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December 28, 2001

RECORDATION NO. 17432-I FILED

DEC 28 '01 1-10PM

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. 17432.

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 192 100-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.

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. 17432, dated July 1, 1991, and covering 192 100-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: 192 100-Ton Triple Hopper Coal Cars

AEPX 2601	AEPX 2801
AEPX 2607	AEPX 2805- AEPX 2806
AEPX 2610	AEPX 2808
AEPX 2613	AEPX 2810- AEPX 2812
AEPX 2616- AEPX 2618	AEPX 2821- AEPX 2822
AEPX 2620	AEPX 2827
AEPX 2628- AEPX 2629	AEPX 2829
AEPX 2634	AEPX 2839
AEPX 2639	AEPX 2842
AEPX 2644- AEPX 2645	AEPX 2844- AEPX 2845
AEPX 2647- AEPX 2648	AEPX 2847
AEPX 2651- AEPX 2652	AEPX 2851
AEPX 2655	AEPX 2853- AEPX 2854
AEPX 2663	AEPX 2856- AEPX 2861
AEPX 2667	AEPX 2866
AEPX 2673- AEPX 2674	AEPX 2868- AEPX 2869
AEPX 2677	AEPX 2880
AEPX 2680	AEPX 2887
AEPX 2682	AEPX 2890- AEPX 2891
AEPX 2685- AEPX 2686	AEPX 2894
AEPX 2690	AEPX 2897
AEPX 2692- AEPX 2694	AEPX 2898
AEPX 2698- AEPX 2700	AEPX 2901
AEPX 2707	AEPX 2912
AEPX 2710	AEPX 2914
AEPX 2713	AEPX 2920
AEPX 2715	AEPX 2922
AEPX 2721	AEPX 2924- AEPX 2925
AEPX 2727	AEPX 2928- AEPX 2929
AEPX 2729	AEPX 2931
AEPX 2742	AEPX 2933- AEPX 2934
AEPX 2744- AEPX 2745	AEPX 2938- AEPX 2939
AEPX 2751	AEPX 2940- AEPX 2941
AEPX 2757	AEPX 2950- AEPX 2951
AEPX 2764	AEPX 2955
AEPX 2767- AEPX 2768	AEPX 2959
AEPX 2771	AEPX 2961- AEPX 2962
AEPX 2775	AEPX 2967
AEPX 2777	AEPX 2973
AEPX 2779	AEPX 2979
AEPX 2790- AEPX 2792	AEPX 2980
AEPX 2797	AEPX 2989
AEPX 2993- AEPX 2994	AEPX 3117

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AEPX 2998- AEPX 3001
AEPX 3003- AEPX 3005
AEPX 3012
AEPX 3024
AEPX 3026- AEPX 3028
AEPX 3031- AEPX 3032
AEPX 3043- AEPX 3044
AEPX 3046- AEPX 3047
AEPX 3053
AEPX 3064
AEPX 3082
AEPX 3084
AEPX 3086
AEPX 3090- AEPX 3092
AEPX 3095
AEPX 3098- AEPX 3099
AEPX 3101
AEPX 3103- AEPX 3106
AEPX 3109
AEPX 3113- AEPX 3114

AEPX 3124- AEPX 3129
AEPX 3132
AEPX 3134
AEPX 3139
AEPX 3144- AEPX 3145
AEPX 3148- AEPX 3149
AEPX 3151- AEPX 3152
AEPX 3154
AEPX 3156- AEPX 3157
AEPX 3159
AEPX 3166- AEPX 3167
AEPX 3169
AEPX 3171- AEPX 3173
AEPX 3176
AEPX 3179
AEPX 3189
AEPX 3191
AEPX 3194
AEPX 3198
AEPX 3200

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"), State Street Bank and Trust company, a Massachusetts trust company ("State Street"), and 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 July 1, 1991 (Indiana Michigan Power Trust No. 91-4) (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 192 100-Ton Triple Hopper Coal Cars with STB Recordation Number 17432 (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 the last paragraph 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: CC Hanna
Title: Authorized Signatory

STATE STREET BANK AND TRUST
COMPANY, individually

By: Susan C. Mcker
Title: Vice President

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

By: Susan C. Mcker
Title: Vice President

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