

RECORDATION NO. 16553-D FILED

OCT 8 '98

1-15 PM

ALVORD AND ALVORD  
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20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

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October 7, 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 as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 16553

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

*County Parts - Jwb.*

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A Williams  
October 7, 1998  
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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 black ink, appearing to read "Robert W Alvord", with a stylized flourish at the end.

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 St., NW., Ste. 200  
Washington, DC., 20006-2973

Date: 10/8/98

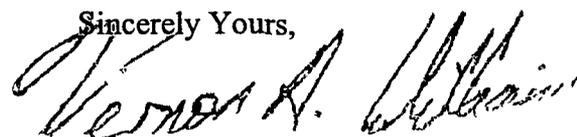
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/8/98 at 1:15PM , and

assigned recordation number(s). 10877-E, 11197-D, 11303-F, 14098-E, 14187-B,  
14241-H, 14327-C, 14639-H, 14867-D, 14891-G, ✓  
14993-G, 15596-H, 16288-C, 16500-D, 16553-D,  
16686-B, 16946-F, 16947-F, 17348-G, 17349-G,  
17350-G, 18132-G, 18133-G, 18134-B, 18357-K,  
18449-B, 18870-C, 19041-C, 19487-G, 19488-G,  
19489-D, 19622-D, 19623-E, 19688-Y, 19688-Z,  
19708-B, 20034-G and 20035-G.

Sincerely Yours,



Vernon A. Williams

Enclosure(s) (38)  
988.00

\$\_\_\_\_\_ 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.

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STATEMENT OF NEW REPORTING MARKS dated as of October 6, 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. McHadden

## SCHEDULE A

Item 1, Lease:

dated as of September 29, 1989

Item 2, Lessor:

Reading 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:

October 2, 1989

Item 4, recordation number of lease:

16553

Item 5, Security Agreements:

dated as of September 29, 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:

October 2, 1989

Item 8, recordation number of Security Agreements:

16553

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

CR 6850  
CR 6851  
CR 6856  
CR 6860

**New Reporting  
Marks and Identifying  
Numbers**

CSXT 8714  
CSXT 8715  
CSXT 8716  
CSXT 8717

**Original Reporting  
Marks and Identifying  
Numbers**

CR 6863  
CR 6864  
CR 6865  
CR 6866

**New Reporting  
Marks and Identifying  
Numbers**

CSXT 8718  
CSXT 8719  
CSXT 8720  
CSXT 8721

**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 6848

PRR 6705

CR 6858

PRR 6712

CR 6852

PRR 6707

CR 6859

PRR 6713

CR 6853

PRR 6708

CR 6861

PRR 6714

CR 6854

PRR 6709

CR 6862

PRR 6715

CR 6855

PRR 6710

CR 6867

PRR 6716

CR 6857

PRR 6711

