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April 7, 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 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 Railroad Equipment No. 4 and Indemnity Agreement No. 4 previously filed with the Board under Recordation Number 26219.

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:

10 locomotives TERMINATED: CN 2225 – CN 2234.

Section Chief
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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,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO. 26219-A FILED
April 7, 2016 09:00 AM
SURFACE TRANSPORTATION BOARD

The Bank of Nova Scotia
Scotia Leasing
44 King Street West
Toronto, Ontario
Canada M5H 1H1
Tel: (416) 866-4666



(CN / BNS – NO. 4)

**TERMINATION OF LEASE AND OWNERSHIP
INTEREST** dated as of April 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. 4 dated as of January 15, 2006 (the "Lease") covering ten (10) GE ES44 DC diesel-electric locomotives bearing the road numbers **CN 2225 to CN 2234 inclusive** (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. 4 and Indemnity Agreement No. 4 dated as of January 15, 2006 was i) filed at the Surface Transportation Board on January 27, 2006 at 9:24 A.M. with assigned primary recordation number 26219 and ii) deposited at the Registrar General of Canada (the "RGC") on February 27, 2006 at 4:16 P.M.;

WHEREAS, a Bill of Sale evidencing Lessor's title to all of the Locomotives was deposited at the RGC on February 28, 2006 at 12:58 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: Tara Joala

Title: Operations Manager

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 7, 2016

Edward M Luria

Edward M. Luria