

Counterparts - Betty

RECORDATION NO. 16946-E FILED

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SEP 4 '98

10-55 AM

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

OF COUNSEL
URBAN A. LESTER

September 4, 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 September 1, 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 16946

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.

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RECEIVED
SURFACE TRANSPORTATION BOARD

Mr. Vernon A Williams
September 4, 1998
Page 2

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

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

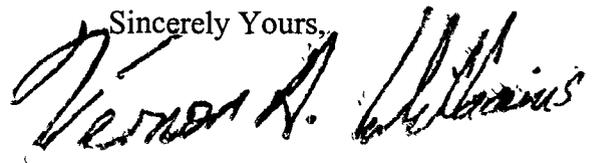
DATE: 9/4/98

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 9/4/98 at 10:55AM , and

assigned recordation number(s). 11303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,
14867-C, 14891-G, 14993-F, 15596-G, 16288-B, 16500-C,
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,
20035-F and 20036-C.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)(32)

832.00

\$_____ 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.

Signature _____



RECORDATION NO. 16946-E

FILED

SEP 4 '98

10-55 AM

STATEMENT OF NEW REPORTING MARKS dated as of
September 1, 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. McSadden

SCHEDULE A

Item 1, Lease:

dated as of July 31, 1990

Item 2, Lessor:

Harrisburg Locomotive Lease Company, c/o Nomura Babacock and
Brown, Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku,
Tokyo, Japan 103

Item 3, date of recordation of lease:

August 1, 1990

Item 4, recordation number of lease:

16946

Item 5, Security Agreements:

dated as of July 31, 1990

Item 6, Secured Party:

Barclays Bank Tokyo Branch, C.P.O. Box 466, Mitsubishi Building,
Tokyo, Japan, 100-91

Item 7, date of recordation of Security Agreements:

August 1, 1990

Item 8, recordation number of Security Agreements:

16946

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 6076
CR 6077
CR 6078
CR 6080
CR 6083
CR 6086
CR 6088

PRR 8330
PRR 8331
PRR 8332
PRR 8333
PRR 8334
PRR 8335
PRR 8336

CR 6091
CR 6092
CR 6094
CR 6097
CR 6098
CR 6099

PRR 8337
PRR 8338
PRR 8339
PRR 8340
PRR 8341
PRR 8342

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6075
CR 6079
CR 6081
CR 6082
CR 6084
CR 6085

**New Reporting
Marks and Identifying
Numbers**

NYC 7309
NYC 7310
NYC 7311
NYC 7312
NYC 7313
NYC 7314

**Original Reporting
Marks and Identifying
Numbers**

CR 6087
CR 6089
CR 6090
CR 6093
CR 6095
CR 6096

**New Reporting
Marks and Identifying
Numbers**

NYC 7315
NYC 7316
NYC 7317
NYC 7318
NYC 7319
NYC 7320

