

2-184A005

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N W
WASHINGTON, D.C.

20006-2973
(202) 393-2286

OF COUNSEL
URBAN A LESTER
TELEX
440367 A AND A
TELEFAX
(202) 393-2156

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

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

June 30, 1992

REGISTRATION NO 17096-C
FILED

JUL 2 1992 - 11:30 AM

INTERSTATE COMMERCE COMMISSION

DLG

17096-C

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Partial Release of Chattel Mortgage dated as of June 26, 1992, 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 dated as of November 19, 1990, which was filed and recorded on November 30, 1990 under Recordation Number 17096 (remarked from Recordation Number 17097).

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

Old Kent Bank-Chicago (formerly known
as UnibancTrust Company)
Sears Tower
233 South Wacker Drive
Chicago, Illinois 60606

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

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Counter parts - Alvord

JUL 2 11 23 AM '92
MOTOR VEHICLE UNIT

Mr. Sidney L. Strickland, Jr.
June 30, 1992
Page Two

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Partial Release of Chattel Mortgage dated June 26, 1992 covering 374 miscellaneous freight cars bearing CR marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

SCHEDULE 1

INCLUDED ASSETS

<u>Resideo Reference</u>	<u>Lessee</u>	<u>Units</u>	<u>Car Numbers</u>
FL91	Conrail	374	295623-295628 295686-295726 295629-295656 295657-295673 295675-295688 295727-295729
86' Ton Boxcars			
52.5' 100 Ton Gondolas			864695, 864698, 864703 864706, 864710, 864715- 864718, 864744, 864748, 864769, 864777, 864779, 864781, 864783, 864805, 864815, 864821, 864834, 864871, 864878, 864889, 864903, 864904, 864920, 864935, 864940
52.5' 100 Ton Gondolas			40000-40043 40045-40063 40065-40081 40084-40099
100 Ton Coil Steel Flat Cars			752600-752697* 752699-752712 752714-752721 752723-752734
86' 70 Ton High Cube Boxcars			295607-295610 295612-295615 295617-295619 295621-295622

* Excluding 752640

17096-C
RECORDED IN FILE 145

JUL 2 1992 -11:30 AM

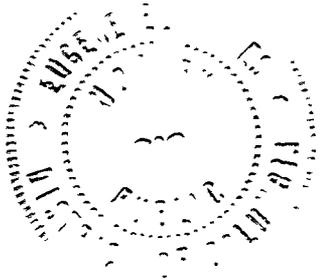
INTERSTATE COMMERCE COMMISSION

I, ROBERT W. ALVORD, being duly sworn do hereby certify that the attached "Partial Release of Chattel Mortgage" dated June 26, 1992 between Old Kent Bank and Residual Based Finance Corporation consisting of four pages is a true and complete copy of the original thereof.



ROBERT W. ALVORD

Subscribed and sworn to before me this 30th day of June, 1992.



NOTARY PUBLIC

My Commission Expires 8-14-92

RECORDATION NO 17096-C

JUL 2 1992 11:00 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE OF
CHattel MORTGAGE

The undersigned, Old Kent Bank, an Illinois banking corporation formerly known as Old Kent Bank-Chicago ("Bank"), hereby releases and terminates its mortgage in and lien on (a) the equipment described on Schedule 1 hereto and (b) the leases described on Schedule 2 hereto, in each case arising under that certain Chattel Mortgage and Security Agreement dated as of November 19, 1990 between Bank and Residual Based Finance Corporation, an Illinois corporation ("RBF"), recorded with the Interstate Commerce Commission on November 30, 1990 and receiving Recordation Number 17097. Except as to the collateral released hereby such Chattel Mortgage and Security Agreement continues in full force and effect.

Date: June 26, 1992

OLD KENT BANK,
formerly known as
Old Kent Bank-Chicago

By: Charlene W. Obbe
Title: Assistant Director - Personal

The undersigned hereby acknowledges and agrees to the foregoing this 26 day of June, 1992.

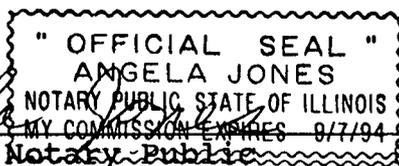
RESIDUAL BASED FINANCE CORPORATION

By: [Signature]
Title: president

State of Illinois)
) ss:
County of Cook)

On this 26th day of June, 1992, before me, personally appeared Christine Abbagy, to me personally known, who being by me duly sworn, says that (s)he is the Assistant Vice President of Old Kent Bank, an Illinois banking corporation formerly known as Old Kent Bank-Chicago, that said instrument was signed on behalf of said corporation 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 corporation.

[Seal]



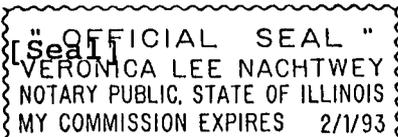
Angela Jones
Signature of Notary Public

My commission expires _____.

Subscribed and sworn to before me
this ___ day of June, 1992.

State of Illinois)
) ss:
County of Cook)

On this ___ day of June, 1992, before me, personally appeared Vincent A. Kolber, to me personally known, who being by me duly sworn, says that he is the President of Residual Based Finance Corporation, an Illinois corporation, that said instrument was signed on behalf of said corporation 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 corporation.



Veronica L. Nachtwey
Signature of Notary Public

My commission expires 2/1/93.

Subscribed and sworn to before me
this 26th day of June, 1992.

SCHEDULE 1

INCLUDED ASSETS

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86' 70 Ton High Cube Boxcars			295607-295610 295612-295615 295617-295619 295621-295622

* Excluding 752640

SCHEDULE 2

Lease of Railroad Equipment dated as of January, 30, 1970 between Ford Motor Credit Company and Penn Central Transportation Company, as amended, modified or supplemented from time to time; and