RECORDATION NO. 9751-A FILED

APR 10 '98 10-25 AM

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

OF COUNSEL
URBAN A. LESTER

Counterpart - Orig.

April 10, 1998

RECEIVED
SURFACE TRANSPORT. BOARD
APR 10 10 25 AM '98

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 five (5) copies of a Statement of New Reporting Marks, dated as of April 9, 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 9751.

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 railroad equipment and documents covered by the enclosed statement is set forth on the schedules attached thereto.

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 four (4) stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY
Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

DATE:4 /10/98

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 4/10/98 at 10:25 AM

assigned recordation numbers (s). 20321-A, 5403-D, 5510-I, 5565-G, 5685-H, 5760-H,8397-C, 9299-D, 9751-A,12014-F, 14479-B, 14635-C, 16732-A, 16733-A, 16734-A, 16911-D, 17359-C, 17490-E, 17509-A, 17669-A, 17670-A, 17943-E, 18414-G, 19113-B, 19325-A, 19326-A, 19489-B, 19871-I, 20204-A, 20403-Q, 20930-A, 20940-A, 20959-A, and 21194-A.

Sincerely Yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

884.00
$----------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 had an opportunity to examine your document.

Janice M. Fort

RECORDATION NO. 9751-A FILED

APR 10 '98 10-25 AM

STATEMENT OF NEW REPORTING MARKS dated as of April 9, 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 from "CR" to "NYC", both of which marks are assigned to 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 September 1, 1978

Item 2, Lessor:

GE Capital Railcar Services, 1595 - 16th Avenue, Suite 500, Richmond Hill, ON L4B3N9, as successor to Pullman Leasing Company, P. O. Box 96519, Chicago, IL 60693

Item 3, date of recordation of lease:

October 10, 1978

Item 4, recordation number of lease:

9751

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 489802	NYC 489802	CR 489933	NYC 489933
CR 489809	NYC 489809	CR 489936	NYC 489936
CR 489811	NYC 489811	CR 489937	NYC 489937
CR 489812	NYC 489812	CR 489943	NYC 489943
CR 489815	NYC 489815	CR 489945	NYC 489945
CR 489816	NYC 489816	CR 489946	NYC 489946
CR 489818	NYC 489818	CR 489954	NYC 489954
CR 489829	NYC 489829	CR 489955	NYC 489955
CR 489832	NYC 489832	CR 489956	NYC 489956
CR 489834	NYC 489834	CR 489957	NYC 489957
CR 489835	NYC 489835	CR 489958	NYC 489958
CR 489837	NYC 489837	CR 489959	NYC 489959
CR 489839	NYC 489839	CR 489961	NYC 489961
CR 489841	NYC 489841	CR 489966	NYC 489966
CR 489843	NYC 489843	CR 489972	NYC 489972
CR 489845	NYC 489845	CR 489973	NYC 489973
CR 489847	NYC 489847	CR 489976	NYC 489976
CR 489849	NYC 489849	CR 489981	NYC 489981
CR 489853	NYC 489853	CR 489982	NYC 489982
CR 489854	NYC 489854	CR 489984	NYC 489984
CR 489855	NYC 489855	CR 489986	NYC 489986
CR 489859	NYC 489859	CR 489987	NYC 489987
CR 489862	NYC 489862	CR 489989	NYC 489989
CR 489866	NYC 489866	CR 489992	NYC 489992
CR 489872	NYC 489872	CR 489993	NYC 489993
CR 489877	NYC 489877	CR 489994	NYC 489994
CR 489880	NYC 489880	CR 489996	NYC 489996
CR 489884	NYC 489884	CR 489998	NYC 489998
CR 489885	NYC 489885	CR 489999	NYC 489999
CR 489887	NYC 489887	CR 490000	NYC 490000
CR 489890	NYC 489890	CR 490001	NYC 490001
CR 489893	NYC 489893	CR 490002	NYC 490002
CR 489895	NYC 489895	CR 490004	NYC 490004
CR 489897	NYC 489897	CR 490007	NYC 490007
CR 489898	NYC 489898	CR 490008	NYC 490008
CR 489899	NYC 489899	CR 490009	NYC 490009
CR 489900	NYC 489900	CR 490010	NYC 490010
CR 489903	NYC 489903	CR 490011	NYC 490011
CR 489905	NYC 489905	CR 490016	NYC 490016
CR 489908	NYC 489908	CR 490017	NYC 490017
CR 489916	NYC 489916	CR 490018	NYC 490018
CR 489917	NYC 489917	CR 490021	NYC 490021
CR 489918	NYC 489918	CR 490029	NYC 490029
CR 489920	NYC 489920	CR 490035	NYC 490035
CR 489921	NYC 489921	CR 490040	NYC 490040
CR 489923	NYC 489923	CR 490041	NYC 490041
CR 489925	NYC 489925	CR 490044	NYC 490044
CR 489926	NYC 489926	CR 490045	NYC 490045
CR 489928	NYC 489928	CR 490048	NYC 490048
CR 489932	NYC 489932	CR 490051	NYC 490051

