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SURFACE TRANSPORTATION BOARD

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July 2, 2010

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 six (6) copies of a Final Termination of Lease No. 2, dated as of July 2, 2010, 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. 1 was filed with the Board under Recordation Number 25989.

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

Lessor:                   BNP Paribas (Canada)  
                              1981 McGill College Avenue  
                              Montreal, Quebec  
                              Canada H3A 2W8

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

Chief, Section of Administration  
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A description of the railroad equipment covered by the enclosed document  
is:

400 boxcars: DWC 626500 - DWC 626899.

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

Final Termination of Lease No. 2.

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,



Robert W. Alvord

RWA/sem  
Enclosures

**FINAL TERMINATION OF LEASE NO. 2** dated as of July 2010 by the **BNP PARIBAS (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. 2 dated as of November 15, 2005 (the "Lease") covering four-hundred (400) 73' 110-ton riserless centerbeam bulkhead flatcars marked **DWC 626500 to DWC 626899** inclusive (the "Equipment");

**WHEREAS**, to evidence the Lease, a Memorandum of Lease of Railroad Equipment No. 2 dated as of November 15, 2005 was i) filed at the Surface Transportation Board on November 30, 2005 at 12:29 with assigned primary recordation number 25989 and ii) deposited at the Registrar General of Canada (the "RGC") on November 30, 2005 at 4:08 P.M.;

**WHEREAS**, Bills of Sale evidencing Lessor's title to the Equipment were deposited at the RGC on December 21, 2005 at 3:06 P.M., December 30, 2005 at 10:24 A.M. and January 19, 2006 at 10:19 A.M.;

**AND WHEREAS**, as of the date hereof, the Lease has been terminated and the Equipment sold to Lessee.

**IN WITNESS WHEREOF**, the Lessor wishes to show for the public record: i) the termination of the Lease of the Equipment, ii) that it has sold and disposed of, all its right, title and interest in the Equipment to the Lessee and iii) that it hereby releases any security interest in the Equipment and, accordingly has caused this Final Termination of Lease No. 2 to be executed by its officers thereunto duly authorized, as of the day and year first above written.

[Execution on next page.]

