

RECORDATION NO. 14891-G FILED

SEP 4 '98

10-55 AM

ALVORD AND ALVORD
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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 14891.

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.

SEP 4 10 51 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Courtesy Print - Betty G. ...

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,



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.

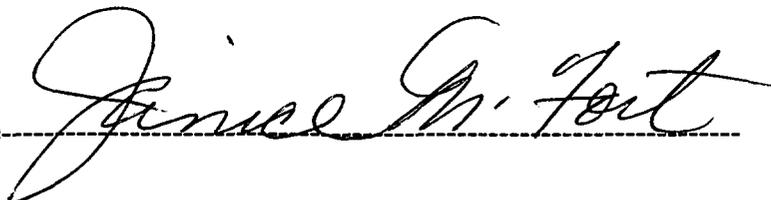
Sincerely Yours,

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



RECORDATION NO. 14891-G FILED

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. Madden

SCHEDULE A

Item 1, Lease:

dated as of January 15, 1986

Item 2, Lessor:

State Street Bank and Trust Company, 2 International Place,
Boston, MA 02110, as successor to Connecticut Bank and Trust
Company, One Constitution Plaza, Hartford, CT 06115, acting not
in its individual capacity but solely as trustee for Finova Capital
Corporation as successor to The Bank of New York under that
certain Trust Agreement dated as of January 15, 1986

Item 3, date of recordation of lease:

February 3, 1986

Item 4, recordation number of lease:

14891

Item 5, Security Agreements:

dated as of January 15, 1986

Item 6, Secured Party:

The Bank of New York, 101 Barclay Street, New York, NY 10286 as
successor to Mercantile-Safe Deposit and Trust Company, Two Hopkins
Plaza, P. O. Box 2258, Baltimore, MD 21203

Item 7, date of recordation of Security Agreements:

February 3, 1986

Item 8, recordation number of Security Agreements:

14891

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 6805
CR 6808
CR 6809
CR 6810
CR 6811
CR 6812
CR 6817
CR 6820
CR 6821

PRR 5461
PRR 5462
PRR 5463
PRR 5464
PRR 5465
PRR 5466
PRR 5467
PRR 5468
PRR 5469

CR 6822
CR 6824
CR 6828
CR 6829
CR 6830
CR 6831
CR 6832
CR 6833

PRR 5470
PRR 5471
PRR 5472
PRR 5473
PRR 5474
PRR 5475
PRR 5476
PRR 5477

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6806
CR 6807
CR 6813
CR 6814
CR 6815
CR 6816
CR 6818

**New Reporting
Marks and Identifying
Numbers**

NYC 8687
NYC 8688
NYC 8689
NYC 8690
NYC 8691
NYC 8692
NYC 8693

**Original Reporting
Marks and Identifying
Numbers**

CR 6819
CR 6823
CR 6825
CR 6826
CR 6827
CR 6834

**New Reporting
Marks and Identifying
Numbers**

NYC 8694
NYC 8695
NYC 8696
NYC 8697
NYC 8698
NYC 8699

