DONELAN, CLEARY, WOOD & MASER, P. C.
ATTORNEYS AND COUNSELORS AT LAW
SUITE 850
1275 K STREET, N. W.
WASHINGTON, D. C. 20005-4078
TELEPHONE: (202) 371-9500
TELECOPIER: (202) 371-0900

RECORDATION NO. 11735-D FILED 1425

MAY 21 1992 -9 15 AM

INTERSTATE COMMERCE COMMISSION

MAY 21 9 28 AM '92

May 21, 1992

Recordation No. 11735-D

Dear Mr. Strickland:

On behalf of State Street Bank and Trust Company, a Massachusetts banking corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Assignment to and Appointment of Successor Trustee, dated as of March 1, 1992, ("Assignment").

The parties to the enclosed Assignment are:

Federal Deposit Insurance Corporation, as Receiver for The New Connecticut Bank and Trust Company, National Association c/o State Street Bank and Trust Company of Connecticut, National Association 750 Main Street Suite 1114 Hartford, Connecticut 06103	For Indexing As <u>ASSIGNOR</u>
State Street Bank and Trust Company, a Massachusetts banking Corporation c/o State Street Bank and Trust Company of Connecticut, National Association 750 Main Street Suite 1114 Hartford, Connecticut 06103	For Indexing as <u>ASSIGNEE</u>

The said Assignment covers the assignment of certain trust business of the former The New Connecticut Bank and Trust Company, National Association, to State Street Bank and Trust Company, a Massachusetts banking corporation, and the appointment thereof as successor trustee as covered by, among others, the document(s) recorded under the above-captioned Recordation No. and subparts, if any, thereof, and should be filed under the next available letter as indicated under the Recordation No. captioned above.

There are no units of equipment covered per se in the Assignment, but the said Assignment relates to all equipment covered under the Recordation No. captioned above and subparts, if any, thereof.

A short summary of the Assignment to appear in the ICC Index is as follows:

"Successor Trustee"

A check, including the amount of sixteen dollars ($16.00) in payment of the instant filing fee, is tendered.

Once the filing has been made, please return to bearer the stamped counterpart of the Assignment not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison

Allen H. Harrison, Jr.
Attorney for the purpose of this filing
for State Street Bank and Trust
Company, a Massachusetts banking
Corporation.

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures

BY HAND

11735-D

11735-D
MAY 21 1992 -9 AM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT TO AND APPOINTMENT OF SUCCESSOR TRUSTEE

This ASSIGNMENT TO AND APPOINTMENT OF SUCCESSOR TRUSTEE, dated as of March 1, 1992, is between Federal Deposit Insurance Corporation, as Receiver of The New Connecticut Bank and Trust Company, National Association, and State Street Bank and Trust Company, a Massachusetts banking corporation, hereinafter together referred to as "Parties."

WHEREAS, The Connecticut Bank and Trust Company, National Association ("CBT") engaged in certain corporate trust business generating documents filed and recorded under 49 U.S.C. § 11303 with the Interstate Commerce Commission ("CBT ICC Corporate Trust Business"); and

WHEREAS, CBT was placed in receivership with the Federal Deposit Insurance Corporation ("FDIC") on January 6, 1991; and

WHEREAS, the FDIC, in its capacity as Receiver of CBT, did transfer, among other things, substantially all of the CBT ICC Corporate Trust Business to The New Connecticut Bank and Trust Company, National Association ("New CBT"), a "bridge bank", pending the sale of the said New CBT; and

WHEREAS, New CBT was placed in receivership with the FDIC on July 13, 1991; and

WHEREAS, FDIC as Receiver of New CBT, effective as of July 14, 1991, did assign to State Street Bank and Trust Company ("SSB"), and appoint

SSB as successor under the CBT ICC Corporate Trust Business that was not otherwise disposed of by close of business September 3, 1991; and

WHEREAS, effective as of July 14, 1991, ab initio, SSB became the successor under all CBT ICC Corporate Trust Business not otherwise disposed of by close of business September 3, 1991; and

WHEREAS, the transactions under the CBT ICC Corporate Trust Business that SSB succeeded to are identified by the ICC Recordation Nos. listed in Schedule A attached and made a part hereof;

NOW THEREFORE, in consideration of the mutual covenants herein between the Parties, and as set forth herein by reference, and for other valuable considerations, the receipt and sufficiency of which are hereby acknowledged, and in recognition of the need to place of record the aforesaid succession in and among certain records maintained by the ICC under 49 U.S.C. § 11303, the Parties agree as follows:

1. SSB is, nunc pro tunc, as of July 14, 1991, the successor to the CBT ICC Corporate Trust Business only as covered by those certain transactions listed and identified by the Interstate Commerce Commission Recordation Nos. in Schedule A attached hereto.

2. This Assignment to and Appointment of Successor Trustee shall be governed by the laws of Massachusetts; provided, however, that the Parties shall be entitled to all the rights conferred by 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Parties hereto have caused this Assignment to and Appointment of Successor Trustee to be executed in their respective names, by officers thereof duly authorized, or through a power of attorney duly authorized, all as of the date first written above.

