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ELIAS C. ALVORD (1942)
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February 5, 2015

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 No. 3, dated as of February 2, 2015, 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. 3 previously filed with the Board under Recordation Number 27386.

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 Canada H3B 2M9]

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

All railroad equipment covered by the Memorandum of Lease of Railroad Equipment No. 3 (Rec. No. 27386) is hereby RELEASED (20 locomotives marked CN 2290 – CN 2309, inclusive).

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

Termination of Lease and Ownership Interest 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,

A handwritten signature in black ink, appearing to read "E. M. Luria". The signature is written in a cursive style with a large, looping "L".

for

Edward M. Luria

EML/cem
Enclosures

TERMINATION OF LEASE AND OWNERSHIP INTEREST NO. 3
dated as of February 2, 2015 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 No. 3 dated as of February 15, 2008 (the "Lease") covering twenty (20) GE ES44DC 4,360 h.p. diesel-electric locomotives, built in Erie, PA in 2008, marked **CN 2290 to CN 2309 inclusive** (collectively, the "Locomotives");

WHEREAS, to evidence the Lease, a Memorandum of Lease of Railroad Equipment No. 3 dated as of February 15, 2008 was i) filed at the Surface Transportation Board on February 21, 2008 at 9:00 A.M. with assigned primary recordation number 27386 and ii) deposited at the Registrar General of Canada (the "RGC") on February 21, 2008 at 9:47 A.M.;

WHEREAS, a Bill of Sale evidencing the Lessor's title to all of the Locomotives was deposited at the RGC on April 1, 2008 at 2:01 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

By: 
Name: Lucy Elcom
Title: VP Operations, EFSC

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 5, 2015

Edward M. Luria

Edward M. Luria