

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
WEBSITE: www.alvordlaw.com

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

April 13, 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 Memorandum of Lease Termination and Equipment Disposition No. 3, dated as of April 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 Equipment No. 3 previously filed with the Board under Recordation Number 26243.

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

Owner/Lessor:	HSBC Bank Canada 885 West Georgia Street Vancouver B C Canada V6C 3E9
Buyer/Lessee:	Canadian National Railway Company 935 de La Gauchetiere West Montreal Quebec Canada H3B 2M9

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

20 locomotives TERMINATED: CN 2235 – CN 2254.

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

Section Chief
April 13, 2016
Page 2

Memorandum of Lease Termination and Equipment Disposition No. 3.

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

(HSBC / CN No. 3)

**MEMORANDUM OF LEASE TERMINATION AND
EQUIPMENT DISPOSITION NO. 3** dated as of April 1,
2016 between **HSBC Bank Canada** (the “Lessor”) and
Canadian National Railway Company (the “Lessee”).

WHEREAS, Lessor and Lessee entered into that certain Lease of Equipment No. 3 dated as of March 1, 2006 (the “Lease”) covering the twenty (20) ES44DC 4,360 h.p. diesel-electric locomotives built by General Electric Company in 2006 marked **CN 2235 to CN 2254** inclusive (the “Equipment”);

WHEREAS, to evidence the Lease, (i) on March 14, 2006 at 10:57 A.M., a Memorandum of Lease of Equipment No. 3 (the “Memorandum”) was filed with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* and assigned recordation number 26243; and (ii) on March 13, 2006 at 2:54 P.M., a Memorandum was deposited in the Office of the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act*; and

WHEREAS, a Bill of Sale evidencing Lessor’s title to all of the Locomotives was deposited at the RGC on March 29, 2006 at 3:23 P.M.

IN WITNESS WHEREOF, the parties wish to show for the public record that as of the date first above written:

- 1) The Lease was terminated by Lessor and Lessee in accordance with its terms;
- 2) Lessor and Lessee acknowledge that certain provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by Lessor, to Lessee, free and clear of all encumbrances arising through Lessor pursuant to a Bill of Sale of even date herewith;

and accordingly, the Lessor and Lessee have caused this instrument to be executed as of the date first above written by its officers thereunto duly authorized, each 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.

[Execution on next page.]

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: April 13, 2016

Edward M. Luria

Edward M. Luria