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RECORDATION NO. 10772-D FILED 1425
MAY 21 1992 10 15 AM
INTERSTATE COMMERCE COMMISSION

May 21, 1992

Recordation No. 10772-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 ASSIGNOR
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 ASSIGNEE

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MOTOR OPERATING UNIT

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, 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

10772-D

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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

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 _____.