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ELIAS C. ALVORD (1942)
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March 26, 2013

Chief of the 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 four (4) copies of a Termination of Lease and Ownership Interest, dated as of March 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. 2 previously filed with the Board under Recordation Number 27265.

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

Lessor: Royal Bank of Canada
20 King Street West 9th Floor
Toronto, Ontario, M5H 1C4
Canada

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

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

25 GE ES44DC locomotives TERMINATED: CN 2265 - CN 2289.

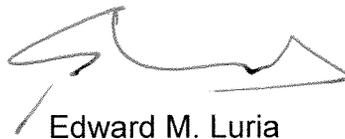
A short summary of the document to appear in the index is:

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,



Edward M. Luria

EML/sem
Enclosures

TERMINATION OF LEASE AND OWNERSHIP INTEREST dated as of March 1, 2013 by **ROYAL BANK OF 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 December 1, 2007 (the "Lease") covering twenty-five (25) GE ES44DC diesel-electric locomotives, built in Erie, PA in 2007, marked **CN 2265 to CN 2289 inclusive** (collectively, the "Locomotives");

WHEREAS, to evidence the Lease, a Memorandum of Lease of Railroad Equipment No. 2 dated as of December 1, 2007 was i) filed at the Surface Transportation Board on December 13, 2007 at 9:45 A.M. with assigned primary recordation number 27265 and ii) deposited at the Registrar General of Canada (the "RGC") on December 13, 2007 at 4:08 P.M.;

WHEREAS, a Bill of Sale evidencing the Lessor's title to all of the Locomotives was deposited at the RGC on December 21, 2007 at 11:24 A.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 in respect 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.

ROYAL BANK OF CANADA

By: _____

Name: _____

Title: _____


M. Dunning
VP OPERATIONS