RECORDATION NO. 14621-G FILED

OCT 27 '00 10-20 AM

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

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:

11 locomotives with reporting mark CR previously changed to NYC and now changed to CSXT and road numbers changed per the schedule attached hereto.

A short summary of the document to appear in the index follows:

Statement of New Reporting Marks by Consolidated Rail Corporation relating to 11 locomotives with reporting mark CR previously changed to NYC and now changed to CSXT 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 6622 | CSXT 7116 | CR 6634 | CSXT 7122 |
| CR 6626 | CSXT 7117 | CR 6635 | CSXT 7123 |
| CR 6628 | CSXT 7118 | CR 6638 | CSXT 7124 |
| CR 6629 | CSXT 7119 | CR 6640 | CSXT 7125 |
| CR 6630 | CSXT 7120 | CR 6642 | CSXT 7126 |
| CR 6633 | CSXT 7121 | | |

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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. McFadden

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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:

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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 6622 | CSXT 7116 | CR 6634 | CSXT 7122 |
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| CR 6633 | CSXT 7121 | | |

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

On this 6th day of October 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

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

My commission expires:

**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