

SEP 4 '98 10-55 AM

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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 18132.

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.

Counterparts - Betty Jones

SEP 4 10 51 AM '98

RECEIVED
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", 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

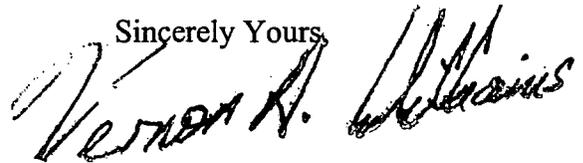
DATE: 9/4/98

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,

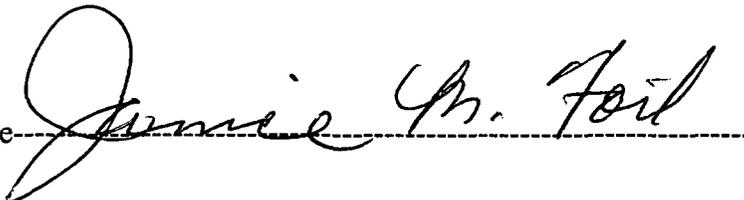


Vernon A. Williams

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. 18132-F 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. McSculden

SCHEDULE A

Item 1, Lease:

dated as of February 26, 1993

Item 2, Lessor:

Elkhart 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:

February 26, 1993

Item 4, recordation number of lease:

18132

Item 5, Security Agreements:

dated as of February 26, 1993

Item 6, Secured Party:

U. S. Trust Company, 114 West 47th Street, New York, NY 10036

Item 7, date of recordation of Security Agreements:

February 26, 1993

Item 8, recordation number of Security Agreements:

18132

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 5501
CR 5503
CR 5504
CR 5506
CR 5507
CR 5510

**New Reporting
Marks and Identifying
Numbers**

PRR 6763
PRR 6764
PRR 6765
PRR 6766
PRR 6767
PRR 6768

**Original Reporting
Marks and Identifying
Numbers**

CR 5512
CR 5513
CR 5515
CR 6150
CR 6152

**New Reporting
Marks and Identifying
Numbers**

PRR 6769
PRR 6770
PRR 6771
PRR 8372
PRR 8373

6793 Elkhart

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 5500
CR 5502
CR 5505
CR 5509

**New Reporting
Marks and Identifying
Numbers**

NYC 8756
NYC 8757
NYC 8758
NYC 8760

**Original Reporting
Marks and Identifying
Numbers**

CR 5511
CR 5514
CR 6151

**New Reporting
Marks and Identifying
Numbers**

NYC 8761
NYC 8762
NYC 7342

L793 E1Kh

