

RECORDATION NO. 20034-F FILED

SEP 4 '98 10-55 AM

ALVORD AND ALVORD
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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 20034.

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.

Center Parts Betty Giam

RECORDED
INDEXED
SEP 10 1998

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 "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

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. McHadden

SCHEDULE A

Item 1, Lease:

dated as of April 30, 1996

Item 2, Lessor:

Gold 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:

April 30, 1996

Item 4, recordation number of lease:

20034

Item 5, Security Agreements:

dated as of April 30, 1996

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:

April 30, 1996

Item 8, recordation number of Security Agreements:

20034

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 4101
CR 4102
CR 4103
CR 4105

**New Reporting
Marks and Identifying
Numbers**

PRR 7200
PRR 7201
PRR 7202
PRR 7203

**Original Reporting
Marks and Identifying
Numbers**

CR 4106
CR 4109
CR 4111

**New Reporting
Marks and Identifying
Numbers**

PRR 7204
PRR 7205
PRR 7206

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 4100
CR 4104
CR 4107
CR 4108

**New Reporting
Marks and Identifying
Numbers**

NYC 800
NYC 801
NYC 802
NYC 803

**Original Reporting
Marks and Identifying
Numbers**

CR 4110
CR 4112
CR 4113

**New Reporting
Marks and Identifying
Numbers**

NYC 804
NYC 805
NYC 806

