

Country Partners - Betty J...

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)

RECORDATION NO. 16553 FILED -C

SEP 4 '98 10-55 AM

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 16553

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

SEP 4 10 51 AM '98

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

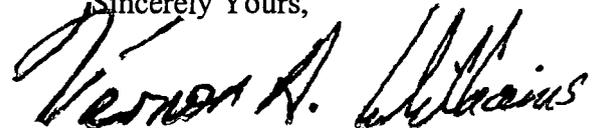
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

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,

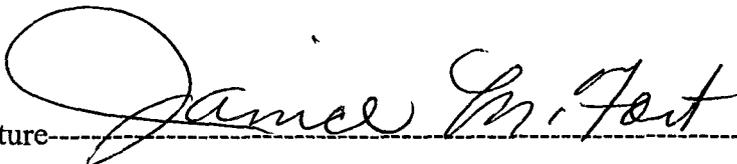


Vernon A. Williams

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. 16553-C FILED 1

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. McHadden

SCHEDULE A

Item 1, Lease:

dated as of September 29, 1989

Item 2, Lessor:

Reading 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:

October 2, 1989

Item 4, recordation number of lease:

16553

Item 5, Security Agreements:

dated as of September 29, 1989

Item 6, Secured Party:

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

Item 7, date of recordation of Security Agreements:

October 2, 1989

Item 8, recordation number of Security Agreements:

16553

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6848
CR 6852
CR 6853
CR 6854
CR 6855
CR 6857

**New Reporting
Marks and Identifying
Numbers**

PRR 6704
PRR 6706
PRR 6707
PRR 6708
PRR 6709
PRR 6710

**Original Reporting
Marks and Identifying
Numbers**

CR 6858
CR 6859
CR 6861
CR 6862
CR 6867

**New Reporting
Marks and Identifying
Numbers**

PRR 6711
PRR 6712
PRR 6713
PRR 6714
PRR 6715

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6850
CR 6851
CR 6856
CR 6860

**New Reporting
Marks and Identifying
Numbers**

NYC 8714
NYC 8715
NYC 8716
NYC 8717

**Original Reporting
Marks and Identifying
Numbers**

CR 6863
CR 6864
CR 6865
CR 6866

**New Reporting
Marks and Identifying
Numbers**

NYC 8718
NYC 8719
NYC 8720
NYC 8721

