

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

RECORDATION NO. 23766-B
FILED
NOV 22 2006
10 17 AM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

November 22, 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 November 1, 2006, 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 Locomotive Engines previously filed with the Board under Recordation Number 23766.

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

Owner/Lessor: Key Equipment Finance Canada Ltd.
(successor in interest to TD Asset Finance Corp.)
1122 International Blvd., Suite 600
Burlington, Ontario L7L 6Z8
Canada

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

Mr. Vernon A. Williams
November 22, 2006
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A description of the railroad equipment covered by the enclosed document is:

23 locomotives RELEASED: CN 2500 – CN 2522.

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 \$34.00 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/sem
Enclosures

(TDAF / CN – Locomotive Engines)

MEMORANDUM OF LEASE TERMINATION AND EQUIPMENT DISPOSITION dated as of November 1, 2006 between **Key Equipment Finance Canada Ltd.** (the “Lessor”) and **Canadian National Railway Company** (the “Lessee”).

WHEREAS, TD Asset Finance Corp. (predecessor-in-interest to Lessor) and Lessee entered into a Lease of Locomotive Engines dated as of May 15, 2001 (the “Lease”) covering the twenty-three (23) locomotive engines more particularly described in Exhibit A hereto (the “Equipment”);

WHEREAS, to evidence the Lease, on December 18, 2001 at 9:25 A.M., a Memorandum of Lease of Locomotives Engines dated as of May 15, 2001 (the “Memorandum”) between Lessor and Lessee was filed with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* and assigned recordation number 23766;

AND WHEREAS, to further evidence the Lease, on December 18, 2001 at 10:48 A.M., a Memorandum was deposited in the Office of the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act*.

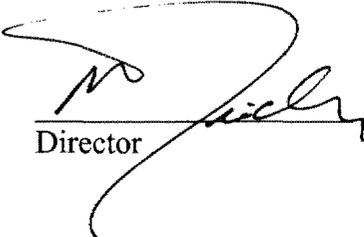
IN WITNESS WHEREOF, the parties wish to show for the public record that as of the date first above written:

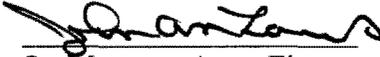
- 1) The Lease was terminated by Lessor and Lessee;
- 2) The Equipment was sold by Lessor to Lessee;

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

**KEY EQUIPMENT FINANCE
CANADA LTD.,**
as owner and lessor

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

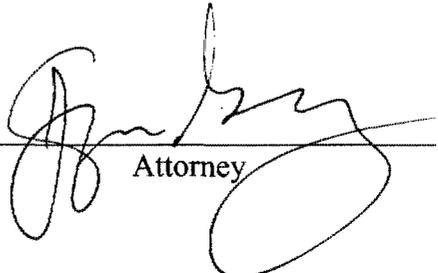
By: 
Its: Director

By: 
Its: Sr. Manager Asset Finance

CN File Reference: 2039-16
TDAF Reference File: 090-0946-376-036

PROVINCE OF QUEBEC)
) SS.:
DISTRICT OF MONTREAL)

On this 14th day of November, 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 Finance of CANADIAN NATIONAL RAILWAY COMPANY, that the instrument was signed on behalf of said company 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 company.

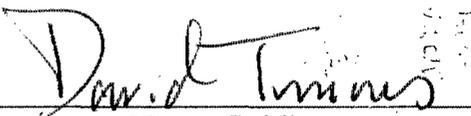


Attorney

Bar number: 188726-2

PROVINCE OF ONTARIO)
) SS.:
CITY OF BURLINGTON)

On this 9th day of November 2006, before me personally appeared Mark Reichling, to me personally known, who, being by me duly sworn, says that he is Director of KEY EQUIPMENT FINANCE CANADA LTD., that the 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.



Notary Public

My commission expires: n/a

(TDAF / CN – Locomotive Engines)

Exhibit A

Type of Engines: GE 7FDL16Y four stroke V-16 turbo supercharged diesel engine rated at 4,400 hp at 1050 (installed on, and affixed to, a GE Model Dash 9-44CWL DC six axle locomotive).

Builder: General Electric Company

Quantity of Engines: 23

Identification of Engines and Locomotives: The serial number of each Engine is shown below beside the locomotive in which the Engine is installed:

<u>Locomotive Mark & Number</u>	<u>Engine Serial Numbers</u>
CN 2500	010215R
CN 2501	010502R
CN 2502	010132R
CN 2503	010136R
CN 2504	010239R
CN 2505	010401R
CN 2506	010604R
CN 2507	010206R
CN 2508	010414R
CN 2509	010508R
CN 2510	010502R
CN 2511	010109R
CN 2512	010628R
CN 2513	010316R
CN 2514	010114R
CN 2515	010309R
CN 2516	010407R
CN 2517	010602R
CN 2518	010504R
CN 2519	010219R
CN 2520	010627R
CN 2521	010125R
CN 2522	010627R