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April 24, 1992

17780
RECORDING NO. FILED IN

APR 24 1992 - 1:00 PM

INTERSTATE COMMERCE COMMISSION

2-115A032

PRIMARY DOCUMENT FILING
NEW RECORDATION NO.

\$16.00 filing fee

Dear Mr. Strickland:

On behalf of State Street Bank and Trust Company of Connecticut, National Association, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary 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 Connecticut Bank and Trust)
Company, National Association)
and)
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
VENDORS/ASSIGNORS

APR 24 1 25 PM '92
MOTOR OPERATING UNIT

Handwritten signature: C. Cleary

State Street Bank and)	
Trust Company of)	For Indexing as
Connecticut, National)	<u>VENDEE/ASSIGNEE</u>
Association)	
750 Main Street)	
Suite 1114)	
Hartford, Connecticut 06103)	

The said Assignment covers the assignment of certain trust business of the former The Connecticut Bank and Trust Company, National Association or the former The New Connecticut Bank and Trust Company, National Association, to State Street Bank and Trust Company of Connecticut and the appointment thereof as successor trustee as covered by the document(s) recorded under the Recordation Nos. and subparts, if any, thereof, as listed in Schedule A attached thereto.

There are no units of equipment covered per se in the Assignment, but the said Assignment relates to all equipment covered under the Recordation Nos. and subparts, if any, thereof, as listed in Schedule A attached thereto.

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

“Successor Trustee”

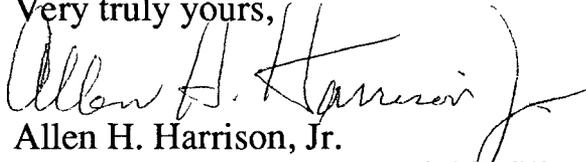
A check, including the amount of sixteen dollars (\$16.00) in payment of the instant filing fee, is tendered.

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

DONELAN, CLEARY, WOOD & MASER, P. C.

copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a large, sweeping flourish extending to the right.

Allen H. Harrison, Jr.

Attorney for the purpose of this filing
for State Street Bank and Trust
Company of Connecticut, National
Association.

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

BY HAND

APR 24 1992 - 1 30 PM

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 among Federal Deposit Insurance Corporation, as Receiver of The Connecticut Bank and Trust Company, National Association, Federal Deposit Insurance Corporation, as Receiver of The New Connecticut Bank and Trust Company, National Association, and State Street Bank and Trust Company of Connecticut, National Association, hereinafter together referred to as "Parties."

WHEREAS, on September 17, 1990, State Street Bank and Trust Company of Connecticut, National Association ("SSC"), a subsidiary of State Street Bank and Trust Company, a Massachusetts banking corporation, ("SSB"), did purchase substantially all of the corporate trust business of The Connecticut Bank and Trust Company, National Association ("CBT"); and

WHEREAS, a portion of the corporate trust business of CBT purchased by SSC included transactions generating documents filed and recorded under 49 U.S.C. § 11303 with the Interstate Commerce Commission ("CBT ICC Corporate Trust Business"); and

WHEREAS, the succession from CBT to SSC of the CBT ICC Corporate Trust Business did not take place ab initio due to a requirement precedent, which SSC did not meet, whereby it was necessary for SSC to obtain consent to the succession from certain participants in each transaction in

order to conclude and effect the transfer and succession from CBT to SSC in each such transaction; and

WHEREAS, CBT remained as a trustee as to the CBT ICC Corporate Trust Business until such time as succession to SSC occurred; and

WHEREAS, SSC did act as Agent for CBT as to CBT ICC Corporate Trust Business to which it had not yet succeeded CBT; 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, 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 succeeded CBT as trustee as to remaining CBT ICC Corporate Trust Business and SSC did act as Agent for New CBT as to said CBT ICC Corporate Trust Business while continuing to be allowed to obtain consents, and to succeed now New CBT as to the CBT ICC Corporate Trust Business; and

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

WHEREAS, FDIC permitted SSC to continue only through close of business September 3, 1991 to obtain consents to succeed CBT and New CBT as to transactions in the CBT ICC Corporate Trust Business; and

