

RECORDATION NO. 16444-F FILED

MAY 05 '04 1-46 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

May 5, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination and Equipment Disposition, dated as of April 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Equipment #7 previously filed with the Commission under Recordation Number 16444.

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

Lessor/Seller: CIT Credit Group
Suite 1600
144 4th Avenue SW
Calgary, Alberta
Canada T2P 3N4

Lessee/Buyer: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

Mr. Vernon A. Williams
May 5, 2004
Page Two

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

Ten SD-60F locomotives CN 5514 – CN 5523

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

Memorandum of Lease Termination and Equipment Disposition

Also enclosed is a check in the amount of \$30.00 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 16444-2
FH

(SLX / CN Lease # 7)

MAY 05 '04 1-46 PM

**MEMORANDUM OF LEASE TERMINATION AND
EQUIPMENT DISPOSITION** dated as of April 1, 2004 **SURFACE TRANSPORTATION BOARD**
between **CIT Credit Group (Alberta) Inc.** ("CIT") and
Canadian National Railway Company ("CN").

WHEREAS, SLX Canada Inc. (predecessor-in-interest to CIT [formerly known as **Newcourt Credit Group (Alberta) Inc.** and, prior to that, **Confederation West Leasing Inc.**]) is the lessor, of the ten (10) SD-60F 3,800 h.p. diesel-electric locomotives marked CN 5514 to CN 5523 inclusive (the "Equipment), under that certain Lease of Equipment # 7 dated as of February 22, 1989 (the "Lease") with CN as lessee;

AND WHEREAS, CIT acknowledges that CN has fully performed its obligations under the Lease.

IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written:

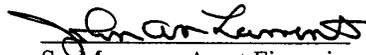
- 1) The Lease was terminated, by CIT and CN, in accordance with its terms;
- 2) CIT and CN acknowledge that certain indemnity provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by CIT to CN, free and clear of all encumbrances arising through CIT pursuant to a Bill of Sale of even date herewith;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

**CIT CREDIT GROUP
(ALBERTA) INC.,**
as lessor and seller

**CANADIAN NATIONAL
RAILWAY COMPANY,**
as lessee and buyer

By: 
Its: ASSISTANT VICE PRESIDENT

By: 
Its: Sr. Manager, Asset Financing

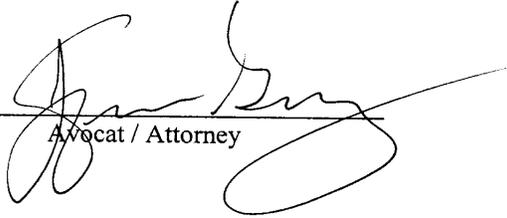
Note: On July 27, 1989 at 2:05 P.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) under primary recordation number 16444; and

On July 27, 1989, the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

*In the matter of a Memorandum
dated as of April 1, 2004
between CIT and CN.*

On this 26th day of April, 2004, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



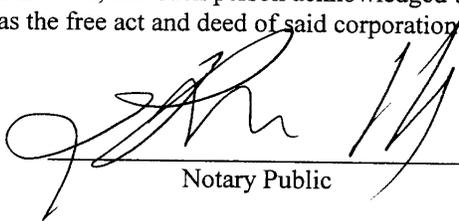
Avocat / Attorney

Bar #: 188726-2

PROVINCE OF Alberta)
) ss:
CITY OF Calgary)

*In the matter of a Memorandum
dated as of April 1, 2004
between CIT and CN.*

On this 23rd day of April, 2004, before me personally appeared John S. Martin, to me personally known, who, being by me duly sworn, says that such person is Assistant Vice President of CIT Credit Group (Alberta) Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires: _____

[Notarial Seal]