) gain in foreign currency translation adjustments, net of hedging activities	(13)	4	(32)	3
Change in derivatives designated as cash flow hedges	(47)	(1)	(49)	(1)
Change in defined benefit pension and post-retirement plans ( <i>Note 6</i> )	(1,034)	1,382	(941)	1,681
Other comprehensive (loss) income before income taxes	(1,094)	1,385	(1,022)	1,683
Income tax recovery (expense)	307	(355)	306	(418)
Other comprehensive (loss) income	(787)	1,030	(716)	1,265
<b>Comprehensive (loss) income</b>	<b>\$ (336)</b>	<b>\$ 1,112</b>	<b>\$ 760</b>	<b>\$ 2,140</b>

See notes to interim consolidated financial information.

**Table of Contents****CANADIAN PACIFIC RAILWAY LIMITED****INTERIM CONSOLIDATED BALANCE SHEETS**

(in millions of Canadian dollars)

(unaudited)

	December 31 2014	December 31 2013
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 226	\$ 476
Restricted cash and cash equivalents	-	411
Accounts receivable, net	702	580
Materials and supplies	177	165
Deferred income taxes	56	344
Other current assets	116	53
	1,277	2,029
Investments	112	92
Properties	14,438	13,327
Assets held for sale (Note 2)	182	222
Goodwill and intangible assets	176	162
Pension asset (Note 6)	304	1,028
Other assets	151	200
<b>Total assets</b>	<b>\$ 16,640</b>	<b>\$ 17,060</b>
<b>Liabilities and shareholders equity</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 5)	\$ 1,277	\$ 1,189
Long-term debt maturing within one year	134	189
	1,411	1,378
Pension and other benefit liabilities (Note 6)	755	657
Other long-term liabilities (Note 5)	432	338
Long-term debt (Note 3)	5,659	4,687
Deferred income taxes	2,773	2,903
<b>Total liabilities</b>	<b>11,030</b>	<b>9,963</b>
<b>Shareholders equity (Note 4)</b>		

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Share capital	2,185	2,240
Additional paid-in capital	36	34
Accumulated other comprehensive loss	(2,219)	(1,503)
Retained earnings	5,608	6,326
	5,610	7,097
<b><i>Total liabilities and shareholders equity</i></b>	<b>\$ 16,640</b>	<b>\$ 17,060</b>

See notes to interim consolidated financial information.

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**CANADIAN PACIFIC RAILWAY LIMITED**

***INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS***

**(in millions of Canadian dollars)**

**(unaudited)**

	<b>For the three months</b>		<b>For the year</b>	
	<b>ended December 31</b>		<b>ended December 31</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
<b>Operating activities</b>				
Net income	\$ 451	\$ 82	\$ 1,476	\$ 875