RECORDATION NO. 5685-A FILED

APR 10 '98 10-25 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

Counterparts

April 10, 1998

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 five (5) copies of a Statement of New Reporting Marks, dated as of April 9, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 5685.

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

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the railroad equipment and documents covered by the enclosed statement is set forth on the schedules attached thereto.

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return four (4) stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY
Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE:4 /10/98

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 4/10/98 at 10:25 AM

assigned recordation numbers (s). 2321-J 20321-A, 5403-D, 5510-I, 5565-G, 5685-H, 5760-H,8397-C, 9299-D, 9751-A,12014-F, 14479-B, 14635-C, 16732-A, 16733-A, 16734-A, 16911-D, 17359-C, 17490-E, 17509-A, 17669-A, 17670-A, 17943-E, 18414-G, 19113-B, 19325-A, 19326-A, 19489-B, 19871-I, 20204-A, 20403-Q, 20930-A, 20940-A, 20959-A, and 21194-A.

Sincerely Yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

884.00
$----------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 had an opportunity to examine your document.

RECORDATION NO. 5685-H FILED

APR 10 '98 10-25 AM

STATEMENT OF NEW REPORTING MARKS dated as of April 9, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment have been assigned and granted as security by the Lessor, pursuant to that certain agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment from "CR" to "NYC", both of which marks are assigned to Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code to show for the public record both such reporting marks, and to preserve the protection of the rights afforded to the Lessor and the Secured Party in the Subject Equipment by said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McSudden

SCHEDULE A

Item 1, Lease:

dated as of March 1, 1970

Item 2, Lessor:

GATX Capital Corporation, Four Embarcadero Center, San Francisco, CA 94111, as successor to GATX-ARMCO-BOOTHE, One Maritime Plaza, San Francisco, CA 94111

Item 3, date of recordation of lease:

April 22, 1970

Item 4, recordation number of lease:

5685

Item 5, Security Agreements:

dated as of March 1, 1970

Item 6, Secured Party:

The First Pennsylvania Banking and Trust Company, 15th and Chestnut Streets, Philadelphia, PA 19101

Item 7, date of recordation of Security Agreements:

April 22, 1970

Item 8, recordation number of Security Agreements:

5685

Schedule B

Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers	Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers
CR 210940	NYC 210940	CR 275389	NYC 275389
CR 210943	NYC 210943	CR 275395	NYC 275395
CR 210946	NYC 210946	CR 275397	NYC 275397
CR 210947	NYC 210947	CR 275398	NYC 275398
CR 210949	NYC 210949	CR 275413	NYC 275413
CR 210950	NYC 210950	CR 275414	NYC 275414
CR 220881	NYC 220881	CR 275415	NYC 275415
CR 220882	NYC 220882	CR 275418	NYC 275418
CR 220883	NYC 220883	CR 275419	NYC 275419
CR 220885	NYC 220885	CR 275421	NYC 275421
CR 220886	NYC 220886	CR 275424	NYC 275424
CR 220887	NYC 220887	CR 275425	NYC 275425
CR 220888	NYC 220888	CR 275427	NYC 275427
CR 220895	NYC 220895	CR 275429	NYC 275429
CR 220897	NYC 220897	CR 275430	NYC 275430
CR 220898	NYC 220898	CR 275438	NYC 275438
CR 220899	NYC 220899	CR 275441	NYC 275441
CR 220901	NYC 220901	CR 279034	NYC 279034
CR 220902	NYC 220902	CR 279035	NYC 279035
CR 220904	NYC 220904	CR 295732	NYC 295732
CR 220907	NYC 220907	CR 295735	NYC 295735
CR 220910	NYC 220910	CR 295737	NYC 295737
CR 220911	NYC 220911	CR 295747	NYC 295747
CR 220917	NYC 220917	CR 295755	NYC 295755
CR 220919	NYC 220919	CR 295765	NYC 295765
CR 220921	NYC 220921	CR 295772	NYC 295772
CR 220926	NYC 220926	PC 275393	NYC 275393
CR 220927	NYC 220927	CR 264598	NYC 264598
CR 220930	NYC 220930	CR 264601	NYC 264601
CR 220933	NYC 220933	CR 264603	NYC 264603
CR 220936	NYC 220936	CR 264606	NYC 264606
CR 220938	NYC 220938	CR 264609	NYC 264609
CR 220939	NYC 220939	CR 264610	NYC 264610
CR 220940	NYC 220940	CR 264617	NYC 264617
CR 220941	NYC 220941	CR 264620	NYC 264620
CR 220943	NYC 220943	CR 264622	NYC 264622
CR 241000	NYC 241000	CR 264625	NYC 264625
CR 241009	NYC 241009	CR 264626	NYC 264626
CR 241014	NYC 241014	CR 264631	NYC 264631
CR 241018	NYC 241018	CR 264638	NYC 264638
CR 241022	NYC 241022	CR 264645	NYC 264645
CR 241025	NYC 241025	CR 578750	NYC 578750
CR 241029	NYC 241029	CR 578751	NYC 578751
CR 241037	NYC 241037	CR 578778	NYC 578778
CR 241041	NYC 241041	CR 578779	NYC 578779
CR 241042	NYC 241042	CR 578780	NYC 578780
CR 241043	NYC 241043	CR 578781	NYC 578781
CR 241050	NYC 241050	CR 578782	NYC 578782
CR 241051	NYC 241051	CR 578785	NYC 578785
CR 275388	NYC 275388	CR 578793	NYC 578793

