RECORDATION NO. 16500-C FILED

SEP 4 '98 10-55 AM

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ELLSWORTH C ALVORD (1964)

OF COUNSEL
URBAN A LESTER

Counterpart

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 16500

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.

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

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---Janice M. Fort---

RECORDATION NO 16500-C 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. McFadden

SCHEDULE A

Item 1, Lease:

dated as of August 31, 1989

Item 2, Lessor:

Philadelphia 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:

September 1, 1989

Item 4, recordation number of lease:

16500

Item 5, Security Agreements:

dated as of August 31, 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:

September 1, 1989

Item 8, recordation number of Security Agreements:

16500

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 6843	PRR 6701	CR 6846	PRR 6703
CR 6845	PRR 6702	CR 6849	PRR 6705

1989 JLL PhilA

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 6844	NYC 8712	CR 6847	NYC 8713

1009 TLL PLIA

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.

Suzanne J. Rossomando
Notary Public

My commission expires

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