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November 9, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Final Termination of Lease and Ownership Interest, dated as of November 2, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment No. 2 and Indemnity Agreement No. 2 previously filed with the Board under Recordation Number 25862.

The names and addresses of the parties to the enclosed document are:

Lessor: The Bank of Nova Scotia
44 King Street West
Toronto, Ontario M5H 1H1

[Lessee: Canadian National Railway Company
935 de La Gauchetiere Street West
Montreal, Quebec
H3B 2M9]

A description of the railroad equipment covered by the enclosed document is:

250 boxcars TERMINATED: DWC 793000 - DWC 793249.

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A short summary of the document to appear in the index is:

Final Termination of Lease and Ownership Interest.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**FINAL TERMINATION OF LEASE AND OWNERSHIP
INTEREST** dated as of November 2, 2015 by the **THE BANK
OF NOVA SCOTIA**, a Canadian chartered bank (the "Lessor").

WHEREAS, the Lessor and **Canadian National Railway Company** (the "Lessee") entered into that certain Lease of Railroad Equipment No. 2 dated as of September 15, 2005 (the "Lease") covering two-hundred fifty (250) 60'9" 104-ton plate F double plug door boxcars, built by Trinity Industries Inc. at Monclova, Mexico in 2005, marked **DWC 793000 to DWC 793249 inclusive** (the "Boxcars") and that certain Indemnity Agreement related thereto of even date with the Lease and incorporated therein;

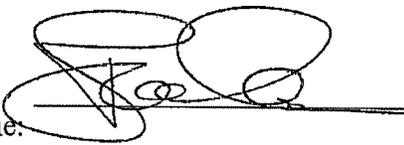
WHEREAS, to evidence the Lease (and such Indemnity Agreement), a Memorandum of Lease of Railroad Equipment No. 2 and Indemnity Agreement No. 2 dated as of September 15, 2005 was i) filed at the Surface Transportation Board on September 28, 2005 at 2:10 P.M. with assigned primary recordation number 25862 and ii) deposited at the Registrar General of Canada (the "RGC") on September 28, 2005 at 2:42 P.M.;

WHEREAS, Bills of Sale evidencing Lessor's title to all of the Boxcars were deposited at the RGC on September 29, 2005 at 3:12 P.M., October 29, 2005 at 2:44 P.M. and November 23, 2005 at 9:33 A.M.; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease as of the date hereof in respect of the Boxcars.

IN WITNESS WHEREOF, the Lessor wishes to show for the public record: (i) the termination of the Lease of the Boxcars, ii) that it has sold, and disposed of, all its right, title and interest in the Boxcars to the Lessee and (iii) that it hereby releases any security interest in the Boxcars and, accordingly the Lessor has caused this instrument to be executed as of the date first above written by its officer thereunto duly authorized, such officer bearing the title set forth below, and such officer declares pursuant to 28 U.S.C. §1746 under penalty of perjury that the foregoing is a true and correct document.

THE BANK OF NOVA SCOTIA

By: 
Name: _____
Title: **TARA JOALA
OPERATIONS MANAGER**

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: November 9, 2015

Edward M. Luria

Edward M. Luria