Schedule B

Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers	Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers
CR 578794	NYC 578794	CR 579110	NYC 579110
CR 578799	NYC 578799	CR 579125	NYC 579125
CR 578804	NYC 578804	CR 579126	NYC 579126
CR 578811	NYC 578811	CR 579130	NYC 579130
CR 578814	NYC 578814	CR 579137	NYC 579137
CR 578820	NYC 578820	CR 579143	NYC 579143
CR 578824	NYC 578824	CR 579147	NYC 579147
CR 578832	NYC 578832	CR 579160	NYC 579160
CR 578833	NYC 578833	CR 579171	NYC 579171
CR 578841	NYC 578841	CR 579175	NYC 579175
CR 578860	NYC 578860	CR 579184	NYC 579184
CR 578862	NYC 578862	CR 579196	NYC 579196
CR 578867	NYC 578867	CR 579199	NYC 579199
CR 578880	NYC 578880	CR 579208	NYC 579208
CR 578890	NYC 578890	CR 579212	NYC 579212
CR 578892	NYC 578892	CR 579233	NYC 579233
CR 578895	NYC 578895	CR 579241	NYC 579241
CR 578914	NYC 578914	CR 580006	NYC 580006
CR 578916	NYC 578916	CR 580007	NYC 580007
CR 578928	NYC 578928	CR 580008	NYC 580008
CR 578929	NYC 578929	CR 580011	NYC 580011
CR 578933	NYC 578933	CR 580012	NYC 580012
CR 578935	NYC 578935	CR 580016	NYC 580016
CR 578939	NYC 578939	CR 588528	NYC 588528
CR 578941	NYC 578941	CR 588529	NYC 588529
CR 578946	NYC 578946	CR 588531	NYC 588531
CR 578957	NYC 578957	CR 588533	NYC 588533
CR 578964	NYC 578964	CR 588534	NYC 588534
CR 578967	NYC 578967	CR 588540	NYC 588540
CR 578977	NYC 578977	CR 588541	NYC 588541
CR 578979	NYC 578979	CR 588544	NYC 588544
CR 578993	NYC 578993	CR 588545	NYC 588545
CR 578996	NYC 578996	CR 588546	NYC 588546
CR 578998	NYC 578998	CR 588547	NYC 588547
CR 579004	NYC 579004	CR 588551	NYC 588551
CR 579012	NYC 579012	CR 588555	NYC 588555
CR 579018	NYC 579018	CR 588560	NYC 588560
CR 579025	NYC 579025	CR 588573	NYC 588573
CR 579035	NYC 579035	CR 588574	NYC 588574
CR 579049	NYC 579049	CR 588575	NYC 588575
CR 579053	NYC 579053	CR 588577	NYC 588577
CR 579064	NYC 579064	CR 588580	NYC 588580
CR 579065	NYC 579065	CR 588581	NYC 588581
CR 579070	NYC 579070	CR 588584	NYC 588584
CR 579074	NYC 579074	CR 588585	NYC 588585
CR 579077	NYC 579077	CR 588586	NYC 588586
CR 579091	NYC 579091	CR 588587	NYC 588587
CR 579092	NYC 579092	CR 588589	NYC 588589
CR 579102	NYC 579102	CR 588590	NYC 588590
CR 579103	NYC 579103	CR 588593	NYC 588593

