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OF COUNSEL
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RECORDATION NO. 19688-Y FILED
OCT 8 '98 1-15 PM

C Counterparts — Gift

October 7, 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 as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 19688.

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

Date: 10/8/98

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

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 10/8/98 at 1:15PM , and

assigned recordation number(s). 10877-E, 11197-D, 11303-F, 14098-E, 14187-B, 14241-H, 14327-C, 14639-H, 14867-D, 14891-G, 14993-G, 15596-H, 16288-C, 16500-D, 16553-D, 16686-B, 16946-F, 16947-F, 17348-G, 17349-G, 17350-G, 18132-G, 18133-G, 18134-B, 18357-K, 18449-B, 18870-C, 19041-C, 19487-G, 19488-G, 19489-D, 19622-D, 19623-E, 19688-Y, 19688-Z, 19708-B, 20034-G and 20035-G.

Sincerely Yours,

Vernon A. Williams

Enclosure(s) (38)
988.00
$_____ 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.

RECORDATION NO. 14688-Y FILED

OCT 8 '98

1-15 PM

STATEMENT OF NEW REPORTING MARKS dated as of October 6, 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.

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 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

N795

SCHEDULE A

Item 1, Lease:

dated as of November 10, 1995

Item 2, Lessor:

American Finance Group, 24 School Street, Boston, MA 02108

Item 3, date of recordation of lease:

November 13, 1995

Item 4, recordation number of lease:

19688

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 1968	CSXT 3167	CR 1986	CSXT 3172
CR 1972	CSXT 3168	CR 1991	CSXT 3173
CR 1979	CSXT 3169	CR 1993	CSXT 3175
CR 1982	CSXT 3171		

N795

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 1967	PRR 4057	CR 1989	PRR 4073
CR 1969	PRR 4058	CR 1998	PRR 4076
CR 1971	PRR 4060	CR 2000	PRR 4077
CR 1975	PRR 4063	CR 2002	PRR 4078
CR 1978	PRR 4066	CR 2003	PRR 4079
CR 1983	PRR 4068	CR 2004	PRR 4080

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

On this 6th day of October 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

NOTARIAL SEAL
Suzanne J. Rossomando, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 28, 1999

My commission expires: