

RECORDATION NO. 14621-F FILED

OCT 27 '00 10-14 AM

TS

SURFACE TRANSPORTATION BOARD

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

October 26, 2000

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 three (3) 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 Equipment Lease which was previously filed with the Commission under Recordation Number 14621.

The name and address of the party to the enclosed document are:

Lessee: Consolidated Rail Corporation
2001 Market Street
P.O. Box 41418
Philadelphia, PA 19101-1418

A description of the railroad equipment covered by the enclosed document is:

14 locomotives with reporting mark CR changed to PRR and 11 locomotives with reporting mark changed to NYC and road numbers changed per the schedule attached hereto.

Mr. Vernon A. Williams
October 26, 2000
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A short summary of the document to appear in the index follows:

Statement of New Reporting Marks by Consolidated Rail Corporation relating to 14 locomotives with reporting mark CR changed to PRR and 11 locomotives with reporting mark changed to NYC and road numbers changed per the schedule attached hereto.

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/anm
Enclosures

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 6620
CR 6621
CR 6623
CR 6624
CR 6625
CR 6627
CR 6631

PRR 8480
PRR 8481
PRR 8482
PRR 8483
PRR 8484
PRR 8485
PRR 8486

CR 6632
CR 6636
CR 6637
CR 6639
CR 6641
CR 6643
CR 6644

PRR 8487
PRR 8488
PRR 8489
PRR 8490
PRR 8491
PRR 8492
PRR 8493

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 6622
CR 6626
CR 6628
CR 6629
CR 6630
CR 6633

**New Reporting
Marks and Identifying
Numbers**

NYC 7116
NYC 7117
NYC 7118
NYC 7119
NYC 7120
NYC 7121

**Original Reporting
Marks and Identifying
Numbers**

CR 6634
CR 6635
CR 6638
CR 6640
CR 6642

**New Reporting
Marks and Identifying
Numbers**

NYC 7122
NYC 7123
NYC 7124
NYC 7125
NYC 7126

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. McSadden

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SURFACE TRANSPORTATION BOARD

SCHEDULE A

Item 1, Lease:

dated as of March 15, 1985

Item 2, Lessor:

State Street Bank and Trust Company, 2 International Place,
Boston, MA 02110, as successor to Connecticut Bank and Trust
Company, One Constitution Plaza, Hartford, CT 06115, acting not
in its individual capacity but solely as trustee for Progress Leasing
Corporation under that certain Trust Agreement dated as of
March 15, 1985

Item 3, date of recordation of lease:

April 11, 1985

Item 4, recordation number of lease:

~~11303~~ 14621

Item 5, Security Agreements:

dated as of March 15, 1985

Item 6, Secured Party:

The Bank of New York, 101 Barclay Street, New York, NY 10286 as
successor to Mercantile-Safe Deposit and Trust Company, Two Hopkins
Plaza, P. O. Box 2258, Baltimore, MD 21203

Item 7, date of recordation of Security Agreements:

April 11, 1985

Item 8, recordation number of Security Agreements:

~~11303~~ 14621

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 6620
CR 6621
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PRR 8480
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PRR 8482
PRR 8483
PRR 8484
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PRR 8486

CR 6632
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CR 6644

PRR 8487
PRR 8488
PRR 8489
PRR 8490
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PRR 8492
PRR 8493

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NYC 7124
NYC 7125
NYC 7126

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached Statement of New Reporting Marks with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/26/00



Robert W. Alvord