Schedule B

Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers	Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers
CR 588594	NYC 588594	CR 608435	NYC 608435
CR 588596	NYC 588596	CR 608443	NYC 608443
CR 588597	NYC 588597	CR 608451	NYC 608451
CR 588598	NYC 588598	CR 608454	NYC 608454
CR 588599	NYC 588599	CR 608455	NYC 608455
CR 588600	NYC 588600	CR 608502	NYC 608502
CR 588603	NYC 588603	CR 608583	NYC 608583
CR 588604	NYC 588604	CR 608586	NYC 608586
CR 588605	NYC 588605	CR 608587	NYC 608587
CR 588610	NYC 588610	CR 608596	NYC 608596
CR 588612	NYC 588612	CR 608597	NYC 608597
CR 588615	NYC 588615	CR 608604	NYC 608604
CR 588618	NYC 588618	CR 608611	NYC 608611
CR 588619	NYC 588619	CR 608620	NYC 608620
CR 588621	NYC 588621	CR 608621	NYC 608621
CR 588624	NYC 588624	CR 608638	NYC 608638
CR 588630	NYC 588630	CR 608639	NYC 608639
CR 588631	NYC 588631	CR 608644	NYC 608644
CR 588632	NYC 588632	CR 608645	NYC 608645
CR 588634	NYC 588634	CR 608652	NYC 608652
CR 588641	NYC 588641	CR 608657	NYC 608657
CR 588646	NYC 588646	CR 608664	NYC 608664
CR 588647	NYC 588647	CR 608665	NYC 608665
CR 588649	NYC 588649	CR 608669	NYC 608669
CR 592018	NYC 592018	CR 608673	NYC 608673
CR 592019	NYC 592019	CR 608674	NYC 608674
CR 592020	NYC 592020	CR 608676	NYC 608676
CR 601430	NYC 601430	CR 608678	NYC 608678
CR 607056	NYC 607056	CR 608679	NYC 608679
CR 607084	NYC 607084	CR 608686	NYC 608686
CR 607101	NYC 607101	CR 608691	NYC 608691
CR 607105	NYC 607105	CR 608695	NYC 608695
CR 607140	NYC 607140	CR 608699	NYC 608699
CR 607141	NYC 607141	CR 608701	NYC 608701
CR 607206	NYC 607206	CR 608715	NYC 608715
CR 607223	NYC 607223	CR 608724	NYC 608724
CR 607236	NYC 607236	CR 608725	NYC 608725
CR 607238	NYC 607238	CR 627737	NYC 627737
CR 607359	NYC 607359	CR 627739	NYC 627739
CR 608153	NYC 608153	CR 627745	NYC 627745
CR 608183	NYC 608183	CR 627746	NYC 627746
CR 608219	NYC 608219	CR 627747	NYC 627747
CR 608227	NYC 608227	CR 627748	NYC 627748
CR 608247	NYC 608247	CR 627750	NYC 627750
CR 608267	NYC 608267	CR 627751	NYC 627751
CR 608309	NYC 608309	CR 627754	NYC 627754
CR 608330	NYC 608330	CR 627756	NYC 627756
CR 608332	NYC 608332	CR 627760	NYC 627760
CR 608341	NYC 608341	CR 627762	NYC 627762
CR 608358	NYC 608358	CR 627765	NYC 627765

Schedule B

Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers	Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers
CR 627767	NYC 627767	PC 579173	NYC 579173
CR 627768	NYC 627768	PC 579210	NYC 579210
CR 627771	NYC 627771	PC 579222	NYC 579222
CR 627780	NYC 627780	PC 579237	NYC 579237
CR 627781	NYC 627781	PC 592003	NYC 592003
CR 627783	NYC 627783	PC 592007	NYC 592007
CR 627784	NYC 627784	PC 592008	NYC 592008
CR 627785	NYC 627785	PC 592010	NYC 592010
CR 627786	NYC 627786	PC 592015	NYC 592015
CR 627788	NYC 627788	PC 592016	NYC 592016
CR 627793	NYC 627793	PC 592023	NYC 592023
CR 627796	NYC 627796	PC 592026	NYC 592026
CR 627799	NYC 627799	PC 592033	NYC 592033
PC 264623	NYC 264623	PC 592034	NYC 592034
PC 264624	NYC 264624	PC 592036	NYC 592036
PC 264627	NYC 264627	PC 592037	NYC 592037
PC 264630	NYC 264630	PC 592038	NYC 592038
PC 264632	NYC 264632	PC 592039	NYC 592039
PC 264637	NYC 264637	PC 592040	NYC 592040
PC 578975	NYC 578975	PC 592044	NYC 592044
PC 579051	NYC 579051	**PC 592046**	NYC 592046
PC 579135	NYC 579135		

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this 9th day of April 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing 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.

Elizabeth C. Gallagher
Notary Public

My commission expires:

NOTARIAL SEAL
ELIZABETH C. GALLACHER, Notary Public
City of Philadelphia, Phila. County
My Commission Expires May 31, 1999