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ELIAS C. ALVORD (1942)
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April 9, 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 27, 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. 5 previously filed under Recordation Number 30564.

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]

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

47 GE EMD SD60 locomotives within the series EMDX 9000 – EMDX 9098 (to be re-marked CN 5443 - CN 5489); 42 GE Dash 8-40C Locomotives: CREX 9023 – CREX 9064; and 35 GE ES44AC locomotives: CN 2800 - CN 2834

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,

A handwritten signature in black ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

TERMINATION OF LEASE AND OWNERSHIP INTEREST dated as of March 27, 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. 5 dated as of December 15, 2012, as amended and supplemented, (the "Lease") covering the various diesel-electric locomotives as more particularly described on Schedule A hereto (collectively, the "Locomotives");

WHEREAS, to evidence the Lease, a Memorandum of Lease of Railroad Equipment No. 5 dated as of December 15, 2012 was i) filed at the Surface Transportation Board on December 20, 2012 at 7:30 A.M. with assigned primary recordation number 30564 and ii) deposited at the Registrar General of Canada (the "RGC") on December 20, 2012 at 10:27 A.M.;

WHEREAS, Bills of Sale evidencing the Lessor's title to all of the Locomotives were deposited at the RGC on December 28, 2012 at 3:58 P.M., January 22, 2013 at 2:20 P.M., January 24, 2013 at 9:18 A.M., March 11, 2013 at 2:10 P.M. and March 21, 2013 at 3:51 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 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:


D. Dunham
VP OPERATIONS

Schedule A to Termination

- 47 SD60 six-axle 3,800 h.p. diesel-electric locomotives built by the Electro-Motive Division of General Motors Corporation bearing the following marks and numbers:

EMDX 9000 to 9012, 9015, 9017 to 9019, 9021 to 9022, 9024 to 9026,
9028 to 9029, 9031 to 9032, 9038 to 9039, 9047 to 9049,
9052, 9063, 9065, 9068, 9070, 9072, 9077, 9081, 9083 to 9084,
9088, 9090 to 9091, 9093, 9096 and 9098.

- 42 Dash 8-40C six-axle 4,000 h.p. diesel-electric locomotives built by the the General Electric Company bearing the following marks and numbers:

CREX 9023 to 9064 inclusive.

- 35 ES44AC six-axle 4,400 h.p. diesel-electric locomotives built by the General Electric Company bearing the following marks and numbers:

CN 2800 to 2834 inclusive.