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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 previously filed with the Board under Recordation Number 24736.

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

Lessor: Royal Bank of Canada
20 King Street West 9th Floor
Toronto, Ontario, M5H 1C4
Canada

[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 2200 – CN 2205 and CN 2673 – CN 2696.

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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

**TERMINATION OF LEASE AND OWNERSHIP
INTEREST** dated as of February 1, 2016 by **ROYAL BANK OF
CANADA**, a Canadian chartered bank (the "Lessor").

WHEREAS, the Lessor and **Canadian National Railway Company** (the "Lessee") entered into that certain Lease of Railroad Equipment dated as of December 15, 2003 (the "Lease") covering thirty (30) GE Dash 9-44CW diesel-electric locomotives, built in Erie, PA, marked **CN 2673 to CN 2696 inclusive** and **CN 2200 to CN 2205 inclusive** (collectively, the "Locomotives");

WHEREAS, to evidence the Lease, a Memorandum of Lease of Railroad Equipment dated as of December 15, 2003 was i) filed at the Surface Transportation Board on December 17, 2003 at 12:23 P.M. with assigned primary recordation number 24736 and ii) deposited at the Registrar General of Canada (the "RGC") on December 17, 2003 at 11:55 A.M.;

WHEREAS, Bills of Sale evidencing the Lessor's title to all of the Locomotives were deposited at the RGC on December 23, 2003 at 9:22 A.M. and February 23, 2004 at 11:46 A.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 in respect 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.

ROYAL BANK OF CANADA



SOFIA ZAMBRANO
CLIENT SERVICES SPECIALIST

By:

Its:

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