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RECORDATION NO. 18714-A FILED 1425

OF COUNSEL
URBAN A. LESTER

December 6, 1994

DEC 6 1994 -10 50 AM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

Dec 6 10 49 AM '94

RECEIVED
OFFICE OF THE
SECRETARY

Counterparts - Alvord

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies of a Total Release of Chattel Mortgage, dated as of November 30, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Chattel Mortgage and Security Agreement-B which was duly filed under Recordation Number 18714.

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

Secured Party: National Westminster Bank USA
175 Water Street
New York, New York 10038

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

seven GP38-2 locomotives ATSF 2374 through ATSF 2380, inclusive.

Mr. Vernon A. Williams
December 6, 1994
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 18714-A FILED 1425

DEC 6 1994 -10 50 AM

TOTAL RELEASE OF CHATTEL MORTGAGE

INTERSTATE COMMERCE COMMISSION

The undersigned, National Westminster Bank USA, a national banking association ("Bank"), hereby releases and terminates the Security Agreement-B dated as of February 14, 1994 between Bank and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Interstate Commerce Commission on February 14, 1994 and receiving Recordation Number 18714.

Dated: November 30, 1994

NATIONAL WESTMINSTER BANK USA

By: Wendy M. Lene
Title: AVP

State of New York)
) ss:
County of NY)

On this 30th day of NOVEMBER, 1994, before me, personally appeared Wendy M. GENGEN, to me personally known, who being by me duly sworn, says that (s)he is the AVP of National Westminster Bank USA, a national banking association, that said instrument was signed on behalf of said bank by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

[Seal]

Anthony J. Cangelosi
Signature of Notary Public

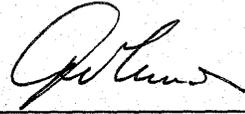
My commission expires 1/31/96

Subscribed and sworn to before me
this 30th day of NOVEMBER, 1994.

Anthony J. Cangelosi
Notary Public
ANTHONY J. CANGELOSI
Notary Public, State of New York
No. 01CA0552210
Qualified in Kings County
Commission Expires January 31, 1996

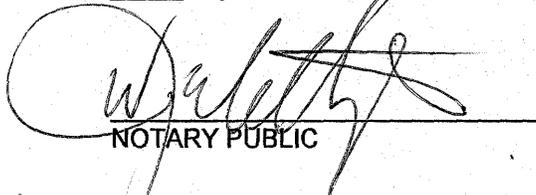
District of Columbia : SS

I, ROBERT W. ALVORD, being duly sworn, do hereby certify that the attached "Total Release of Chattel Mortgage," dated as of November 30, 1994 between National Westminster Bank USA and Residual Based Finance Corporation, consisting of one page, is a true and complete copy of the original thereof.



ROBERT W. ALVORD

Subscribed and sworn to before me this ^{6th} day of December, 1994.



NOTARY PUBLIC

My Commission expires: ^{My commission expires June 14, 1995.}