RECORDATION NO. 15596-G FILED
SEP 4 '98 10-55 AM

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URBAN A. LESTER

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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 15596.

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.

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

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 Janice M. Fort

RECORDATION NO 15596-G 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

L586

SCHEDULE A

Item 1, Lease:

dated as of April 1, 1988

Item 2, Lessor:

Shawmut Bank Connecticut, 777 Main Street, Hartford, CT 06115 as successor to Connecticut National Bank, 777 Main Street, Hartford, CT 06115, acting not in its individual capacity but solely as trustee for ORIX USA Corporation as successor to Orient Leasing USA Corporation under that certain Trust Agreement dated as of April 1, 1988

Item 3, date of recordation of lease:

April 22, 1988

Item 4, recordation number of lease:

15596

Item 5, Security Agreements:

dated as of April 1, 1988

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:

April 22, 1988

Item 8, recordation number of Security Agreements:

15596

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 5063	PRR 4800	CR 5078	PRR 4809
CR 5064	PRR 4801	CR 5079	PRR 4810
CR 5066	PRR 4802	CR 5081	PRR 4811
CR 5067	PRR 4803	CR 5082	PRR 4812
CR 5068	PRR 4804	CR 5083	PRR 4813
CR 5069	PRR 4805	CR 5084	PRR 4814
CR 5072	PRR 4806	CR 5085	PRR 4815
CR 5073	PRR 4807	CR 5088	PRR 4816
CR 5077	PRR 4808	CR 5089	PRR 4817

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 5060	NYC 5950	CR 5074	NYC 5956
CR 5061	NYC 5951	CR 5075	NYC 5957
CR 5062	NYC 5952	CR 5076	NYC 5958
CR 5065	NYC 5953	CR 5080	NYC 5959
CR 5070	NYC 5954	CR 5086	NYC 5960
CR 5071	NYC 5955	CR 5087	NYC 5961

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

On this 1st day of September 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