

**DAVIS POLK & WARDWELL**

1300 I STREET, N W  
WASHINGTON, D C 20005

450 LEXINGTON AVENUE  
NEW YORK, N.Y 10017  
212-450-4000  
FAX 212-450-4800

17-22, AKASAKA 2-CHOME  
MINATO-KU, TOKYO 107

4 PLACE DE LA CONCORDE  
75008 PARIS

MESSEURM  
60308 FRANKFURT AM MAIN

1 FREDERICK'S PLACE  
LONDON EC2R 8AB

WRITER S DIRECT NUMBER

3A CHATER ROAD  
HONG KONG

REC'D 20276-A  
SEP 24 1996 - 1 22 PM

September 24, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Assignment, a "secondary document", dated as of September 1, 1996. The primary document to which this is related is the Memorandum of Lease of Railroad Equipment dated as of September 1, 1996, presented to the Board for recordation today.

The names and addresses of the parties to the primary document are as follows:

ASSIGNOR: Bank of America Canada Leasing Corporation,  
5510 Fifth Street S.W.  
Calgary, Alberta T2P 3J4

ASSIGNEE: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21201

The equipment covered by the document consists of 105 General Motors of Canada model SD75I diesel-electric locomotives, serial numbers 956616-1 through 956616-105, marked with the road numbers of Canadian National Railway Company 5626 through 5730.

The recordation fee of \$22.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the Charles A. Spitulnik of Hopkins & Sutter, 888 16th Street Northwest, Washington, D.C. 20006.

*Counterparts - Ash Pinner*

A short summary of the document for use in the index follows:

Memorandum of Lease Assignment dated as of September 1, 1996, between Bank of America Canada Leasing Corporation, as assignor, and The First National Bank of Maryland, as assignee, covering the Lease of Railroad Equipment dated as of September 1, 1996, between Bank of America Canada Leasing Corporation and Canadian National Railway Company, covering 105 locomotives.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,  
  
Robert L. Heckart

Encl.

RECORDATION NO. 20276-A FILED 1425

SEP 4 1996 - 1 55 PM

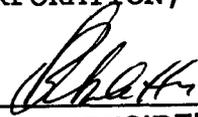
MEMORANDUM OF LEASE ASSIGNMENT dated as of September 1, 1996, between BANK OF AMERICA CANADA LEASING CORPORATION (hereinafter called the the Assignor), and THE FIRST NATIONAL BANK OF MARYLAND (hereinafter called the Assignee).

WHEREAS the Assignor and Canadian National Railway Company are entering into that certain Lease of Railroad Equipment dated as of the date hereof and supplements thereto, covering the railroad equipment listed in Schedule A hereto, bearing the serial numbers and the road numbers of Canadian National Railway Company shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS the Assignor and the Assignee are entering into that certain Trust Indenture and Security Agreement dated as of the date hereof, pursuant to which the aforesaid Lease of Railroad Equipment and supplements thereto are being assigned by the Assignor to the Assignee.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease of Railroad Equipment to the Assignee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BANK OF AMERICA CANADA LEASING CORPORATION,

by   
VICE PRESIDENT

THE FIRST NATIONAL BANK OF MARYLAND,

by \_\_\_\_\_

MEMORANDUM OF LEASE ASSIGNMENT dated as of September 1, 1996, between BANK OF AMERICA CANADA LEASING CORPORATION (hereinafter called the the Assignor), and THE FIRST NATIONAL BANK OF MARYLAND (hereinafter called the Assignee).

WHEREAS the Assignor and Canadian National Railway Company are entering into that certain Lease of Railroad Equipment dated as of the date hereof and supplements thereto, covering the railroad equipment listed in Schedule A hereto, bearing the serial numbers and the road numbers of Canadian National Railway Company shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS the Assignor and the Assignee are entering into that certain Trust Indenture and Security Agreement dated as of the date hereof, pursuant to which the aforesaid Lease of Railroad Equipment and supplements thereto are being assigned by the Assignor to the Assignee.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease of Railroad Equipment to the Assignee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

BANK OF AMERICA CANADA LEASING CORPORATION,

by \_\_\_\_\_

THE FIRST NATIONAL BANK OF MARYLAND,

by *Robert J. Brown*

PROVINCE OF ALBERTA )  
CITY OF CALGARY )  
)

SS.:

On this 20th day of September, 1996, before me personally appeared D.B. Linkletter, to me personally known, who, by me being duly sworn, says that he is Vice President of BANK OF AMERICA CANADA LEASING CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



J. Michael McIntosh  
Barrister & Solicitor  
Notary Public in and  
for the Province of Alberta



PROVINCE OF ALBERTA )

)

SS.:

COUNTY OF )

)

*See Attached*

On this \_\_\_\_\_ day of September, 1996, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he is \_\_\_\_\_ of BANK OF AMERICA CANADA LEASING CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....  
Notary Public

My commission expires \_\_\_\_\_

STATE OF MARYLAND )

)

SS.:

CITY OF BALTIMORE )

)

On this *18th* day of September, 1996, before me personally appeared **Robert D. Brown**, to me personally known, who, by me being duly sworn, says that he is *Corp. Trust Executive* of THE FIRST NATIONAL BANK OF MARYLAND, that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



*Carol J. Blackwell*  
Notary Public

My commission expires *July 22, 1997*

SCHEDULE A

One hundred five General Motors model SD75I diesel-electric locomotives, marked with the serial numbers 956616-1 through 956616-105, and bearing the road numbers of Canadian National Railway Company 5626 through 5730.