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THE FIRST NATIONAL BANK OF CHICAGO
ONE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60670

RECORDATION NO. 13423-B Filed 1425
APR 13 1983 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 13423-C Filed 1425
APR 13 1983 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

No. 3-103-073
Date APR 13 1983
Fee $ 10.00
ICC Washington, D. C.

April 12, 1983

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir or Madam:

Enclosed for recordation with the Interstate Commerce Commission pursuant to the provisions of Section 11303 of Title 49 of the United States Code are one original and eight counterparts of the following two documents:

1. Release and Satisfaction of Chattel Mortgage and Security Agreement dated as of April 12, 1983 between The First National Bank of Chicago, Lender and the Secured Party ("Lender"), and International Metals & Machines, Inc., as Debtor ("Debtor"). The Chattel Mortgage and Security Agreement between Lender and Debtor dated as of December 31, 1981 ("Chattel Mortgage") is a primary document.

2. Release and Satisfaction of Collateral Assignment of Lease dated as of April 12, 1983 between The First National Bank of Chicago, Lender and the Secured Party ("Lender"), and International Metals & Machines, Inc., as Debtor ("Debtor"). The Collateral Assignment of Lease between Lender and Debtor dated as of December 31, 1981 ("Collateral Assignment of Lease") is a primary document.

The names and addresses of the parties to both of the aforesaid Releases and Satisfactions are as follows:

Debtor: International Metals & Machines, Inc.
2200 East Devon Avenue
Suite 220
Des Plaines, Illinois 60018

Lender: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

Glenn Moore

The undersigned is the Lender mentioned in the enclosed documents and has knowledge of the matters set forth therein.

The equipment being released constitutes all of the collateral for which the Lender was granted a security interest pursuant to the Chattel Mortgage and consists of eight (8) 3000 H.P. Model SD40-2 Diesel Electric Locomotives manufactured by General Motors Corporation (Electro-Motive Division), manufacturer's serial numbers 806049-1, 806049-2, 806049-3, 806049-4, 806049-5, 806049-6, 806049-7 and 806049-8, bearing Missouri-Kansas-Texas Railroad Company road numbers 629 through 636. The equipment referred to in this paragraph bears the legend: "Leased under Lease Agreement filed with the Interstate Commerce Commission".

Pursuant to the Release and Satisfaction of Collateral Assignment Lease, all of the Lender's rights and interests as Assignee pursuant to the Collateral Assignment of Lease, including, but not limited to, all right, title and interest of the Lender in and to the Lease described therein and any payments due or to become due thereunder are released and terminated and revert to the Debtor, as Assignor and Lessor.

The Chattel Mortgage being hereby released was recorded on January 8, 1982 at 2:30 P.M. with the recordation number of 13423. The names and addresses of the parties to the Chattel Mortgage are as follows:

Mortgagor:	International Metals & Machines, Inc. 2200 East Devon Avenue Suite 220 Des Plaines, Illinois 60018
Mortgagee:	The First National Bank of Chicago One First National Plaza Chicago, Illinois 60670

The Collateral Assignment of Lease being hereby released was recorded in conjunction with the Chattel Mortgage on January 8, 1982 at 2:30 P.M. with the recordation number of 13423A. The names and addresses of the parties to the Collateral Assignment of Lease are as follows:

Lessor and Assignor:	International Metals & Machines, Inc. 2200 East Devon Avenue Suite 220 Des Plaines, Illinois 60018
Assignee:	The First National Bank of Chicago One First National Plaza Chicago, Illinois 60670

Also enclosed is a check in the amount of $10.00 covering the required recording fee.

A short summary of the first enclosed primary document is to appear in the Index as follows:

> Release and Satisfaction of Chattel Mortgage and Security Agreement dated as of April 12, 1983 between International Metals & Machines, Inc., as Debtor, 2200 East Devon Avenue, Suite 220, Des Plaines, Illinois 60018 and The First National Bank of Chicago, as Lender and Secured Party, One First National Plaza, Chicago, Illinois 60670 covering eight locomotives.

A short summary of the second enclosed primary document is to appear in the Index as follows:

> Release and Satisfaction of Collateral Assignment of Lease dated as of April 12, 1983 between International Metals & Machines, Inc., as Debtor ("Debtor"), 2200 East Devon Avenue, Suite 220, Des Plaines, Illinois 60018 and The First National Bank of Chicago, as Lender and Secured Party ("Lender"), covering all of the Lender's right, title and interest in and to the Railroad Equipment Lease dated as of December 16, 1981 between the Debtor as Lessor and Missouri-Kansas-Texas Railroad Company as Lessee, and all payments due and to become due thereunder.

Please accept the enclosed documents for recordation and make the appropriate entries to the index of documents and to the index of parties. Please return the original and six copies of each of the enclosed documents, stamped with recordation numbers, together with the usual letters of the Commission confirming recordation, to the delivering messenger of Mudge Rose Guthrie Alexander & Ferdon, 20 Broad Street, New York, New York 10005 or 2121 K Street, N.W., Suite 700, Washington, D.C. 20037, for transmittal to the undersigned.

