

RECORDATION NO. 26561-A
FILED

JUL 25 '08 -1 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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)

July 25, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a First Partial Termination of Lease of Equipment No. 47, dated as of April 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Rec. No. 26561.

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

[Lessee: Canadian National Railway Company
935 de la Gauchetiere St. W.
Montreal, PQ H3B 2M9
Canada]

Lessor: CNLX Canada, Inc.
10,004 104th Avenue
Edmonton, Alberta T5J 0K2
Canada

Anne K. Quinlan, Esquire
July 25, 2008
Page 2

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

22 locomotives within the following series: CN 4109 – CN 7016.

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

First Partial Termination of Lease of Equipment No. 47.

Also enclosed is a check in the amount of \$41.00 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 "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

(CN / CNLX - #47)

JUL 25 '08 -1 00 PM

**FIRST PARTIAL TERMINATION OF LEASE OF
EQUIPMENT NO. 47** dated as of April 1, 2008 by CNLX SURFACE TRANSPORTATION BOARD
Canada Inc. (hereinafter called the "Lessor").

WHEREAS, the Lessor (formerly known as **SLX Canada Inc.**) and the Lessee entered into that certain Lease of Equipment No. 47 dated as of September 1, 2006 (hereinafter called the "Lease") originally covering two-hundred eighty (280) diesel-electric locomotives as more particularly described therein;

WHEREAS, to evidence such Lease, a Memorandum of Lease of Equipment No. 47 dated as of September 1, 2006 was (i) filed at the Surface Transportation Board on September 20, 2006 at 1:04 P.M. with recordation number 26561 and (ii) deposited at the Registrar General of Canada on September 21, 2006 at 3:49 P.M.; and

WHEREAS, twenty-two (22) of such locomotives, as more particularly set forth in Schedule A hereto, (the "Terminated Locomotives") have been terminated under the Lease on or before the date hereof.

NOW, THEREFORE, the Lessor wishes to show for the public record the partial termination of the Lease in respect of the Terminated Locomotives only and the release of any security interest therein and, accordingly has caused this First Partial Termination to be executed by its officer thereunto duly authorized, as of the date first above written. The terms and conditions of the Lease are incorporated herein by reference.

IN WITNESS WHEREOF, the Lessor, pursuant to due corporate authority, has caused this First Partial Termination to be duly executed in its corporate name by its officer, thereunto duly authorized, all as of the date first above written. The undersigned certifies that he holds the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and the undersigned acknowledges that the execution of the foregoing instrument was the free act and deed of the Lessor. The undersigned further declares under penalty of perjury that the foregoing is true and correct.

CNLX CANADA INC.,
as lessor

By: 
Name: Paul Miller
Title: Director

SCHEDULE A

DESCRIPTION OF UNITS

Type of Units: Diesel-electric locomotives of the model and horsepower set forth below.

Builder: Electro-Motive Division of General Motors Corporation

Quantity of Units: 22

Unit Markings: As set forth beside each Unit below.

Unit Details:

<u>Mark</u>	<u>#</u>	<u>EMD Model</u>	<u>Unit HP</u>
CN	5442	SD50 F	3600
CN	5443	SD50 F	3600
CN	5445	SD50 F	3600
CN	5450	SD50 F	3600
CN	5454	SD50 F	3600
CN	5458	SD50 F	3600
CN	5364	SD40-2	3000
CN	5365	SD40-2	3000
CN	5371	SD40-2	3000

CN	5372	SD40-2	3000
CN	5374	SD40-2	3000
CN	5375	SD40-2	3000
CN	5380	SD40-2	3000
CN	5382	SD40-2	3000
CN	5383	SD40-2	3000
CN	5387	SD40-2	3000
CN	6002	SD40-3	3000
CN	6004	SD40-3	3000
CN	4109	GP9 RM	1800
CN	4117	GP9 RM	1800
CN	7003	GP9 RM	1800
CN	7016	GP9 RM	1800