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June 12, 2000

Matthew H. Kaiser
202-585-6912

RECORDATION NO. 17839-K FILED

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

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. 17839.

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 339 Tank 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.

ES

June 12, 2000
Page 2

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-4N) between the Connecticut National Bank (now Fleet National Bank), Lessor, and Union Tank Car Company, Lessee, with Recordation No. 17839, dated June 30, 1992, and covering 339 Tank Cars.

Thank you for your attention to this matter.

Very truly yours,

Thompson Coburn LLP


By

Matthew H. Kaiser

mhk/ktl

Enclosures

Equipment: 339 Tank Cars

UTLX 200591-UTLX 200604
UTLX 201181-UTLX 201185
UTLX 201189-UTLX 201191
UTLX 201193
UTLX 201196-UTLX 201197
UTLX 201199
UTLX 201201-UTLX 201225
UTLX 201257-UTLX 201294
UTLX 201506-UTLX 201632
UTLX 202324
UTLX 300284-UTLX 300311
UTLX 300361
UTLX 600543-UTLX 600550
UTLX 600552
UTLX 630099-UTLX 630104
UTLX 630106
UTLX 630108
UTLX 643003-UTLX 643027
UTLX 647139
UTLX 647141-UTLX 647142

PROX 41629
PROX 41801
PROX 41809-PROX 41810
PROX 41812-PROX 41814
PROX 50214
PROX 50216
PROX 50219
PROX 50222
PROX 50229
PROX 50231-PROX 50233
PROX 50236-PROX 50251
PROX 50253-PROX 50269

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-4N], dated as of June 24, 1992 [L-4N] (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 339 Tank Cars with STB Recordation No. 17839 (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.

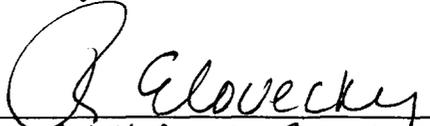
4. Upon acceptance by the Surface Transportation Board of a certified true copy of this Instrument for recordation with the provisions of 49 C.F.R. Part 1177, the Successor Owner Trustee shall be deemed the Owner Trustee under the Trust Agreement pursuant to Section 11.1(d) thereof.

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.

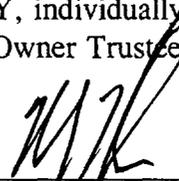
[THIS SPACE INTENTIONALLY LEFT BLANK]

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