Very truly yours,

THE FIRST NATIONAL BANK OF CHICAGO

By Randall J. Taylor

Title: Assistant Vice President

RELEASE AND SATISFACTION OF RECORDATION NO. 13423-C
COLLATERAL ASSIGNMENT OF LEASE

Filed 1425

APR 13 1983 · 1 45 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS THAT:

WHEREAS, on December 31, 1981 The First National Bank of Chicago, a national banking association (the "Bank"), made a loan to International Metals & Machines, Inc., a Delaware corporation (the "Company") in the principal sum of $5,400,000, which indebtedness is represented by the promissory note of the Company (the "1981 Note") issued under the Chattel Mortgage and Security Agreement referred to below; and

WHEREAS, the proceeds of said loan were used by the Company to finance a portion of the purchase price of eight (8) Model SD-40-2 Diesel Electric Locomotives manufactured by General Motors Corporation (Electro-Motive Division) (the "Equipment"); and

WHEREAS, the Company leased the Equipment to Missouri-Kansas-Texas Railroad Company, a Delaware corporation, pursuant to a Railroad Equipment Lease dated as of December 16, 1981 (the "Lease"); and

WHEREAS, the Company and the Bank entered into a Chattel Mortgage and Security Agreement dated as of December 31, 1981 (the "Chattel Mortgage"), pursuant to which the Company granted, bargained, sold, conveyed, assigned, mortgaged, transferred, set over and granted a security interest in and confirmed unto the Bank, all of the Company's right, title and interest in and to the Equipment, the Lease, and certain payments due and to become due under the Lease, as security for the due and punctual payment of the principal of and interest on the 1981 Note and the performance and observance

by the Company of all of the covenants and conditions contained in the Chattel Mortgage; and

WHEREAS, as futher security for the repayment of the 1981 Note and the obligations of the Company under the Chattel Mortgage, the Company and the Bank entered into a Collateral Assignment of Lease dated as of December 31, 1981 (the "Assignment"), pursuant to which the Company assigned to the Bank, all of the Company's right, title and interest as Lessor under the Lease to the Lease and to certain payments due and to become due under the Lease; and

WHEREAS, the Lease, the Chattel Mortgage and the Assignment were filed with the Interstate Commerce Commission on December 21, 1981 with respect to the Lease, and January 8, 1982 with respect to the Chattel Mortgage and the Assignment, and were assigned Recordation Nos. 13372, 13423 and 13423A respectively; and

WHEREAS, in order to refinance a portion of the purchase price of the Equipment and to repay its outstanding indebtedness to the Bank under the 1981 Note, the Company has entered into a Note Agreement with New England Mutual Life Insurance Company (the "Permanent Lender"), dated as of February 1,1983, pursuant to which the Company has this date issued its 16.50% Secured Notes in the total principal amount of $5,130,000 (the "New Notes"), which New Notes are secured by a Security Agreement - Trust Deed, dated as of February 1, 1983, from the Company to The First National Bank of Chicago, as Security Trustee; and

WHEREAS, the unpaid principal amount of and accrued interest on the 1981 Note have been paid by the Company to the Bank

in full and all other obligations of the Company under the Chattel Mortgage have been fully performed and satisfied;

NOW, THEREFORE, in consideration of the premises, and the full payment and satisfaction of all amounts and indebtedness due or owing to the Bank pursuant to the terms and provisions of the Chattel Mortgage and the 1981 Note secured thereby, receipt of which is hereby acknowledged, the Bank does hereby cancel and terminate the Assignment, and does hereby discharge and release the Company, its successors and assigns from any and all of the covenants, liabilities, and obligations set forth in the Assignment, and does hereby discharge and release from the lien of the Assignment and acknowledge the transfer to the Company of all the Bank's right, title and interest in and to the Lease and all payments due or to become due under the Lease.

IN WITNESS WHEREOF, the parties hereto have duly executed this Release and Satisfaction, this 12th day of April, 1983.

THE FIRST NATIONAL BANK OF CHICAGO

By Randall J. Taylor

ATTEST:

INTERNATIONAL METALS & MACHINES, INC.

By Gil Anderson

ATTEST:

Arthur R Miller

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 12th day of APRIL , 1983, before me personally appeared RANDALL J. TAYLOR, to me personally known, who, by me being duly sworn, says that he is the Assistant Vice President of THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, and that said instrument was signed and sealed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Teresa A. Mestas
Notary Public

My Commission expires:

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES JAN 7 1987
ISSUED THRU ILLINOIS NOTARY ASSOC

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 12th day of April, 1983, before me personally appeared Richard J. Anderson to me personally known, who, by me being duly sworn, says that he is the Secretary of INTERNATIONAL METALS & MACHINES, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julie Goecking
Notary Public

My Commission expires:
April 1, 1985