WHEREAS, as SSC from September 17, 1990 through close of business September 3, 1991 did obtain the necessary consents in certain transactions in the CB ICC Corporate Trust Business and upon obtaining the said consents became successor to CBT or New CBT, as the case might be; and

WHEREAS, the transactions under the CBT ICC Corporate Trust Business that SSC succeeded CBT or New CBT 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 and among 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 hereto agree as follows:

1. SSC is, nunc pro tunc at the time in each transaction when all necessary consents were obtained, and in all events as of September 3, 1991, the successor trustee to the CBT ICC Corporate Trust Business of CBT, and likewise as to the part thereof transferred to New CBT, 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 Connecticut; provided, however, that the Parties shall be entitled to all the rights conferred by 49 U.S.C. § 1103.

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 of The Connecticut Bank and Trust Company, National Association and as Receiver of The New Connecticut Bank and Trust Company, National Association

By: 
Name: Bernard D. Tolassi
Title: Attorney in Fact

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION

By: 
Name: Bernard D. Tolassi
Title: Vice President

SCHEDULE A

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

ICC RECORDATION NOS.

VENDOR BOOK

VENDEE BOOK

Record
No.

Record
No.

8890
9297
9496
9817
10164
10213
10422
10461
11059
11357
11428
11616
11886
12301
12302
12440
12783
13014
13109
14161
14167
14436
14475
14479
14659
15087
15248
15324
15361
16073
16127

10423
10817
11013
11030
11043
11426
11427
11766
11775
11779
11848
11854
11929
11930
12013
12014
12017
12077
12079
12126
12140
12249
12552
12564
13602
13670
13690
14307
14325
14337
14449

SCHEDULE A continued

VENDOR BOOK

Record
No.

16128
16129

VENDEE BOOK

Record
No.

14480
14608
14621
14639
14655
14891
16095

STATE OF CONNECTICUT)
) ss:
COUNTY OF HARTFORD)

On the 31st day of March, 1992, before me personally appeared the within named Bernard D. Tolassi, to me personally know, who, being by me duly sworn, says that he/she is a Vice President of State Street Bank and Trust Company of Connecticut, National Association, ("SSC"), that he/she is duly authorized to execute the foregoing instrument on behalf of SSC and that the said instrument was signed on behalf of SSC 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 SSC.

Maryanne Y. Dufresne

Notary Public

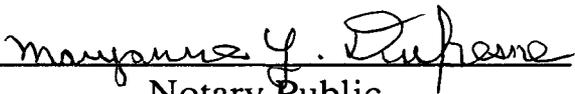
MARYANNE Y. DUFRESNE
NOTARY PUBLIC
MY COMMISSION EXPIRES JUL 31, 1997

[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 Bernard D. Tolassi, 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 of Connecticut, National Association (“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 of The Connecticut Bank and Trust Company, National Association and as Receiver of 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 of The Connecticut Bank and Trust Company, National Association (“FDIC-CBT”) and as Receiver of 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-CBT and 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-CBT and FDIC-New CBT.



Notary Public

MARYANNE Y. DUFRESNE
NOTARY PUBLIC
MY COMMISSION EXPIRES JUL. 31, 1997

[Notary Seal]

My Commission expires _____.

LIMITED POWER OF ATTORNEY

CITY OF WASHINGTON)
DISTRICT OF COLUMBIA)

KNOW BY ALL PERSONS BY THESE PRESENTS:

THAT the undersigned, Federal Deposit Insurance Corporation in its capacity as Receiver of The Connecticut Bank and Trust Company, National Association ("CBT") and of The New Connecticut Bank and Trust Company, National Association ("New CBT") and as Receiver of Bank of New England, National Association ("BNE") and of New Bank of New England, National Association ("New BNE") (each a "Receiver"), has this day made, constituted and appointed and by these presents does make, constitute and appoint Bernard D. Tolassi and Lese Amato, acting individually, being officers of State Street Bank and Trust Company, whose principal place of business is Boston, Massachusetts and officers of State Street Bank and Trust Company of Connecticut, National Association, whose principal place of business is Hartford, Connecticut and E. Decker Adams and Gerald R. Wheeler, acting individually, being officers of State Street Bank and Trust Company (State Street Bank and Trust Company of Connecticut, National Association and State Street Bank and Trust Company hereinafter collectively referred to as "State Street"), true and lawful agents and attorneys in fact for the Receiver of CBT and New CBT and for the Receiver of BNE and of New BNE ("Attorney In Fact").

