

RECORDATION NO. 10877-E FILED

OCT 8 '98

1-15 AM

ALVORD AND ALVORD
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URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 8 1 20 PM '98

October 7, 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 seven (7) copies of a Statement of New Reporting Marks, dated as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 10877.

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 locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

Quarterly Report

Mr. Vernon A. Williams
October 7, 1998
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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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 10/8/98

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

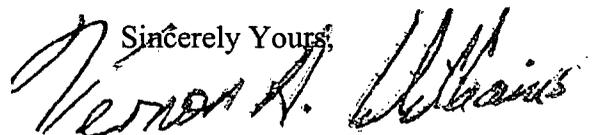
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/8/98 at 1:15PM, and

assigned recordation number(s). 10877-E, 11197-D, 11303-F, 14098-E, 14187-B,
14241-H, 14327-C, 14639-H, 14867-D, 14891-G,
14993-G, 15596-H, 16288-C, 16500-D, 16553-D,
16686-B, 16946-F, 16947-F, 17348-G, 17349-G,
17350-G, 18132-G, 18133-G, 18134-B, 18357-K,
18449-B, 18870-C, 19041-C, 19487-G, 19488-G,
19489-D, 19622-D, 19623-E, 19688-Y, 19688-Z,
19708-B, 20034-G and 20035-G.

Sincerely Yours,



Vernon A. Williams

Enclosure(s) (38)
988.00

\$_____ 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 an opportunity to examine your document.

OCT 8 '98

1-15 PM

STATEMENT OF NEW REPORTING MARKS dated as of October 6, 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 as indicated on the attached Schedule B. All the marks are assigned to Conrail or an affiliate of 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. McHadden

SCHEDULE A

Item 1, Lease:

dated as of February 1, 1979

Item 2, Lessor:

First Security Bank of Utah, 79 Main Street, Suite 301
Salt Lake City, UT 84111, acting not in its individual capacity but solely
as trustee for General Electric Credit Corporation under that certain Trust
Agreement dated as of February 1, 1979

Item 3, date of recordation of lease:

October 11, 1979

Item 4, recordation number of lease:

10877

Item 5, Security Agreements:

dated as of February 1, 1979

Item 6, Secured Party:

The Bank of New York, 101 Barclay Street, New York, NY 10286 as
successor to Mercantile-Safe Deposit and Trust Company, Two Hopkins
Plaza, P. O. Box 2258, Baltimore, MD 21203

Item 7, date of recordation of Security Agreements:

October 11, 1979

Item 8, recordation number of Security Agreements:

10877

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 1616
CR 1617
CR 1618
CR 1620
CR 1622
CR 1628
CR 1629
CR 1630
CR 1631
CR 1632
CR 1633

**New Reporting
Marks and Identifying
Numbers**

CSXT 1534
CSXT 1535
CSXT 1536
CSXT 1537
CSXT 1538
CSXT 1539
CSXT 1540
CSXT 1541
CSXT 1542
CSXT 1543
CSXT 1544

**Original Reporting
Marks and Identifying
Numbers**

CR 1637
CR 1639
CR 1641
CR 1644
CR 1645
CR 1647
CR 1672
CR 1673
CR 1675
CR 1678
CR 1683

**New Reporting
Marks and Identifying
Numbers**

CSXT 1545
CSXT 1546
CSXT 1547
CSXT 1548
CSXT 1549
CSXT 1550
CSXT 1559
CSXT 1560
CSXT 1561
CSXT 1562
CSXT 1563

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 1615
CR 1619
CR 1621
CR 1623
CR 1624
CR 1625
CR 1626
CR 1627
CR 1634
CR 1635
CR 1636
CR 1638
CR 1640
CR 1642
CR 1643

PRR 1406
PRR 1407
PRR 1408
PRR 1409
PRR 1410
PRR 1411
PRR 1412
PRR 1413
PRR 1414
PRR 1415
PRR 1416
PRR 1417
PRR 1418
PRR 1419
PRR 1420

CR 1646
CR 1648
CR 1649
CR 1650
CR 1651
CR 1671
CR 1674
CR 1676
CR 1677
CR 1679
CR 1680
CR 1681
CR 1682
CR 1684

PRR 1421
PRR 1422
PRR 1423
PRR 1424
PRR 1425
PRR 1437
PRR 1438
PRR 1439
PRR 1440
PRR 1441
PRR 1442
PRR 1443
PRR 1444
PRR 1445

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

On this 6th day of October 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.

Suzanne J. Rossomando
Notary Public

My commission expires:

NOTARIAL SEAL
Suzanne J. Rossomando, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 28, 1999