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 490052	NYC 490052	CR 490169	NYC 490169
CR 490054	NYC 490054	CR 490175	NYC 490175
CR 490060	NYC 490060	CR 490176	NYC 490176
CR 490066	NYC 490066	CR 490184	NYC 490184
CR 490067	NYC 490067	CR 490185	NYC 490185
CR 490069	NYC 490069	CR 490186	NYC 490186
CR 490073	NYC 490073	CR 490187	NYC 490187
CR 490076	NYC 490076	CR 490188	NYC 490188
CR 490078	NYC 490078	CR 490190	NYC 490190
CR 490082	NYC 490082	CR 490194	NYC 490194
CR 490084	NYC 490084	CR 490198	NYC 490198
CR 490085	NYC 490085	CR 490200	NYC 490200
CR 490087	NYC 490087	CR 490201	NYC 490201
CR 490088	NYC 490088	CR 490202	NYC 490202
CR 490090	NYC 490090	CR 490204	NYC 490204
CR 490093	NYC 490093	CR 490205	NYC 490205
CR 490095	NYC 490095	CR 490210	NYC 490210
CR 490096	NYC 490096	CR 490213	NYC 490213
CR 490098	NYC 490098	CR 490217	NYC 490217
CR 490099	NYC 490099	CR 490221	NYC 490221
CR 490101	NYC 490101	CR 490222	NYC 490222
CR 490108	NYC 490108	CR 490223	NYC 490223
CR 490109	NYC 490109	CR 490226	NYC 490226
CR 490111	NYC 490111	CR 490227	NYC 490227
CR 490112	NYC 490112	CR 490228	NYC 490228
CR 490113	NYC 490113	CR 490229	NYC 490229
CR 490114	NYC 490114	CR 490230	NYC 490230
CR 490117	NYC 490117	CR 490231	NYC 490231
CR 490118	NYC 490118	CR 490233	NYC 490233
CR 490122	NYC 490122	CR 490234	NYC 490234
CR 490124	NYC 490124	CR 490236	NYC 490236
CR 490126	NYC 490126	CR 490238	NYC 490238
CR 490128	NYC 490128	CR 490243	NYC 490243
CR 490129	NYC 490129	CR 490246	NYC 490246
CR 490130	NYC 490130	CR 490247	NYC 490247
CR 490132	NYC 490132	CR 490251	NYC 490251
CR 490133	NYC 490133	CR 490252	NYC 490252
CR 490136	NYC 490136	CR 490255	NYC 490255
CR 490142	NYC 490142	CR 490263	NYC 490263
CR 490150	NYC 490150	CR 490266	NYC 490266
CR 490152	NYC 490152	CR 490269	NYC 490269
CR 490156	NYC 490156	CR 490270	NYC 490270
CR 490157	NYC 490157	CR 490277	NYC 490277
CR 490161	NYC 490161	CR 490278	NYC 490278
CR 490162	NYC 490162	CR 490281	NYC 490281
CR 490163	NYC 490163	CR 490285	NYC 490285
CR 490164	NYC 490164	CR 490286	NYC 490286
CR 490165	NYC 490165	CR 490287	NYC 490287
CR 490167	NYC 490167	CR 490288	NYC 490288
CR 490168	NYC 490168	CR 490289	NYC 490289

