

DAVIS POLK & WARDWELL

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

WRITER'S DIRECT NUMBER:

20277
RECORDATION NO. _____ FILED 1425

SEP 24 1996 - 1 55 PM

Septe

Williams

ation Board
ution Avenue, N.W.
C. 20423

S:

nce with 49 U.S.C. §11301, we submit herewith for re
sportation Board original counterparts of the document c

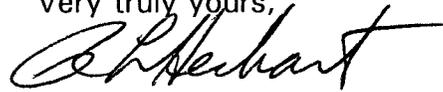
ment is a Memorandum of Trust Indenture and Security
ent", dated as of September 1, 1996.

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

Memorandum of Trust Indenture and Security Agreement dated as of September 1, 1996, between Bank of America Canada Leasing Corporation, as debtor and mortgagor, and The First National Bank of Maryland, as secured party and mortgagee, covering 105 locomotives.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Heckart", written in a cursive style.

Robert L. Heckart

Encl.

20277
RECORDATION NO. FILED
SEP 24 1996 -1 55 PM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT dated as of September 1, 1996, between BANK OF AMERICA CANADA LEASING CORPORATION, a corporation amalgamated under the laws of Canada (hereinafter called the **Debtor**), and THE FIRST NATIONAL BANK OF MARYLAND, a national banking association (hereinafter called the **Security Trustee**).

WHEREAS the Debtor and the Security Trustee are entering into that certain Trust Indenture and Security Agreement dated as of the date hereof (hereinafter called the **Indenture**), pursuant to which the Debtor

(a) grants to the Security Trustee for the security and benefit of the holders of equipment notes issued under the Indenture a mortgage, charge, hypothec, security interest and assignment on, against, in and of all of the Debtor's right, title and interest in and to the railroad equipment described in Schedule A hereto and in supplements to the Indenture executed and delivered from time to time, the bills of sale and manufacturers' warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto, and all cash and noncash proceeds therefrom; and

(b) assigns to the Security Trustee all of the Debtor's right, title and interest in and to the Lease of Railroad Equipment dated as of the date hereof between Canadian National Railway Company and the Debtor, all supplements thereto and all payments due or to become due thereunder, and all rights of the Debtor to give consents, make elections, give or receive notices, give approvals and exercise all rights, powers and remedies of the Debtor thereunder, and all cash and noncash proceeds therefrom;

all subject, however, to the exclusions and exceptions specified in the Indenture.

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage of and security interest in the aforesaid property in favor of the Security Trustee, 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 _____

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage of and security interest in the aforesaid property in favor of the Security Trustee, 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*

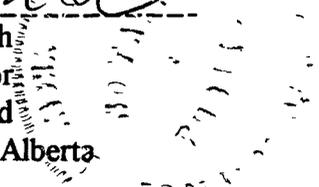
PROVINCE OF ALBERTA)
CITY OF CALGARY)
)

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)
)
COUNTY OF) SS.:

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)
)
CITY OF BALTIMORE) SS.:

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.