

ALVORD AND ALVORD PLLC  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
PHONE: (202) 393-2266  
FAX: 1-855-600-2836  
E-MAIL: [alvord@alvordlaw.com](mailto:alvord@alvordlaw.com)  
WEBSITE: [www.alvordlaw.com](http://www.alvordlaw.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

February 4, 2016

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 Termination of Lease and Ownership Interest, dated as of February 1, 2016, 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. 3 and Indemnity Agreement No. 3 previously filed with the Board under Recordation Number 26034.

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:

30 locomotives TERMINATED: CN 2220 – CN 2224 and CN 8000 – CN 8024

Section Chief  
February 4, 2016  
Page 2

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

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,



Edward M. Luria

EML/sem  
Enclosures



February 3, 2016

(CN / BNS - No. 3)

**TERMINATION OF LEASE AND OWNERSHIP INTEREST** dated as of February 1, 2016 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. 3 dated as of December 1, 2005 (the "Lease") covering thirty (30) units of railroad rolling stock as more particularly described in Schedule A hereto (the "Locomotives") and that certain Indemnity Agreement related thereto of even date with the Lease and incorporated therein;

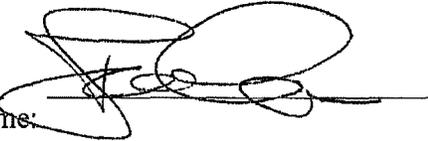
**WHEREAS**, to evidence the Lease (and such Indemnity Agreement), a Memorandum of Lease of Railroad Equipment No. 3 and Indemnity Agreement No. 3 dated as of December 1, 2005 was i) filed at the Surface Transportation Board on December 16, 2005 at 7:29 A.M. with assigned primary recordation number 26034 and ii) deposited at the Registrar General of Canada (the "RGC") on December 16, 2005 at 9:33 A.M.;

**WHEREAS**, Bills of Sale evidencing Lessor's title to all of the Locomotives were deposited at the RGC on December 30, 2005 at 10:23 A.M., January 3, 2006 at 2:31 P.M., February 2, 2006 at 4:36 P.M. and May 1, 2006 at 3:54 P.M.; and

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

**IN WITNESS WHEREOF**, the Lessor wishes to show for the public record: (i) the termination of the Lease of the Locomotives, ii) that it has sold, and disposed of, all its right, title and interest in the Locomotives to the Lessee and (iii) that it hereby releases any security interest in the Locomotives 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**

## SCHEDULE A

### Equipment Description

- 25 SD70M-2 4,300 h.p. DC diesel-electric locomotives built by Electro-Motive Diesel, Inc. bearing the following marks and numbers:  
CN 8000 to CN 8024 inclusive; and
- 5 ES44DC 4,360 h.p. DC diesel-electric locomotives built by General Electric Company bearing the following marks and numbers:  
CN 2220 to CN 2224 inclusive.
-

**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: February 4, 2016

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria