

Countyparts - Betty G...

RECORDATION NO. 16288-13
FILED
SEP 4 '98 10-55 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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 16288.

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.

RECORDED
SEP 4 10 51 AM '98
SURFACE TRANSPORTATION BOARD

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".

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

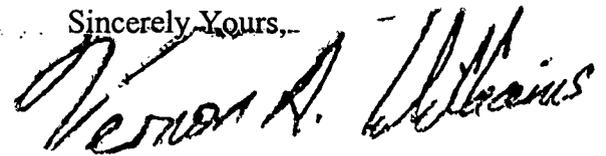
DATE: 9/4/98

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. 16288-13 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. McAdler

1989JLL

SCHEDULE A

Item 1, Lease:

dated as of April 14, 1989

Item 2, Lessor:

Pennsylvania 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 17, 1989

Item 4, recordation number of lease:

16288

Item 5, Security Agreements:

dated as of April 14, 1989

Item 6, Secured Party:

Barclay's Bank Tokyo Branch, C. P. O. Box 466, Mitsubishi
Building, Tokyo, Japan 100-91

Item 7, date of recordation of Security Agreements:

April 17, 1989

Item 8, recordation number of Security Agreements:

16288

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6026
CR 6027
CR 6028
CR 6029
CR 6030
CR 6032
CR 6034

**New Reporting
Marks and Identifying
Numbers**

PRR 8300
PRR 8301
PRR 8302
PRR 8303
PRR 8304
PRR 8305
PRR 8306

**Original Reporting
Marks and Identifying
Numbers**

CR 6035
CR 6041
CR 6043
CR 6045
CR 6046
CR 6047
CR 6048

**New Reporting
Marks and Identifying
Numbers**

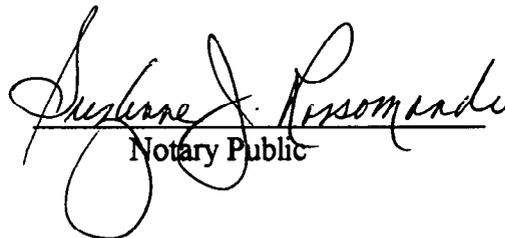
PRR 8307
PRR 8308
PRR 8309
PRR 8310
PRR 8311
PRR 8312
PRR 8313

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 6025	NYC 7489	CR 6039	NYC 7495
CR 6031	NYC 7490	CR 6040	NYC 7496
CR 6033	NYC 7491	CR 6042	NYC 7497
CR 6036	NYC 7492	CR 6044	NYC 7498
CR 6037	NYC 7493	CR 6049	NYC 7499
CR 6038	NYC 7494		

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

On this *1st* day of September 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.


Notary Public

My commission expires:

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