CONNELL FINANCE COMPANY, INC.

200 CONNELL DRIVE BERKELEY HEIGHTS, N.J. 07922 U.S.A.

TELEPHONE
(908) 673-3700

TELEFAX (908) 673-3800

RECORDATION NO. 17213-A FILED

NOV 24 '14 -4 57 PM

SURFACE TRANSPORTATION BOARD

November 21, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Section Chief:

I enclose for recordation an original and a copy of the document described below for recordation pursuant Section 11301 of Title 49 of the U.S. Code. I have also enclosed a copy of this letter along with the original.

The enclosed document is a Memorandum of Termination of Lease, a secondary document, dated October 25, 2014. The primary documents to which this is connected are: (1) a Memorandum of Lease of Railroad Equipment, which was previously recorded with the Interstate Commerce Commission ("ICC"), predecessor to the Board, at 9:50 AM on January 30, 1991 and assigned Recordation No. 17213; and (2) a Memorandum of Amendment and Extension to Lease, which was previously recorded with the ICC at 11:30 AM on January 17, 1996 and assigned Recordation No. 19888.

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

Lessor: Connell Finance Company, Inc.
200 Connell Drive
Berkeley Heights, NJ 07922

Lessee: Soo Line Railroad Company
c/o Canadian Pacific Railway
7550 Ogden Dale Road S. E.
Calgary, Alberta T2C 4X9

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

All locomotives covered by the Memorandum of Lease of Railroad Equipment on file under Recordation Number 17213 and covered by the Memorandum of Amendment and Extension to Lease on file under Recordation Number 19888 are RELEASED.

A fee in the amount of $43.00 payable to the order of the Surface Transportation Board is enclosed.

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

Memorandum of Termination of Lease.

NOV. 24 '2014 RECEIVED

14.0437o

Kindly return to the undersigned a stamped copy of the enclosed document and a copy of this letter, time and date stamped as to filing, to: Carlton A. Blake, Esq., Vice President and Associate General Counsel, Connell Finance Company, Inc., 200 Connell Drive, Berkeley Heights, NJ 07922.

Should you have any questions or need further information, please do not hesitate to contact me at (908) 673-3700.

Sincerely,

CONNELL FINANCE COMPANY, INC.

Carlton A. Blake
Vice President & Assoc. General Counsel

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION OF LEASE

This Memorandum of Termination of Lease is made as of November 21, 2014 by Connell Finance Company, Inc., a New Jersey corporation ("Lessor").

WITNESSETH:

1. Lessor and Soo Line Railroad Company, a Minnesota corporation ("Lessee"), are parties to that certain Lease of Railroad Equipment dated as of January 15, 1991 (the "Lease"), in connection with which a Memorandum of Lease of Railroad Equipment of even date was recorded with the Interstate Commerce Commission, predecessor to the Surface Transportation Board, on January 30, 1991 at 9:50 AM and assigned Recordation No. 17213.

2. Subsequent thereto, Lessor and Lessee entered into an Amendment and Extension to Lease of Railroad Equipment dated as of November 1, 1995, which amended and extended the Lease, and in connection with which a Memorandum of Amendment and Extension to Lease was recorded with the Interstate Commerce Commission, predecessor to the Surface Transportation Board, on January 17, 1996 at 11:30 AM and assigned Recordation No. 19888.

3. The duties and obligations of the parties to the Lease, as amended to date, have been satisfied and discharged and the Lease, as amended to date, has been terminated.

IN WITNESS WHEREOF, Lessor has caused this Memorandum of Termination of Lease to be duly executed as of the date hereof.

LESSOR:

CONNELL FINANCE COMPANY, INC.

By: _____

Name: **DUANE CONNELL**

Title: **EXECUTIVE VICE PRESIDENT**

STATE OF NEW JERSEY)
)SS.
COUNTY OF UNION)

On this 21st day of November, 2014, before me, the undersigned Notary Public, personally appeared Duane Connell, personally known to me to be the person who executed the within instrument as the Executive Vice President of Connell Finance Company, Inc., the corporation named therein, and acknowledged to me that the foregoing instrument was signed on behalf of said corporation and that such execution was the free act and deed of such corporation.

_____
NOTARY PUBLIC

My commission expires: June 19, 2018

CHRISTOPHER O. JEGEDE
NOTARY PUBLIC OF NEW JERSEY
REGISTERED IN UNION COUNTY
My Commission Expires June 19, 2018

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