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December 28, 2001

RECORDATION NO. 17254-I FILED

DEC 28 '01 1-02 PM

SURFACE TRANSPORTATION BOARD

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

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 December 28, 2001. The primary document to which this document is connected is recorded under Recordation No. 17254.

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

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

A description of the equipment covered by the document follows:

The equipment consists of 319 100-Ton Triple Hopper Coal Cars. See Schedule 1, attached hereto, for the road numbers of the cars.

A fee of \$28 is enclosed. Please return a file-stamped original to me at the address on this letterhead.

1425120

Vernon A. Williams
December 28, 2001
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A short summary of the document to appear in the index follows:

Instrument of Acknowledgment of Succession, dated December 28, 2001, relating to Railcar Lease between the Connecticut National Bank (now Fleet National Bank), Lessor, and Indiana Michigan Power Company, Lessee, with Recordation No. 17254, dated March 1, 1991, and covering 319 100-Ton Triple Hopper Coal Cars.

Thank you for your attention to this matter.

Very truly yours,

Thompson Coburn LLP



By

Matthew H. Kaiser

mhk/ktl

Enclosures

Equipment: 319 100-Ton Triple Hopper Coal Cars

AEPX 2001-AEPX 2005
AEPX 2008-AEPX 2016
AEPX 2021-AEPX 2022
AEPX 2024-AEPX 2032
AEPX 2034
AEPX 2038
AEPX 2040
AEPX 2042
AEPX 2048-AEPX 2055
AEPX 2057
AEPX 2059-AEPX 2060
AEPX 2064-AEPX 2066
AEPX 2069
AEPX 2071
AEPX 2074
AEPX 2076-AEPX 2077
AEPX 2079-AEPX 2082
AEPX 2084-AEPX 2085
AEPX 2087-AEPX 2088
AEPX 2090
AEPX 2092
AEPX 2097-AEPX 2098
AEPX 2103-AEPX 2105
AEPX 2107
AEPX 2112
AEPX 2117
AEPX 2121
AEPX 2123-AEPX 2124
AEPX 2127
AEPX 2130
AEPX 2133-AEPX 2134
AEPX 2137
AEPX 2139
AEPX 2142
AEPX 2144-AEPX 2147
AEPX 2150
AEPX 2152
AEPX 2157-AEPX 2158
AEPX 2161-AEPX 2162
AEPX 2164
AEPX 2167
AEPX 2169-AEPX 2173
AEPX 2175-AEPX 2176
AEPX 2180

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Schedule 1

AEPX 2182-AEPX 2184
AEPX 2188-AEPX 2190
AEPX 2192
AEPX 2195-AEPX 2196
AEPX 2200-AEPX 2201
AEPX 2203
AEPX 2206-AEPX 2210
AEPX 2212
AEPX 2214-AEPX 2216
AEPX 2218-AEPX 2223
AEPX 2227-AEPX 2228
AEPX 2230-AEPX 2231
AEPX 2235
AEPX 2237-AEPX 2238
AEPX 2240-AEPX 2244
AEPX 2249
AEPX 2251
AEPX 2253-AEPX 2254
AEPX 2256
AEPX 2258
AEPX 2260
AEPX 2263
AEPX 2270-AEPX 2271
AEPX 2273-AEPX 2274
AEPX 2279-AEPX 2280
AEPX 2282-AEPX 2283
AEPX 2286-AEPX 2287
AEPX 2289-AEPX 2291
AEPX 2294-AEPX 2296
AEPX 2298
AEPX 2300-AEPX 2301
AEPX 2305-AEPX 2306
AEPX 2311-AEPX 2315
AEPX 2317-AEPX 2319
AEPX 2321-AEPX 2324
AEPX 2327
AEPX 2331-AEPX 2336
AEPX 2339
AEPX 2341
AEPX 2343-AEPX 2346
AEPX 2350-AEPX 2352
AEPX 2354-AEPX 2356
AEPX 2359-AEPX 2360
AEPX 2363-AEPX 2368
AEPX 2370-AEPX 2374
AEPX 2379-AEPX 2384

Schedule 1

AEPX 2388
AEPX 2390
AEPX 2392
AEPX 2394
AEPX 2396-AEPX 2398
AEPX 2406
AEPX 2408-AEPX 2411
AEPX 2415-AEPX 2420
AEPX 2422
AEPX 2424-AEPX 2425
AEPX 2427-AEPX 2428
AEPX 2432-AEPX 2434
AEPX 2437-AEPX 2438
AEPX 2440-AEPX 2441
AEPX 2444
AEPX 2447
AEPX 2449
AEPX 2451
AEPX 2453-AEPX 2460
AEPX 2462
AEPX 2465
AEPX 2471
AEPX 2474-AEPX 2475
AEPX 2477-AEPX 2479
AEPX 2483
AEPX 2485-AEPX 2486
AEPX 2488
AEPX 2490-AEPX 2492
AEPX 2495-AEPX 2496
AEPX 2500-AEPX 2501
AEPX 2503-AEPX 2504
AEPX 2510
AEPX 2512-AEPX 2513
AEPX 2516
AEPX 2518
AEPX 2521-AEPX 2523
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AEPX 2530-AEPX 2531
AEPX 2535-AEPX 2538
AEPX 2540-AEPX 2543
AEPX 2548-AEPX 2551
AEPX 2553
AEPX 2556
AEPX 2558
AEPX 2566-AEPX 2568

Schedule 1

AEPX 2573-AEPX 2574
AEPX 2579-AEPX 2580
AEPX 2583
AEPX 2585
AEPX 2589
AEPX 2591
AEPX 2593
AEPX 2597-AEPX 2598

INSTRUMENT OF ACKNOWLEDGMENT OF SUCCESSION

This Instrument of Acknowledgment of Succession, dated as of December 28, 2001, 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"), State Street Bank and Trust Company of Connecticut, National Association, a national banking association, 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, dated as of March 1, 1991 (Indiana Michigan Power Trust No. 91-1) (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 319 100-Ton Triple Hopper Coal Cars with STB Recordation Number 17254 (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

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WHEREAS, Section 3.14 of the Trust Agreement provides that any corporation to which substantially all the corporate trust business of the Owner Trustee shall be transferred shall, subject to satisfaction of the requirements of Section 3.12 of the Trust Agreement, be the Owner Trustee under the Trust Agreement without further act.

NOW THEREFORE, the parties hereto agree as follows:

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

2. State Street hereby assigns its right, title and interest to the Trust Estate to State Street Bank and Trust Company, National Association, a national banking association having an office in Connecticut. State Street has guaranteed any and all payment obligations and liabilities of State Street Bank and Trust Company of Connecticut, National Association, individually and as Successor Owner Trustee, arising from the Trust Agreement and the Operative Agreements (as defined in the Trust Agreement) and, accordingly, State Street represents that it satisfies the requirements of Section 3.14 and the last paragraph of Section 3.12 of the Trust Agreement for a successor Owner Trustee.

3. 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 3.14 thereof.

4. State Street Bank and Trust Company of Connecticut, National Association accepts the appointment as Successor Owner Trustee and agrees that it is assuming all of the obligations of FNB under the Trust Agreement and the other Operative Documents and the Successor Owner Trustee agrees that it is assuming all of the right, title and obligations of the Owner Trustee under the Trust Agreement and the other Operative Documents.

[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: *C. C. Horner*
Title: Authorized Signatory

STATE STREET BANK AND TRUST
COMPANY, individually

By: *Sharon M. Keiser*
Title: Vice President

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, individually and as
Successor Owner Trustee

By: *Sharon M. Keiser*
Title: Vice President

