

RECORDATION NO. 26663-C FILED

NOV 28 '06 -2 53 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

November 28, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Guarantee and Security Agreement, dated as of November 27, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the locomotives covered by the Memorandum of Equipment Lease Agreement filed with the Board under Recordation Number 26663-A.

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

Grantor: Yvel Financial Corporation
95 St. Clair Avenue West, Suite 1403
Toronto, Ontario M4V 1N6
Canada

Secured Party: Industrial Alliance Insurance and Financial
Services Inc.
1080 Grand Allee West
PO Box 1907, Station Terminus
Quebec City, QC G1C 7M3
Canada

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

44 locomotives within the series CP 8700 – CP 8749 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Guarantee and Security Agreement.

Also enclosed is a check in the amount of \$34.00 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 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF GUARANTEE AND SECURITY AGREEMENT dated as of November 27, 2006, between **Yve** **SURFACE TRANSPORTATION BOARD**
Financial Corporation (hereinafter called "Yvel") and **Industrial Alliance Insurance and Financial Services Inc.** (hereinafter called "IA").

WHEREAS Yvel and IA have entered into that certain Guarantee and Security Agreement dated as of November 27, 2006 (hereinafter called the "**Security Agreement**") whereby Yvel has agreed, inter alia, to grant a security interest over those railcars described in Schedule "A" attached hereto.

NOW THEREFORE the parties hereto wish to show for the public record the said grant of security and, accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

The terms and conditions of the Security Agreement are incorporated herein by reference.

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum to be duly executed in its corporate name by its duly authorized officers all as of the date first above written.

Yvel Financial Corporation

By:  _____

Name:

Title:

Industrial Alliance Insurance and Financial Services Inc.

By: _____

Name:

Title:

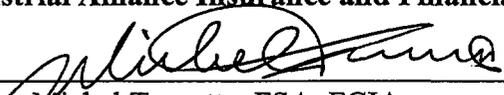
Yvel Financial Corporation

By: _____

Name:

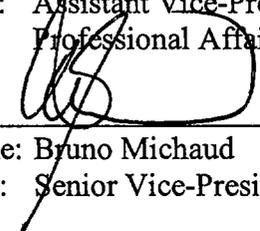
Title:

Industrial Alliance Insurance and Financial Services Inc.

By:  _____

Name: Michel Turcotte, FSA, FCIA

Title: Assistant Vice-President,
Professional Affairs

By:  _____

Name: Bruno Michaud

Title: Senior Vice-President, Sales

ONTARIO
PROVINCE OF ~~ALBERTA~~)
TORONTO) SS.:
CITY OF ~~CALGARY~~)

On this 27th day of November, 2006, before me personally appeared Michael to me personally known, who, being by me duly sworn, says that he is President of **Yvel Financial Corporation**, that the instrument was signed on behalf of said company 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 company.


Notary Public

PROVINCE OF ALBERTA)
CITY OF CALGARY) SS.:

On this 27th day of November, 2006, before me personally appeared _____ to me personally known, who, being by me duly sworn, says that he is _____ of **Industrial Alliance Insurance and Financial Services Inc.**, that the instrument was signed on behalf of said company 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 company.

Notary Public

My commission expires

SCHEDULE A

44 General Electric CP#8 ES 44AC locomotives, being road markers

8700 to 8723 inclusive
8725 to 8729 inclusive
8731 to 8733 inclusive
8735 to 8743 inclusive
8747 to 8749 inclusive

Each of the above locomotives bears the "CP" reporting mark.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

11/28/06



Robert W. Alvord