

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

December 17, 2014

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 (CN 1996), dated as of December 15, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 20276.

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

Owner:	BAL Locomotive Leasing 1996, 855 Second Street suite 1900 Calgary Alberta Canada T2P 457
Lessee:	Canadian National Railway Company 935 de La Gauchertiere Street West Montreal Quebec H3B 2M9

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

105 SD75 locomotives RELEASED: CN 5626 – CN 5730, inclusive.

Section Chief
December 17, 2014
Page 2

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

Termination of Lease (CN 1996).

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,


for

Edward M. Luria

EML/cem
Enclosures

TERMINATION OF LEASE (CN 1996) dated as of December 15, 2014.

WHEREAS, Bank of America Leasing Corporation (predecessor to BAL Locomotive Leasing 1996, Company) (the "Owner") and Canadian National Railway Company (the "Lessee") entered into a Lease of Railroad Equipment dated as of September 1, 1996, as supplemented by Lease Supplement No. 1 dated as of September 25, 1996, Lease Supplement No. 2 dated as of November 7, 1996 and Lease Supplement No. 3 dated as of December 18, 1996, (collectively, the "Lease") covering the one-hundred five (105) General Motors SD75I diesel-electric locomotives manufactured by the Diesel Division of General Motors of Canada Limited in London, ON in 1996 marked CN 5626 through CN 5730 (the "Units");

WHEREAS, to evidence the Lease of the Units (i) a Memorandum of Lease of Railroad Equipment dated as of September 1, 1996 between Owner and Lessee was filed at the Surface Transportation Board (the "STB") on September 24, 1996 at 1:55 P.M. under primary recordation number 20276, (ii) a Summary of Lease of Railroad Equipment dated as of September 1, 1996 between Owner and Lessee was filed at the Registrar General of Canada (the "RGC") on September 24, 1996 at 1:07 P.M and (iii) 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 4, 2001 at 11:34 A.M. with secondary recordation number 20276-B and (y) deposited at the RGC on January 8, 2001 at 9:02 A.M.;

AND WHEREAS, as of the date hereof, Lessee has fully discharged and satisfied its obligations under the Lease of the Units.

NOW, THEREFORE, Owner hereby (i) terminates the Lease (except for any terms which by their nature survive termination) and (ii), for greater certainty, releases any security interest in the Units.

IN WITNESS WHEREOF, Owner has caused this Termination of Lease (CN 1996) to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

**BAL LOCOMOTIVE LEASING
1996, COMPANY,**

By: 
Name: **Jung Westover**
Title: **Vice President**

CN File Reference: 2042-99

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco }

On December 15, 2014 before me, Silvia Ventura, Notary Public
Date Here Insert Name and Title of the Office

personally appeared Jung Westover
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature [Signature]
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

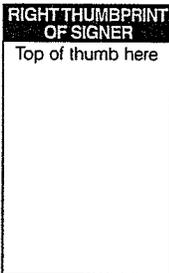
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

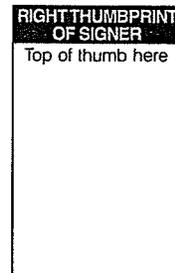
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

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: 12/17/14

Edward M Luria
Edward M. Luria