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RECORDATION NO. 5565-P FILED

MAR 14 '05

12-27 PM

SURFACE TRANSPORTATION BOARD

March 11, 2005

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, dated as of March 9, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 5565.

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

Lessor: Residual Based Finance
Corporation
Three First National Plaza
Suite 777
Chicago, IL 60602

Assignee: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

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

- 88 gondolas bearing DH, NYC, CR reporting marks and road numbers.
- 26 gondolas bearing NYC, CR reporting marks and road numbers.
- 129 flatcars bearing NYC, CR reporting marks and road numbers.
- 91 boxcars bearing NYC, CR, PR reporting marks and road numbers.
- 12 boxcars bearing NYC, CR reporting marks and road numbers.

Mr. Vernon A. Williams
March 11, 2005
Page Two

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

Release

Also enclosed is a check in the amount of \$32.00 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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 5565P FILED

MAR 14 '05

12-27 PM

SURFACE TRANSPORTATION BOARD

RELEASE

This Release dated as of March 9, 2005 is made by each of Residual Based Finance Corporation ("RESIDCO") and ICX Corporation ("ICX").

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment") which is subject to a Conditional Sale Agreement dated as of February 25, 2000, and supplements thereto, as amended (the "Conditional Sale Agreement") between RESIDCO and Consolidated Rail Corporation ("Conrail") (Recordation Number 5565-L, recorded on December 10, 2003), which Conditional Sale Agreement was assigned by RESIDCO to ICX (Recordation Number 5565-M, recorded on December 15, 2003); Statement of New Reporting Marks by Conrail dated as of April 9, 1998 (Recordation Number 5565-G, recorded on April 10, 1998); Equipment Lease Agreement dated as of January 30, 1970 between Conrail "Lessee", and RESIDCO, "Lessor" or "Borrower", (Recordation Number 5565, recorded on February 2, 1970), hereinafter collectively the "Agreements", which were duly filed in accordance with 49 U.S.C. 11301 or 11303 as applicable.
2. RESIDCO and ICX each hereby releases any and all liens, claims and other encumbrances (a) on the Equipment as granted pursuant to said Conditional Sale Agreement and (b) to the Conditional Sale Agreement.

IN WITNESS WHEREOF, RESIDCO and ICX has each caused this Release to be duly executed by its authorized officer as of the day and year first written above.

ICX Corporation

By: Dennis J. Diemer

Title: Dennis J. Diemer
Vice President

~~Residual Based Finance Corporation~~

By: [Signature]

Title: President

Exhibit A

Description of Railroad Equipment and Agreement

Railroad Equipment

Group A – 88 Units - 100 Ton 52'5" Gondolas – Car Marks DH, NYC, CR – Car Numbers 14512, 14529, 14543, 14557, 14567, 14572, 14582, 14588, 584701-584702, 584704-584711, 584714-584724, 584726-584735, 584737-584742, 584745, 584747-584754, 584756-584759, 584761-584768, 584771-584772, 584774-584782, 584785-584789, 608091, 608137, 608405, 608422, 608432, 608447

Group B – 26 Units - 100 Ton 52'5" Gondolas – Car Marks NYC, CR – Car Numbers 564695, 579765, 585258, 585259, 609003-609004, 609007, 609010-609011, 609014, 609016, 609018, 609024, 609026, 609029-609030, 609032-609036, 609038-609039, 609041, 609042, 609048

Group C – 129 Units – 100 Ton Coil Steel Flatcars – Car Marks NYC, CR – Car Numbers 627600-627614, 627616-627639, 627641-627673, 627675-627677, 627680-627697, 627699-627712, 627714-627721, 627723-627729, 627731-627734, 627674, 627678-627679

Group D – 91 Units – 86 Ft. 100 Ton Boxcars – Car Marks NYC, CR, PR – Car Numbers 240931, 241004, 241007, 241010, 241016-241017, 241020, 241023-241024, 241030-241032, 241034, 241036, 241040, 241044-241047, 241049, 241052, 241055-241056, 241058-241059, 241061, 241063-241067, 243880, 295623, 295625, 295630-295632, 295634, 295636, 295638, 295640, 295642-295643, 295645-295646, 295648, 295650-295667, 295670-295671, 295686, 295689-295690, 295693, 295695-295697, 295699-295702, 295704-295706, 295709, 295711-295712, 295714, 295717, 295721, 295723, 295725-295726, 295728, 296601

Group E – 12 Units – 86 Ft. 100 Ton Boxcars – Car Marks NYC, CR – Car Numbers 244125-244127, 244129-244136, 295614

Agreement

Conditional Sale Agreement dated as of February 25, 2000 between Residual Based Finance Corporation and Consolidated Rail Corporation, which was recorded with the Surface Transportation Board on 12/10/03 under Recordation Number 5565-4

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: _____

3/11/05



Robert W. Alvord