FEDERAL DEPOSIT INSURANCE CORPORATION, As Receiver for The New Connecticut Bank and Trust Company, National Association

By: _____
Name: Lese Amato
Title: Attorney in Fact

STATE STREET BANK AND TRUST COMPANY, a Massachusetts banking corporation

By: _____
Name: Lese Amato
Title: Vice President

SCHEDULE A

LIST OF TRANSACTIONS BY ICC RECORDATION NOS., INCLUDING WITHOUT LISTING, WHERE APPLICABLE, SUBPARTS THEREOF, WHEREIN STATE STREET BANK AND TRUST COMPANY, A MASSACHUSETTS BANKING CORPORATION IS SUCCESSOR TO THE NEW CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION

ICC RECORDATION NOS.

VENDOR BOOK Record No.	VENDEE BOOK Record No.
8103	9172
8959	9589
8987	9737
8990	9921
9027	10185
9092	10236
9237	10350
9347	10360
9438	10361
9505	10378
9539	10407
9588	10408
9736	10411
9789	10412
9790	10650
9882	10748
9920	10749
10041	10772
10163	11097
10184	11098
10210	11373
10235	11401
10255	11476
10273	11602
10298	11662
10349	11735
10359	11889
10409	11891
10410	11893

SCHEDULE A continued

VENDOR BOOK

Record No.
10530
10750
11198
11218
11371
11372
11412
11438
11439
11440
11441
11524
11890
11892
11908
11932
11935
12136
12596
12779
12782
12876
12943
12944
12989
13050
13159
13274
13401
13402
13403
13404
13405
13406
13407
13581
13678
13680
13852
13861
13864
14089
14136
14244
14245
14450
14476

VENDEE BOOK

Record No.
11936
11975
12038
12135
12137
12276
12556
12687
12756
12777
12778
12780
12781
12810
12875
12877
12984
13049
13051
13060
13137
13156
13157
13158
13160
13361
13399
13441
13628
13846
13865
13881
14241
14396
14518
14848
14993
16917
16918

SCHEDULE A continued

VENDOR BOOK

Record No.
14451
14603
14984
15077
15249
15322
15412
15413
15520
15522
15540
15584
15686
15746
15747
15799
15811
15812
15813
16126
16234
16390
16391
16393
16598
16899

STATE OF CONNECTICUT)
) ss:
COUNTY OF HARTFORD)

On the 31st day of March, 1992, before me personally appeared the within named Lese Amato, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of State Street Bank and Trust Company, a Massachusetts banking Corporation ("Bank"), that he/she is duly authorized to execute the foregoing instrument on behalf of said Bank and that the said instrument was signed on behalf of the said Bank by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Bank.

Notary Public
JILL M. WEBB
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 31, 1995

[Notary Seal]

My Commission expires _____.

STATE OF CONNECTICUT)
) ss:
COUNTY OF HARTFORD)

On the 31st day of March, 1992, before me personally appeared the within named Lese Amato, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of State Street Bank and Trust and Company, a Massachusetts banking Corporation ("Bank"), and is acting for the Bank under that certain Power of Attorney given to the Bank by the Federal Deposit Insurance Corporation, as Receiver for The New Connecticut Bank and Trust Company, National Association, to accomplish the transfer of record of the assets covered by the foregoing instrument, that he/she is duly authorized to execute the foregoing instrument on behalf of Federal Deposit Insurance Corporation, as Receiver for The New Connecticut Bank and Trust Company, National Association ("FDIC-New CBT"), and that the said instrument was signed on behalf of the said FDIC-New CBT by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said FDIC-New CBT.

Notary Public
JILL M. VESCE
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 1995

[Notary Seal]

My Commission expires _____.

Chicago and North Western
~~Transportation~~ Company
XXXXXXXXXX
Railway

One North Western Center
Chicago, Illinois 60606

Office of the Secretary
312.559.6156

August 30, 1994

File: A-11280
EOC: 0-019

Mr. Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

RE: Lease of Railroad Equipment between Chicago and North Western Transportation Company (Lessee) and The Connecticut Bank and Trust Company, as Trustee Under a Trust Agreement (Lessor) dated as of March 15, 1980

ICC Recordation No.: 11735

Dear Mr. Strickland:

In connection with the above agreements, please be advised that the name of Chicago and North Western Transportation Company was changed to **Chicago and North Western Railway Company** effective May 6, 1994, pursuant to the Certificate of Amendment of Restated Certificate of Incorporation of Chicago and North Western Transportation Company filed with the State of Delaware on May 5, 1994.

Sincerely,

K. A. Dombrowski
Assistant Secretary

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 30th day of August, 1994, before me personally appeared K. A. Dombrowski, to me personally known, who, by me being duly sworn, says that she is Assistant Secretary of Chicago and North Western Railway Company and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires: April 12, 1995 Penny Menchey

"OFFICIAL SEAL"
PENNY MENCHEY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 4/12/95

L:\GROUPS\SECURE\GENERAL\NAMECHG\006 (2)