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

March 7, 2013

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 three (3) copies of a Final Termination of Lease and Ownership Interest, dated as of February 1, 2013, 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. 8 and Indemnity Agreement No. 8 previously filed with the Board under Recordation Number 29691.

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

Lessor: The Bank of Nova Scotia  
44 King Street West  
Toronto, Ontario  
M5H 1H1

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

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

12 SD70M-2 locomotives TERMINATED: CN 8953 - CN 8964.

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

Final Termination of Lease and Ownership Interest.

Also enclosed is a check in the amount of \$42.00 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 'Edward M. Luria', with a stylized, cursive script.

Edward M. Luria

EML/sem  
Enclosures

**FINAL TERMINATION OF LEASE AND OWNERSHIP INTEREST** dated as of February 1, 2013 by the **THE BANK OF NOVA SCOTIA**, 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. 8 dated as of March 1, 2011 (the "Lease") covering twelve (12) EMD SD70M-2 diesel-electric locomotives bearing the road numbers **CN 8953 to CN 8964 inclusive** (the "Locomotives") and that certain Indemnity Agreement related thereto of even date with the Lease and incorporated therein;

**WHEREAS**, to evidence the Lease (and such Indemnity Agreement), a Memorandum of Lease of Railroad Equipment No. 8 and Indemnity Agreement No. 8 dated as of March 1, 2011 was i) filed at the Surface Transportation Board on March 21 2011 at 7:30 A.M. with assigned primary recordation number 29691 and ii) deposited at the Registrar General of Canada (the "RGC") on March 22, 2011 at 10:18 A.M.;

**WHEREAS**, a Bill of Sale evidencing Lessor's title to all of the Locomotives was deposited at the RGC on March 28, 2011 at 1:57 P.M.; and

**WHEREAS**, Lessor and Lessee have agreed to terminate the Lease as of the date hereof in respect of the Locomotives.

**IN WITNESS WHEREOF**, the Lessor wishes to show for the public record: (i) the termination of the Lease of the Locomotives, ii) that it has sold, and disposed of, all its right, title and interest in the Locomotives to the Lessee and (iii) that it hereby releases any security interest in the Locomotives and, accordingly the Lessor has caused this instrument to be executed as of the date first above written by its officer thereunto duly authorized, such officer bearing the title set forth below, and such officer declares pursuant to 28 U.S.C. §1746 under penalty of perjury that the foregoing is a true and correct document.

**THE BANK OF NOVA SCOTIA**

By:

Name:

Title:

  
Tara Janda  
Operations Manager