RECORDATION NO. 21016-C FILED
January 05, 2016 08:55 AM
SURFACE TRANSPORTATION BOARD

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

January 6, 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 Trust Indenture Release (CN 1997-2) dated as of January 4, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is relates to the documents previously filed with the Board under Recordation Numbers 21014, 21014-A and 21016-A.

The name and address of the party to the enclosed document are:

Security Trustee: Manufacturers and Traders Trust Company
(successor to The First National Bank of Maryland)
25 South Charles Street
Baltimore Maryland 21201

[Owner: BO Leasing II ULC (successor to FCNBD Leasing II Inc)
1000 Canterra Tower
400 Third Avenue S W
Calgary Alberta Canada T2P 4H2]

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

80 GE Dash 9-44CW locomotives: CN 2523 - CN 2602.

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

Trust Indenture Release (CN 1997-2).

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

Edward M. Luria

EML/bhs
Enclosures

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TRUST INDENTURE RELEASE (CN 1997-2) dated as of January 4, 2016.

WHEREAS, The First National Bank of Maryland (predecessor to **Manufacturers and Traders Trust Company**) ("Security Trustee") and **FCNBD Leasing II, Inc.** (predecessor to **BO Leasing II ULC**) (the "Owner") entered into a Trust Indenture and Security Agreement (CN 1997-2) dated as of September 1, 1997 ("Trust Indenture") whereby Security Trustee retains a security interest in the Collateral (as defined in the Trust Indenture) which includes, among other things, the Lease (as defined below) and the Units (as defined below) thereunder;

WHEREAS, Owner and **Canadian National Railway Company** entered into a Lease of Railroad Equipment (CN 1997-2) dated as of September 1, 1997, as supplemented by Lease Supplement No. 1 (CN 1997-2) dated November 25, 1997, Lease Supplement No. 1A (CN 1997-2) dated November 25, 1997, Lease Supplement No. 2 (CN 1997-2) dated December 5, 1997, Lease Supplement No. 3 (CN 1997-2) dated December 12, 1997, Lease Supplement No. 4 (CN 1997-2) dated January 22, 1998, Lease Supplement No. 4A (CN 1997-2) dated January 22, 1998, Lease Supplement No. 5 (CN 1997-2) dated January 16, 1998, Lease Supplement No. 6 (CN 1997-2) dated January 30, 1998, Lease Supplement No. 7 (CN 1997-2) dated February 6, 1998, Lease Supplement No. 8 (CN 1997-2) dated February 20, 1998, Lease Supplement No. 9 (CN 1997-2) dated February 27, 1998 and Lease Supplement No. 10 (CN 1997-2) dated May 12, 1998 the eighty (80) General Electric Dash 9-44CW diesel-electric locomotives marked CN 2523 through CN 2602 (the "Units");

WHEREAS, to evidence liens and interests under the Trust Indenture, (i) a Memorandum of Trust Indenture and Security Agreement (CN 1997-2) dated as of September 1, 1997 between Security Trustee and Owner was filed at the Surface Transportation Board (the "STB") on November 21, 1997 at 2:31 P.M. under primary recordation number 21014, (ii) a Summary of of Trust Indenture and Security Agreement (CN 1997-2) dated as of September 1, 1997 between Security Trustee and Owner was filed at the Registrar General of Canada (the "RGC") on November 21, 1997 at 4:20 P.M., (iii) a Memorandum of Lease Assignment dated as of September 1, 1997 between Security Trustee and Owner was filed at the STB on November 21, 1997 at 2:31 P.M. under secondary recordation number 21016-A, (iv) a Summary of Lease Assignment dated as of September 1, 1997 between Security Trustee and Owner was filed at the RGC on November 21, 1997 at 4:20 P.M. and (v) a Memorandum dated as of December 29, 2000 among Owner, Lessee and **Allfirst Bank** (predecessor to Manufacturers and Traders Trust Company) was (x) filed at the STB on January 5, 2001 at 9:40 A.M. with secondary recordation number 21014-A and (y) deposited at the RGC on January 8, 2001 at 9:00 A.M.;

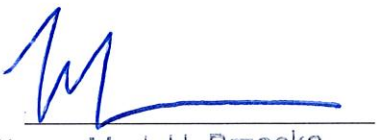
AND WHEREAS, as of the date hereof, Owner has fully discharged and satisfied its obligations under the Trust Indenture in respect of the repayment of the 1997-A1 Equipment Notes and 1997-A2 Equipment Notes (issued under the Trust Indenture).

NOW, THEREFORE, Security Trustee hereby (i) acknowledges that the Trust Indenture is terminated (except for such terms which by their nature survive termination), (ii) releases and discharges, in favor of Owner, all its estate, right, title and interest in the Collateral and (iii), for greater certainty, releases its security interest in the Units and the assignment of the Lease.

IN WITNESS WHEREOF, Security Trustee has caused this Trust Indenture Release (CN 1997-2) to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

The undersigned certifies that he / she hold the title set forth below, that this instrument was signed on behalf of the party named immediately above his / her signature by authority of its Board of Directors, and acknowledges that the execution of the foregoing instrument was the free act and deed of the party the undersigned represents. The undersigned declares pursuant to 28 U.S.C. §1746 under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

MANUFACTURERS AND TRADERS TRUST COMPANY, not in its individual capacity but solely as trustee

By: 
Name: Mark H. Brzoska
Title: Assistant Vice President

CN File Reference: 2039-06B

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: January 5, 2016

Edward M Luria

Edward M. Luria