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ELIAS C. ALVORD (1942)
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RECORDATION NO. 22746-C FILED
JAN 17 '03 1:07 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

January 17, 2003

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 Release of Chattel Mortgage and Security Agreement, dated January 16, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Chattel Mortgage and Security Agreement which was previously filed with the Board under Recordation Number 22746.

The name and address of the party to the enclosed document are:

Secured Party: GE Commercial Equipment Financing
(successor in interest
to Heller Financial Leasing, Inc.)
44 Old Ridgebury Road
Danbury, CT 06810

[Debtor: Residual Based Finance
Corporation
Three First National Plaza
Suite 777
Chicago, IL 60602]

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

7 locomotives BNSF 2376 – BNSF 2382

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Mr. Vernon A. Williams
January 17, 2003
Page Two

A short summary of the document to appear in the index follows:

Release of Chattel Mortgage and Security Agreement

Also enclosed is a check in the amount of \$30.00 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 "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RELEASE OF CHATTEL MORTGAGE AND SECURITY AGREEMENT

The undersigned, GE Commercial Equipment Financing (successor in interest to Heller Financial Leasing, Inc.), Secured Party, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby terminates, releases and discharges its security interest in and to the following:

Seven (7) 2,000 Horsepower GP38-2 locomotives, bearing BNSF reporting marks and road numbers as set forth on Schedule 1 attached hereto.

Such security interest was granted pursuant to that certain Chattel Mortgage and Security Agreement, dated as of December 1, 1999, in favor of the Secured Party (Recordation Number 22746, Recorded on February 2, 2000 at 10:42 a.m.).

Dated this 16 day of January, 2003

GE COMMERCIAL EQUIPMENT FINANCING

By: [Signature]
Title: Payroll Specialist

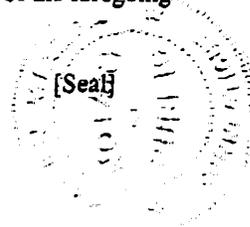
State of Connecticut

) ss:

County of Fairfield

On this 16 day of January, 2003, before me, personally appeared Hugh Schwang, to me personally known, who being by me duly sworn, says that he/she is an Payroll Specialist of GE Commercial Equipment Financing and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Signature of Notary Public



My commission expires 8/31/05

Subscribed and sworn to me this 16 day of January, 2003.

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SURFACE TRANSPORTATION BOARD

Schedule 1

Schedule of Railroad Equipment

Description, Original Mark

1. Seven (7) 2,000 Horsepower GP38-2 locomotives bearing the Reporting Marks of Units of Equipment:

BNSF 2376 through BNSF 2382 inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/17/03



Robert W. Alvord