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 490290	NYC 490290	CR 490420	NYC 490420
CR 490292	NYC 490292	CR 490421	NYC 490421
CR 490293	NYC 490293	CR 490423	NYC 490423
CR 490294	NYC 490294	CR 490425	NYC 490425
CR 490300	NYC 490300	CR 490429	NYC 490429
CR 490302	NYC 490302	CR 490430	NYC 490430
CR 490316	NYC 490316	CR 490431	NYC 490431
CR 490321	NYC 490321	CR 490432	NYC 490432
CR 490324	NYC 490324	CR 490435	NYC 490435
CR 490328	NYC 490328	CR 490439	NYC 490439
CR 490331	NYC 490331	CR 490443	NYC 490443
CR 490332	NYC 490332	CR 490444	NYC 490444
CR 490334	NYC 490334	CR 490446	NYC 490446
CR 490335	NYC 490335	CR 490448	NYC 490448
CR 490337	NYC 490337	CR 490456	NYC 490456
CR 490342	NYC 490342	CR 490466	NYC 490466
CR 490347	NYC 490347	CR 490469	NYC 490469
CR 490348	NYC 490348	CR 490470	NYC 490470
CR 490351	NYC 490351	CR 490471	NYC 490471
CR 490353	NYC 490353	CR 490472	NYC 490472
CR 490354	NYC 490354	CR 490478	NYC 490478
CR 490355	NYC 490355	CR 490479	NYC 490479
CR 490357	NYC 490357	CR 490481	NYC 490481
CR 490358	NYC 490358	CR 490484	NYC 490484
CR 490361	NYC 490361	CR 490485	NYC 490485
CR 490365	NYC 490365	CR 490487	NYC 490487
CR 490366	NYC 490366	CR 490491	NYC 490491
CR 490369	NYC 490369	CR 490492	NYC 490492
CR 490370	NYC 490370	CR 490494	NYC 490494
CR 490373	NYC 490373	CR 490497	NYC 490497
CR 490378	NYC 490378	CR 490499	NYC 490499
CR 490381	NYC 490381	CR 490500	NYC 490500
CR 490382	NYC 490382	CR 490502	NYC 490502
CR 490383	NYC 490383	CR 490505	NYC 490505
CR 490388	NYC 490388	CR 490506	NYC 490506
CR 490389	NYC 490389	CR 490509	NYC 490509
CR 490391	NYC 490391	CR 490514	NYC 490514
CR 490393	NYC 490393	CR 490515	NYC 490515
CR 490394	NYC 490394	CR 490517	NYC 490517
CR 490401	NYC 490401	CR 490523	NYC 490523
CR 490403	NYC 490403	CR 490524	NYC 490524
CR 490404	NYC 490404	CR 490525	NYC 490525
CR 490406	NYC 490406	CR 490529	NYC 490529
CR 490407	NYC 490407	CR 490530	NYC 490530
CR 490410	NYC 490410	CR 490533	NYC 490533
CR 490413	NYC 490413	CR 490536	NYC 490536
CR 490414	NYC 490414	CR 490537	NYC 490537
CR 490416	NYC 490416	CR 490540	NYC 490540
CR 490417	NYC 490417	CR 490541	NYC 490541
CR 490419	NYC 490419	CR 490542	NYC 490542

