

*Countersparts Bully 8/29/98*

RECORDATION NO. 19489-C  
FILED  
SEP 4 '98 10-55 AM

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ELIAS C. ALVORD (1942)  
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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 19489.

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.

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

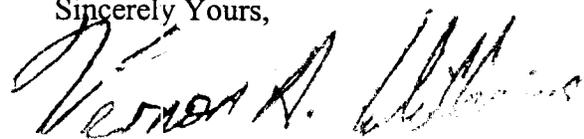
DATE: 9/4/98

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,

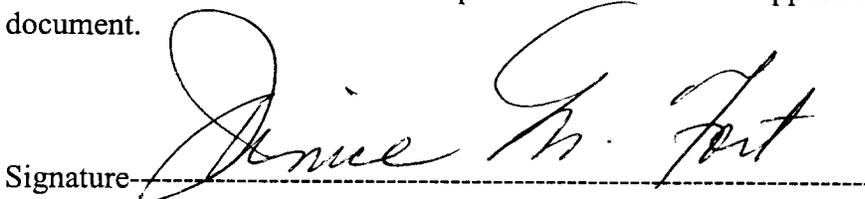


Vernon A. Williams

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 "Security Agreement"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Secured Party"), 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 Security Agreement 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.

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 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, Security Agreement:

dated as of June 27, 1995

Item 2, Secured Party:

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

Item 3, date of recordation of Security Agreement:

June 27, 1995

Item 4, recordation number of Security Agreement:

19489

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

CR 5577  
CR 5578  
CR 5580  
CR 5581

**New Reporting  
Marks and Identifying  
Numbers**

PRR 6717  
PRR 6718  
PRR 6719  
PRR 6720

**Original Reporting  
Marks and Identifying  
Numbers**

CR 5582  
CR 5584  
CR 5586  
CR 5587

**New Reporting  
Marks and Identifying  
Numbers**

PRR 6721  
PRR 6722  
PRR 6723  
PRR 6724

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

CR 5575  
CR 5576  
CR 5579

**New Reporting  
Marks and Identifying  
Numbers**

NYC 8722  
NYC 8723  
NYC 8724

**Original Reporting  
Marks and Identifying  
Numbers**

CR 5583  
CR 5585  
CR 5588

**New Reporting  
Marks and Identifying  
Numbers**

NYC 8725  
NYC 8726  
NYC 8727

