

RECORDATION NO. 19487-F FILED

SEP 4 '98 10-55 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

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 19487.

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.

Vertical handwritten notes on the left margin:
Ellsworth Alvord
Security Agreements

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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

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

OFFICE OF THE SECRETARY

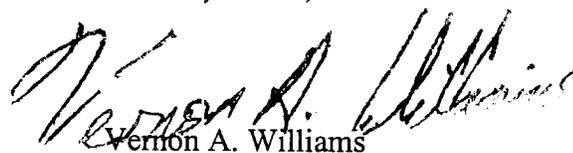
Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

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.

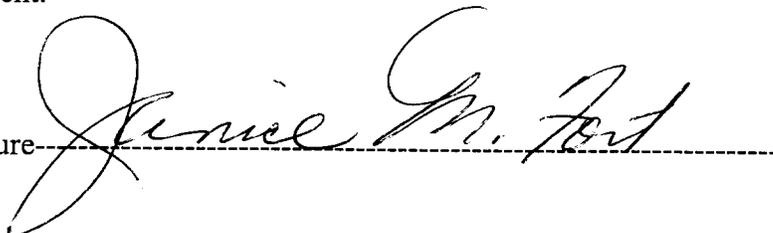
Sincerely Yours,


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 _____



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. McEldon

SCHEDULE A

Item 1, Lease:

dated as of June 27, 1995

Item 2, Lessor:

Blue 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:

June 27, 1995

Item 4, recordation number of lease:

19487

Item 5, Security Agreements:

dated as of June 27, 1995

Item 6, Secured Party:

Wilmington Trust Company, Rodney Square North, 1100 N. Market Street,
Wilmington, DE 19890

Item 7, date of recordation of Security Agreements:

June 27, 1995

Item 8, recordation number of Security Agreements:

19487

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 5590
CR 5592
CR 5593
CR 5595
CR 5596
CR 5598
CR 5600
CR 5602

**New Reporting
Marks and Identifying
Numbers**

PRR 6725
PRR 6726
PRR 6727
PRR 6728
PRR 6729
PRR 6730
PRR 6731
PRR 6732

**Original Reporting
Marks and Identifying
Numbers**

CR 5603
CR 5605
CR 5606
CR 5607
CR 5608
CR 5610
CR 5611
CR 5613

**New Reporting
Marks and Identifying
Numbers**

PRR 6733
PRR 6734
PRR 6735
PRR 6736
PRR 6737
PRR 6738
PRR 6739
PRR 6740

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 5589
CR 5591
CR 5594
CR 5597
CR 5599

**New Reporting
Marks and Identifying
Numbers**

NYC 8728
NYC 8729
NYC 8730
NYC 8731
NYC 8732

**Original Reporting
Marks and Identifying
Numbers**

CR 5601
CR 5604
CR 5609
CR 5612

**New Reporting
Marks and Identifying
Numbers**

NYC 8733
NYC 8734
NYC 8735
NYC 8736