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 490543	NYC 490543	CR 490640	NYC 490640
CR 490544	NYC 490544	CR 490641	NYC 490641
CR 490547	NYC 490547	CR 490643	NYC 490643
CR 490548	NYC 490548	CR 490649	NYC 490649
CR 490549	NYC 490549	CR 490650	NYC 490650
CR 490550	NYC 490550	CR 490651	NYC 490651
CR 490551	NYC 490551	CR 490653	NYC 490653
CR 490554	NYC 490554	CR 490656	NYC 490656
CR 490556	NYC 490556	CR 490657	NYC 490657
CR 490557	NYC 490557	CR 490658	NYC 490658
CR 490558	NYC 490558	CR 490660	NYC 490660
CR 490559	NYC 490559	CR 490661	NYC 490661
CR 490566	NYC 490566	CR 490664	NYC 490664
CR 490569	NYC 490569	CR 490666	NYC 490666
CR 490570	NYC 490570	CR 490669	NYC 490669
CR 490572	NYC 490572	CR 490672	NYC 490672
CR 490575	NYC 490575	CR 490675	NYC 490675
CR 490576	NYC 490576	CR 490676	NYC 490676
CR 490577	NYC 490577	CR 490679	NYC 490679
CR 490581	NYC 490581	CR 490692	NYC 490692
CR 490582	NYC 490582	CR 490694	NYC 490694
CR 490586	NYC 490586	CR 490696	NYC 490696
CR 490590	NYC 490590	CR 490697	NYC 490697
CR 490593	NYC 490593	CR 490703	NYC 490703
CR 490594	NYC 490594	CR 490706	NYC 490706
CR 490595	NYC 490595	CR 490708	NYC 490708
CR 490596	NYC 490596	CR 490711	NYC 490711
CR 490597	NYC 490597	CR 490716	NYC 490716
CR 490598	NYC 490598	CR 490717	NYC 490717
CR 490600	NYC 490600	CR 490718	NYC 490718
CR 490604	NYC 490604	CR 490719	NYC 490719
CR 490606	NYC 490606	CR 490724	NYC 490724
CR 490607	NYC 490607	CR 490725	NYC 490725
CR 490608	NYC 490608	CR 490727	NYC 490727
CR 490609	NYC 490609	CR 490729	NYC 490729
CR 490613	NYC 490613	CR 490730	NYC 490730
CR 490614	NYC 490614	CR 490735	NYC 490735
CR 490618	NYC 490618	CR 490738	NYC 490738
CR 490621	NYC 490621	CR 490741	NYC 490741
CR 490622	NYC 490622	CR 490742	NYC 490742
CR 490623	NYC 490623	CR 490744	NYC 490744
CR 490628	NYC 490628	CR 490745	NYC 490745
CR 490629	NYC 490629	CR 490748	NYC 490748
CR 490631	NYC 490631	CR 490750	NYC 490750
CR 490632	NYC 490632	CR 490752	NYC 490752
CR 490633	NYC 490633	CR 490754	NYC 490754
CR 490634	NYC 490634	CR 490756	NYC 490756
CR 490635	NYC 490635	CR 490758	NYC 490758
CR 490637	NYC 490637	CR 490766	NYC 490766
CR 490638	NYC 490638	CR 490767	NYC 490767

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 490777	NYC 490777	CR 490787	NYC 490787
CR 490779	NYC 490779	CR 490789	NYC 490789
CR 490780	NYC 490780	CR 490792	NYC 490792
CR 490781	NYC 490781	CR 490793	NYC 490793
CR 490785	NYC 490785	**CR 490797**	NYC 490797

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

On this 9th day of April 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.

Elizabeth C. Gallagher
Notary Public

My commission expires:

NOTARIAL SEAL
ELIZABETH C. GALLAGHER, Notary Public
City of Philadelphia, Phila. County
My Commission Expires May 31, 1999