

THOMPSON COBURN

Thompson Coburn LLP
Attorneys at Law

700 14TH Street, N W
Washington, D C 20005-2010
202-508-1000
FAX 202-508-1010
www.thompsoncoburn.com

May 17, 2000

RECORDATION NO. 17444-D FILED

Matthew H Kaiser
202-508-1027

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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 May 19, 2000. The primary document to which this document is connected is recorded under Recordation No. 17444.

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 35 General Electric Dash 8-40C Diesel-Electric Locomotives, bearing Chicago and North Western Transportation Company road numbers from 8543 through 8577, inclusive.

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

A short summary of the document to appear in the index follows:

Instrument of Acknowledgment of Succession, dated May 19, 2000, relating to Equipment Trust Agreement between the Connecticut National Bank (now Fleet National Bank), Owner Trustee, and the Chase Manhattan Bank, National Association, Security Trustee, with Recordation No. 17444, dated July 1, 1991, and covering 35 General Electric Dash 8-40C Diesel-Electric Locomotives bearing Chicago and North Western Transportation Company road numbers from 8543 through 8577, inclusive.

Thank you for your attention to this matter.

Very truly yours,

Thompson Coburn LLP



By

Matthew H. Kaiser

mhk/ktl

Enclosures

INSTRUMENT OF ACKNOWLEDGMENT OF SUCCESSION

This Instrument of Acknowledgment of Succession, dated as of MAY 19TH, 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, dated as of July 1, 1991 (the "Trust Agreement"), between FNB and the Owner 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 35 General Electric Dash 8-40C Diesel-Electric Locomotives (Chicago and NorthWestern road nos. 8543-8577) with STB Recordation No. 17444 (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 9.01 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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SURFACE TRANSPORTATION BOARD

shall, subject to satisfaction of the requirements of said Section 9.01 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 9.01 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 9.01 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.

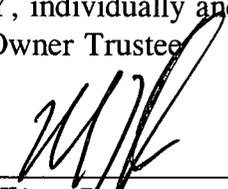
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IN WITNESS WHEREOF, the parties hereto have set forth their signatures as of the date first set forth above.

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

