

Counterparts - Betty J

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RECORDATION NO. 18449-A
FILED
SEP 4 '98 10:55 AM

September 4, 1998

Mr. Vernon A Williams
Secretary
Surface Transportation Board
Washington, D.C 20423

SEP 4 10 52 AM '98

SURFACE TRANSPORTATION BOARD

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 18449

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 cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

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

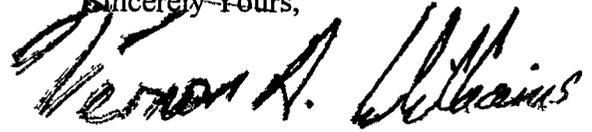
DATE: 9/4/98

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,



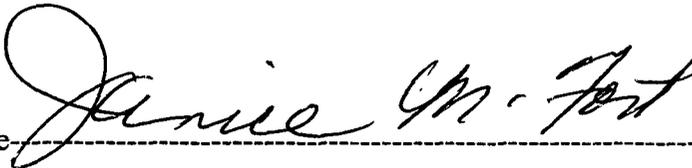
Vernon A. Williams

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. 18449-A 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 "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. McEadden

SCHEDULE A

Item 1, Security Agreement:

dated as of November 1, 1993

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:

November 4, 1993

Item 4, recordation number of Security Agreement:

18449

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 5546
CR 5548
CR 5550
CR 5552
CR 5553
CR 5554
CR 5557
CR 5558
CR 5559
CR 5560
CR 5563
CR 5564
CR 5565
CR 5568
CR 5570
CR 5571
CR 5572
CR 5574
CR 6180
CR 6182
CR 6184
CR 6185
CR 6187
CR 6188

PRR 6789
PRR 6790
PRR 6791
PRR 6792
PRR 6793
PRR 6794
PRR 6795
PRR 6796
PRR 6797
PRR 6798
PRR 6799
PRR 6800
PRR 6801
PRR 6802
PRR 6803
PRR 6804
PRR 6805
PRR 6806
PRR 8390
PRR 8391
PRR 8392
PRR 8393
PRR 8394
PRR 8395

CR 6189
CR 6191
CR 6195
CR 6196
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CR 6210
CR 6211
CR 6212
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CR 6216
CR 6218
CR 6220
CR 6221
CR 6222
CR 6225
CR 6226
CR 6228

PRR 8396
PRR 8397
PRR 8398
PRR 8399
PRR 8400
PRR 8401
PRR 8402
PRR 8403
PRR 8404
PRR 8405
PRR 8406
PRR 8407
PRR 8408
PRR 8409
PRR 8410
PRR 8411
PRR 8412
PRR 8413
PRR 8414
PRR 8415
PRR 8416
PRR 8417
PRR 8418

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 5545
CR 5547
CR 5549
CR 5551
CR 5555
CR 5556
CR 5561
CR 5562
CR 5566
CR 5567
CR 5569
CR 5573
CR 6181
CR 6183
CR 6186
CR 6190
CR 6192

NYC 8775
NYC 8776
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NYC 7358

CR 6193
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CR 6229

NYC 7359
NYC 7360
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