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June 12, 2000

Matthew H. Kaiser
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Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

RECORDATION NO. 17836-K FILED

JUN 13 '00 9-30 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I am the attorney for State Street Bank and Trust Company, one of the parties described below. I have enclosed two originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Instrument of Acknowledgment of Succession, a secondary document, dated June 12, 2000. The primary document to which this document is connected is recorded under Recordation No. 17836.

The names and addresses of the parties to the document are as follows:

Owner Trustee: Fleet National Bank
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103
Attn: Corporate Trust Administration

Successor
Owner Trustee: State Street Bank and Trust Company
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103
Attn: Corporate Trust Administration

A description of the equipment covered by the document follows:

The equipment consists of 407 Covered Hopper Cars. See Schedule 1, attached hereto, for the road numbers of the cars.

A fee of \$26 is enclosed. Please return a file-stamped original to me at the address on this letterhead.

June 12, 2000
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A short summary of the document to appear in the index follows:

Instrument of Acknowledgment of Succession, dated June 12, 2000, relating to Equipment Lease Agreement (L-1N) between the Connecticut National Bank (now Fleet National Bank), Lessor, and Union Tank Car Company, Lessee, with Recordation No. 17836, dated June 30, 1992, and covering 407 Covered Hopper Cars.

Thank you for your attention to this matter.

Very truly yours,

Thompson Coburn LLP



By

Matthew H. Kaiser

mhk/ktl

Enclosures

Equipment: 407 Covered Hopper Cars

UTCX 59334-UTCX 59366
UTCX 59368-UTCX 59369
UTCX 59371-UTCX 59377
UTCX 59381-UTCX 59382
UTCX 59387-UTCX 59388
UTCX 59390-UTCX 59393
UTCX 59395-UTCX 59397
UTCX 59399-UTCX 59400
UTCX 59404
UTCX 59406
UTCX 59408
UTCX 59411
UTCX 59413-UTCX 59416
UTCX 59419
UTCX 59421-UTCX 59422
UTCX 59424-UTCX 59433
UTCX 59435
UTCX 59438-UTCX 59445
UTCX 59447
UTCX 59449-UTCX 59457
UTCX 59460-UTCX 59466
UTCX 59468-UTCX 59470
UTCX 59472
UTCX 59474-UTCX 59475
UTCX 59477-UTCX 59775

INSTRUMENT OF ACKNOWLEDGMENT OF SUCCESSION

This Instrument of Acknowledgment of Succession, dated as of June 12, 2000, by and between Fleet National Bank, a national banking association ("FNB"), individually and as the existing owner trustee under the hereafter defined Trust Agreement (the "Owner Trustee"), and State Street Bank and Trust company, a Massachusetts trust company ("State Street"), individually and as the successor owner trustee under such Trust Agreement (the "Successor Owner Trustee").

WHEREAS, FNB has served as Owner Trustee pursuant to a Trust Agreement [L-1N], dated as June 24, 1992 [L-1N] (UTC Trust No. 1992-A) (the "Trust Agreement"), between FNB and the Owner Participant named therein; and

WHEREAS, FNB as Owner Trustee owns one hundred percent (100%) of the title to and assets of the Trust Estate (as such term is defined in the Trust Agreement), including 407 Covered Hopper Cars with STB Recordation No. 17836 (the "Rolling Stock"); and

WHEREAS, State Street is in the process of acquiring substantially all of the corporate trust business of FNB, including its interests as Owner Trustee under the Trust Agreement; and

WHEREAS, Section 11.1(d) of the Trust Agreement provides that any corporation to which substantially all the corporate trust business of the Owner Trustee shall be transferred

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shall, subject to satisfaction of the requirements of Section 11.1(c) of the Trust Agreement, be the Owner Trustee under the Trust Agreement without further act.

NOW THEREFORE, the parties hereto agree as follows:

1. The Successor Owner Trustee hereby acknowledges to the Owner Trustee that the Successor Owner Trustee has succeeded to one hundred percent (100%) of the Owner Trustee's right, title and interest in and to the Trust Estate (as defined in the Trust Agreement).

2. State Street represents that it satisfies the requirements of Section 11.1(c) of the Trust Agreement for a successor Owner Trustee.

3. FNB and State Street each represents that State Street is acquiring substantially all of the corporate trust business of FNB.

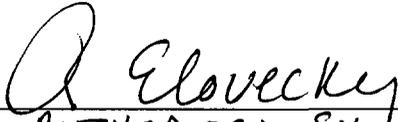
4. Upon acceptance by the Surface Transportation Board of a certified true copy of this Instrument for recordation with the provisions of 49 C.F.R. Part 1177, the Successor Owner Trustee shall be deemed the Owner Trustee under the Trust Agreement pursuant to Section 11.1(d) thereof.

5. State Street agrees that it is assuming all of the obligations of FNB under the Trust Agreement and the other operative agreements identified in the Trust Agreement and the Successor Owner Trustee under the Trust Agreement and such other operative agreements.

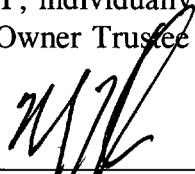
[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have set forth their signatures as of the
date first set forth above.

FLEET NATIONAL BANK.
individually and as Owner Trustee

By: 
Title: AUTHORIZED SIGNATORY

STATE STREET BANK AND TRUST
COMPANY, individually and as
Successor Owner Trustee

By: 
Title: Vice President

