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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 11, 2007

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 Notice of Discharge, dated as of January 9, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Loan and Security Agreement filed with the Board under Recordation Number 26663-B.

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

- | | |
|----------------|---|
| Secured Party: | BTMU Capital Corporation
111 Huntington Avenue, Suite 400
Boston, MA 02199 |
| [Borrower: | Yvel Financial Corporation
95 St. Clair Avenue West, Suite 1403
Toronto, Ontario M4V 1N6
Canada] |

Mr. Vernon A. Williams
January 11, 2007
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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:

Notice of Discharge.

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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SURFACE TRANSPORTATION BOARD

NOTICE OF DISCHARGE

The undersigned, BTMU CAPITAL CORPORATION, Secured Party, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge the security interest held by it insofar as the same encumbers that certain railroad equipment identified on Schedule A attached hereto ("the Railroad Equipment").

Such security interest was granted pursuant to that certain Memorandum of Loan and Security Agreement, dated as of November 27, 2006, in favor of the Secured Party, by Yvel Financial Corporation, Debtor, filed with the Surface Transportation Board on November 28, 2006 at 2:50 p.m. under Recordation Number 26663-B.

IN WITNESS WHEREOF, BTMU CAPITAL CORPORATION has caused this instrument to be executed by its officer thereunto duly authorized this 9th day of January, 2007.

BTMU CAPITAL CORPORATION

By: *Cheryl A. Behan*

Name: Cheryl A. Behan

Title: Senior Vice President

Commonwealth of Massachusetts)
County of Suffolk)

ss:

On this 9th day of January, 2007, before me personally appeared Cheryl A. Behan, to me personally known, who being by me duly sworn, says that she is a Senior Vice President of BTMU CAPITAL CORPORATION, and that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen Cassidy
NOTARY PUBLIC

My Commission expires: August 21, 2009

EXHIBIT A

Quantity	Manufacturer	Serial Numbers	Model
44	General Electric	CP 8700 to CP 8723 inclusive CP 8725 to CP 8729 inclusive CP 8731 to CP 8733 inclusive CP 8735 to CP 8743 inclusive CP 8747 to CP 8749 inclusive	CP#8 ES 44AC locomotives,