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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 Bill of Sale, 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 Memorandum of Sale and Assignment Agreement being filed concurrently herewith under Recordation Number 26663-E.

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

Original Owner/ Lessor/Seller:	Yvel Financial Corporation 95 St. Clair Avenue West, Suite 1403 Toronto, Ontario M4V 1N6 Canada
Successor Owner Lessor/Buyer:	Rosmarin Management and Investment Corporation 18 Dewbourne Avenue Toronto, ON M5P 1Z4 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:

Bill of Sale.

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,



Robert W. Alvord

RWA/sem
Enclosures

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BILL OF SALE**SURFACE TRANSPORTATION BOARD**

Pursuant to and in connection with that certain Sale and Assignment Agreement between Yvel Financial Corporation (the "Original Owner/Lessor") and Rosmarin Management and Investment Corporation (the "Successor Owner/Lessor") dated as of November 27, 2006.

In consideration of the sum of \$ [347,897] and other good and valuable consideration, receipt of which is hereby acknowledged, Original Owner/Lessor does hereby sell and transfer to Successor Owner/Lessor all of the right, title and interest of Original Owner/Lessor in and to 44 locomotives, marked and numbered as indicated in the attached Schedule of Units (the "Units").

Original Owner/Lessor represents and warrants that it is the owner of the Units, and that the Units are free and clear of all liens, claims and encumbrances, except the Lessee Security and the Permitted Financing Liens, and Original Owner/Lessor has full power, right and authority to convey good, valid and marketable title thereto free and clear of all liens, claims and encumbrances, except the Lessee Security and the Permitted Financing Liens. Original Owner/Lessor agrees forever to defend the title to the Units conveyed to Successor/Owner Lessor hereunder.

Original Owner/Lessor hereby assigns to Successor/Owner Lessor together with the Units all remaining rights and benefits of any manufacturer or repair shop warranty.

Upon delivery of this Bill of Sale, the Units shall be acquired by Successor/Owner Lessor, subject to the Master Lease, the Unit Lease No.1, the Lessee Security and the Permitted Financing Liens and shall be deemed delivered to, and accepted by, Successor/Owner Lessor.

This Bill of Sale and representations, warranties, and covenants herein contained shall inure to the benefit of Successor Owner/Lessor and its successors and assigns, will be binding upon Original Owner/Lessor and its successors and assigns, and will survive the execution and delivery hereof.

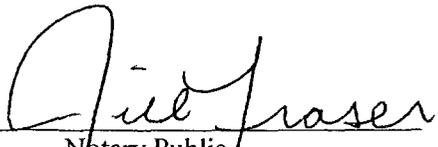
IN WITNESS WHEREOF, Original Owner/Lessor has executed this Bill of Sale on November 27, 2006.

YVEL FINANCIAL CORPORATION

By: 
Michael S. Levy
President

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

On this 27th day of November, 2006, before me personally appeared Michael Levy 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

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.