THAT under Section C(33) of the Resolution of the Board of Directors of the Federal Deposit Insurance Corporation ("FDIC") dated September 13, 1988, bearing seal number 45688, the undersigned Karen M. Flynn, Liquidation Specialist, Division of Liquidation, is empowered to execute powers of attorney on behalf of the FDIC;

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THEREFORE, each Receiver does hereby authorize and empower Bernard D. Tolassi, Lese Amato, E. Decker Adams and Gerald R. Wheeler, in the Receiver's name, place and stead to do the following in connection with the management and liquidation of assets of the receivership estates of CBT, New CBT, BNE and New BNE consisting of the corporate trust business sold to State Street as of September 17, 1990, and including, without limitation, any and all corporate trust business consisting of transactions in which CBT or New CBT has been granted a security or ownership interest in aircraft and such interest is recorded by the Federal Aviation Administration (such assets hereinafter referred to as the "Corporate Trust Accounts"):

(1) Execute and deliver any and all transfers and assignments as may be necessary to assign any Corporate Trust Accounts to State Street;

(2) Execute and deliver any and all instruments as may be necessary in the management of the Corporate Trust Accounts, including releases, discharges or assignments of security interests or ownership interests in real or personal property (including the release, discharge and assignment of same of record in the office of any federal agency or state, county or city responsible for the recording of security interests or ownership interests in real or personal property) whether evidenced by mortgages, security agreements, collateral assignments or leases; and forms of UCC financing statements and continuations thereof; and

(3) Execute and deliver any and all agreements as shall be deemed necessary or proper by the Attorney In Fact in the care and management of the Corporate Trust Accounts.

This Power of Attorney shall be effective immediately and shall continue until terminated in writing by any official of the FDIC authorized to do so by the Board of Directors of the FDIC.

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IN WITNESS WHEREOF, the Receiver of CBT and New CBT and the Receiver of BNE and New BNE have caused this Power of Attorney to be executed by a duly authorized representative on this 11th day of September, 1991.

[Signature]
Witness

[Signature]
Witness

FEDERAL DEPOSIT INSURANCE CORPORATION as Receiver of The Connecticut Bank and Trust Company, National Association and The New Connecticut Bank and Trust Company, National Association and as Receiver of Bank of New England, National Association and New Bank of New England, National Association

By: [Signature]
Name: Karen M. Flynn
Title: Liquidation Specialist

CITY OF WASHINGTON)
DISTRICT OF COLUMBIA)

Before me, the undersigned authority, on this day personally appeared Karen M. Flynn, Liquidation Specialist of the Federal Deposit Insurance Corporation as Receiver of The Connecticut Bank and Trust Company, National Association and The New Connecticut Bank and Trust Company, National Association, and as Receiver of Bank of New England, National Association and New Bank of New England, National Association known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed same on behalf of the Federal Deposit Insurance Corporation for the purposes and consideration therein expressed.

GIVE UNDER my hand and seal of office this the 11th day of September, 1991.



[Signature]
Notary Public in and for the District of Columbia
GWENDOLYN FERGUSON
(Printed Name)

My Commission Expires: September 14, 1995

Received for Record September 23, 1991 at 12:03 P. M. Acton [Signature]
Treas. Clerk

OFFICE OF THE TOWN CLERK

Hartford, Conn., December 4 1991

I, Delores Lamar, Deputy Town Clerk of the Town of Hartford

HEREBY CERTIFY the attached to be a true copy of a Limited Power of Attorney recorded in the Hartford Land Records on September 23, 1991 at 12:05 P.M., Volume 3195, Page 209.

ATTEST:



Deputy Town Clerk.