

RECORDATION NO 20190-B FILED

JUN 9 '97 1-20PM

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

OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUN 9 1 16 PM '97

June 4, 1997

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 Total Release of Chattel Mortgage, dated as of June 4, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates the Chattel Mortgage and Security Agreement-V, previously filed with the Commission under Recordation Numbers 20190 and 20190-A.

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

Debtor Residual Based Finance Corporation
 Three First National Plaza, Suite 1240
 Chicago, Illinois 60602

Secured Party: Old Kent Bank
 105 South York Street
 Elmhurst, Illinois 60126

A description of the railroad equipment and lease covered by the enclosed document is set forth on Exhibit A attached hereto

County of Cook

Mr. Vernon A. Williams
June 4, 1997
Page 2

Also enclosed is a check in the amount of \$24 00 payable to the order of the Surface Transportation Board covering the required recordation fee

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg
Enclosures

SCHEDULE A

LIST OF LOCOMOTIVES

Eight (8) General Motors Electro-Motive Devices Model 6P38 locomotives bearing the following reporting marks:

OLD NUMBER	NEW NUMBER
BAR 87	BAR 359
88	360
81	361
91	362
95	363
97	364
84	365
94	366

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

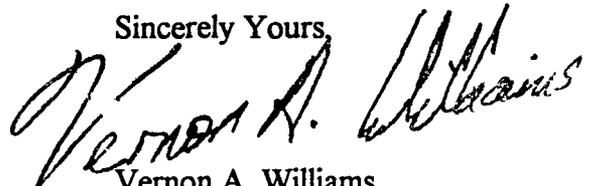
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE: 6/9/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 6/9/97 at 1:20PM, and
assigned recordation number(s). 20190-B.

Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 20190-B FILED

JUN 9 '97 1-20PM

OLD KENT

Old Kent Bank - Illinois
105 South York Street
Elmhurst, IL 60126-3444

Total Release of Chattel Mortgages

The undersigned, Old Kent Bank, an Illinois Banking Corporation ("Bank"), hereby releases and terminates the Chattel Mortgage and Security Agreement V dated as of June 28, 1996 and November 27, 1996 respectively between Bank and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Surface Transportation Board on July 19, 1996 and receiving Recordation Number 20190

Dated 6/6/97

OLD KENT BANK

By [Signature]

Title VICE PRESIDENT

State of Illinois)
) SS
County of ~~Cook~~ DUPAGE)

On this 6th Day of June, 1997, before me personally appeared, CHRISTINE M. OBBAGY, to me personally known, who being by me duly sworn, says that (s)he is the VICE President of Old Kent Bank, an Illinois Banking Corporation, that the seal affixed to the foregoing instrument is the corporate seal of the corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation

[Signature: Joan E. O'Donnell]
Notary Public

My commission expires 12/04/00

