

RECORDATION NO. 17041-B FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

APR 04 '06 12:49 PM

SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL
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April 4, 2006

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 March 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Equipment No. 28 which was previously filed with the Commission under Recordation Number 17041.

The name and address of the party to the enclosed document are:

Lessor/Seller:	SLX Canada Inc. 1500 Bow Valley Square IV 250 6 th Avenue SW Calgary Alberta Canada T2P 3H7]
Lessee/Buyer:	Canadian National Railway Company 935 de la Gauchetiere Street West Montreal, Quebec H3W 2N1 Canada

Mr. Vernon A. Williams
April 4, 2006
Page 2

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

10 Dash 8-40C locomotives: CN 2400, CN 2401, CN 2404, CN 2421 and CN 2424 – CN 2429.

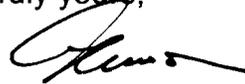
A short summary of the document to appear in the index is:

Memorandum of Lease Termination and Equipment Disposition.

Also enclosed is a check in the amount of \$33.00 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

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(SLX / CN Lease # 28)

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION AND EQUIPMENT DISPOSITION dated as of March 31, 2006 between **SLX Canada Inc.** ("SLX") and **Canadian National Railway Company** ("CN").

WHEREAS, SLX is the lessor, of the ten (10) GE Dash 8-40C 4,000 h.p. diesel-electric locomotives marked CN 2400, CN 2401, CN 2404, CN 2421 and CN 2424 through CN 2429 inclusive (collectively, the "Equipment"), under that certain Lease of Equipment # 28 dated as of July 25, 1990, as amended by (i) a First Amending Agreement dated as of October 1, 2005 and (ii) a Lease Termination Agreement dated as of March 31, 2006, (collectively, the "Lease") with CN as lessee (*which Lease of Equipment # 28 was i) filed at the Surface Transportation Board on October 1, 1990 at 12:05 P.M. with recordation number 17041 and ii) deposited at the Registrar General of Canada on September 24, 1990*);

AND WHEREAS, SLX 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 SLX and CN, in accordance with its terms;
- 2) SLX 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 SLX to CN, free and clear of all encumbrances arising through SLX pursuant to a Bill of Sale of even date herewith;

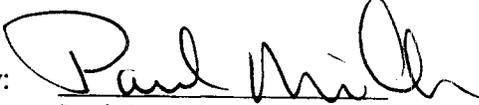
and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

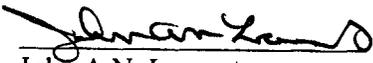
[Execution on next page.]

[Execution of Memorandum - SLX / CN Lease # 28]

SLX CANADA INC.,
as lessor and seller

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

By: 
Name: Paul C. Miller
Its: Director

By: 
Name: John A.N. Lamont
Its: Sr. Manager, Asset Financing

By: _____
Name: Bruce C. Barker
Its: Director

[Execution of Memorandum - SLX / CN Lease # 28]

SLX CANADA INC.,
as lessor and seller

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

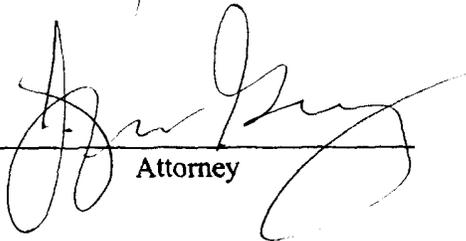
By: _____
Name: Paul C. Miller
Its: Director

By: _____
Name: John A.N. Lamont
Its: Sr. Manager, Asset Financing

By: 
Name: Bruce C. Barker
Its: Director

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this 30th day of March, 2006, 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.



Attorney

Bar # 188726-2

PROVINCE OF ONTARIO)
) ss:
CITY OF TORONTO)

On this _____ day of March, 2006, before me personally appeared Bruce C. Barker, to me personally known, who, being by me duly sworn, says that such person is a Director of SLX Canada 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

[Notarial Seal]

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

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Attorney

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Notary Public

[Notarial Seal]