

Copy to Mr. Williams

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RECORDATION NO. 20114-A FILED 1026

JAN - 2 1997 - 12 50 PM

JAN 2 12 45 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

January 2, 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 December 30, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Security Agreement which was previously filed with the Board under Recordation Number 20114

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

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

A description of the railroad equipment covered by the enclosed document is:
nine (9) BAR locomotives as set forth on Schedule A attached hereto

Mr Vernon A Williams
January 2, 1997
Page 2

Also enclosed is a check in the amount of \$22 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

OLD NUMBER

NEW NUMBER

BAR 82
83
85
86
90
92
93
96
98

BAR 358
357
350
352
354
355
353
356
351

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

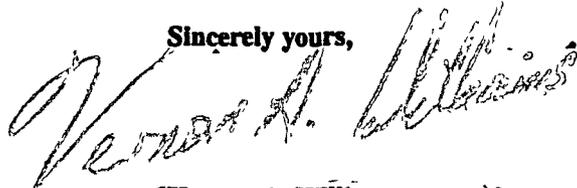
1/2/97

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

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/2/97 at 12:50PM, and assigned recordation number(s). 20114-A.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

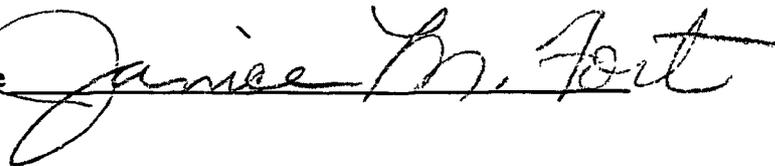


EXHIBIT A

LIST OF LOCOMOTIVES

Nine (9) General Motors Electro-Motive Devices Model 6P38 locomotives bearing the following reporting marks:

OLD NUMBER	NEW NUMBER
BAR 82	BAR 358
83	357
85	350
86	352
90	354
92	355
93	353
96	356
98	351

LEASE

Equipment Lease dated as of May 22, 1996, between Residual Based Finance Corporation, as lessor, and Bangor and Aroostook Railroad Company, a Maine corporation, as lessee.

Memorandum of Lease dated as of May 22, 1996 between Residual Based Finance Corporation, as lessor, and Bangor and Aroostook Railroad Company, a Maine corporation, as lessee, filed with the Interstate Commerce Commission on May 24, 1996 at 11:40AM and receiving recordation number 20071.