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

MAY 14, 1992

MAY 14 1992 -9 15 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12014-E FILED 1425

MOTOR OPERATING UNIT

MAY 14 9 05 AM '92

Recordation No. 12014-E

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 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 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 <u>ASSIGNORS</u>
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 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, 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 of Connecticut, National
Association.

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

12014-E

12014-E

MAY 14 1992 -9 15 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 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: Lese Amato
Title: Attorney in Fact

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION

By: _____
Name: Lese Amato
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	10423
9297	10817
9496	11013
9817	11030
10164	11043
10213	11426
10422	11427
10461	11766
11059	11775
11357	11779
11428	11848
11616	11854
11886	11929
12301	11930
12302	12013
12440	12014
12783	12017
13014	12077
13109	12079
14161	12126
14167	12140
14436	12249
14475	12552
14479	12564
14659	13602
15087	13670
15248	13690
15324	14307
15361	14325
16073	14337
16127	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 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 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

[Notary Seal]

NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 1996

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 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.

Notary Public

[Notary Seal]

MY COMMISSION EXPIRES OCT. 31, 1996

My Commission expires _____.