

SEP 4 '98 10-55 AM

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

*Countersigned by Betty G. J...*

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 19708.

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  
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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 cursive script, appearing to read "Robert W. Alvord".

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  
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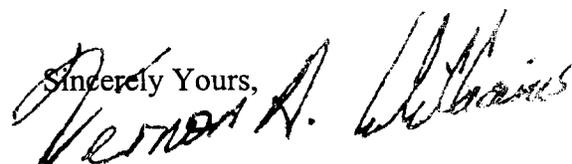
DATE: 9/4/98

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,

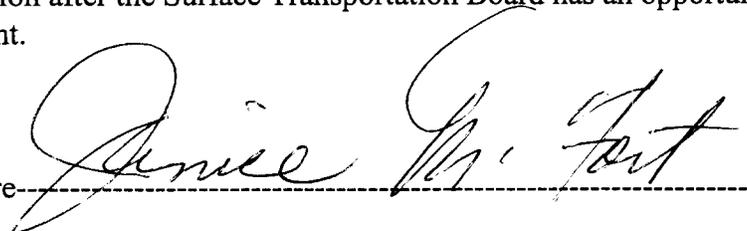


Vernon A. Williams

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.

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

SCHEDULE A

Item 1, Lease:

dated as of November 17, 1995

Item 2, Lessor:

Metlife Capital Limited Partnership, 10900 N. E. 4th Street,  
Suite 500, Bellevue, WA 98004

Item 3, date of recordation of lease:

November 23, 1995

Item 4, recordation number of lease:

19708

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 3347  
CR 3348  
CR 3349  
CR 3350  
CR 3351  
CR 3352  
CR 3353  
CR 3355  
CR 3360  
CR 3362  
CR 3364  
CR 3367

PRR 3040  
PRR 3041  
PRR 3042  
PRR 3043  
PRR 3044  
PRR 3045  
PRR 3046  
PRR 3047  
PRR 3048  
PRR 3049  
PRR 3050  
PRR 3051

CR 3370  
CR 3371  
CR 3372  
CR 3376  
CR 3377  
CR 3378  
CR 3381  
CR 3382  
CR 3383  
CR 3384  
CR 3385

PRR 3052  
PRR 3053  
PRR 3054  
PRR 3055  
PRR 3056  
PRR 3057  
PRR 3058  
PRR 3059  
PRR 3060  
PRR 3061  
PRR 3062

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

CR 3346  
CR 3354  
CR 3356  
CR 3357  
CR 3358  
CR 3359  
CR 3361  
CR 3363  
CR 3365

**New Reporting  
Marks and Identifying  
Numbers**

NYC 4429  
NYC 4430  
NYC 4431  
NYC 4432  
NYC 4433  
NYC 4434  
NYC 4435  
NYC 4436  
NYC 4437

**Original Reporting  
Marks and Identifying  
Numbers**

CR 3366  
CR 3368  
CR 3369  
CR 3373  
CR 3374  
CR 3375  
CR 3379  
CR 3380

**New Reporting  
Marks and Identifying  
Numbers**

NYC 4438  
NYC 4439  
NYC 4440  
NYC 4441  
NYC 4442  
NYC 4443  
NYC 4444  
NYC 4445

