

INTERNATIONAL HEADQUARTERS

INTERNATIONAL METALS & MACHINES, INC.

2200 EAST DEVON AVENUE • SUITE 220 • DES PLAINES, ILLINOIS 60018-4587
(312) 297-0808 • CHICAGO (312) 694-4292 TELEX (312) 298-8434 • CABLE MONICO

RECORDATION NO. 13999 A FILE 228

RECORDATION NO. 13999 B FILE 228

8-196A075

JUL 14 1988-3 24 PM

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INTERSTATE COMMERCE COMMISSION

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Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 13999 C FILE 228 39.00

JUL 14 1988-3 24 PM

Dear Secretary:

INTERSTATE COMMERCE COMMISSION

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 three counterparts of each of the following three documents:

1. Removal of Trustee Instrument, effective as of July 15, 1988, from the New England Mutual Life Insurance Company (the "Majority Holder") to The First National Bank of Chicago (the "Security Trustee") removing the Security Trustee as the secured party under that certain Security Agreement-Trust Deed dated as of February 1, 1983 (the "Security Agreement"), between the Security Trustee and International Metals & Machines, Inc. as the debtor under said Security Agreement (the "Debtor"). This Removal of Trustee Instrument is a secondary document. The primary document to which this Removal of Trustee Instrument is connected is the Security Agreement which is recorded under Recordation No. 13999.

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

Majority Holder: New England Mutual Life Insurance Company
501 Boylston Street
Boston, Massachusetts 02117
Attention: Private Placement Department

Security Trustee: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670
Attention: Corporate Trust Department

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

We request that this Removal of Trustee Instrument be cross-indexed.

2. Appointment of Trustee Instrument, effective as of July 15, 1988, from the New England Mutual Life Insurance Company (the "Majority Holder") to The First Wisconsin Trust Company (the "Successor Security Trustee") appointing the Successor Security Trustee as the successor secured party under that certain Security Agreement-Trust Deed dated as of February 1, 1983 (the "Security Agreement") between The First National Bank of Chicago (the "Security Trustee") as the secured party under the Security Agreement and International Metals & Machines, Inc. as the debtor under said Security Agreement (the "Debtor"). This Appointment of Trustee Instrument is a secondary document. The primary document to which this Appointment of Trustee Instrument is connected is the Security Agreement which is recorded under Recordation No. 13999.

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

Majority Holder: New England Mutual Life Insurance Company
501 Boylston Street
Boston, Massachusetts 02117
Attention: Private Placement Department

Successor Security Trustee: First Wisconsin Trust Company
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53203

Security Trustee: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670
Attention: Corporate Trust Department

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

We request that this Appointment of Trustee Instrument be cross-indexed.

3. Acceptance of Trustee Appointment, effective as of July 15, 1988, from First Wisconsin Trust Company (the "Successor Security Trustee") to International Metals & Machines, Inc. (the "Debtor"), The First National Bank of Chicago (the "Security

Trustee") and New England Mutual Life Insurance Company (the "Majority Holder") accepting the appointment as the successor secured party under that certain Security Agreement-Trust Deed dated as of February 1, 1983 (the "Security Agreement") between the Security Trustee as the secured party under said Security Agreement and the Debtor as the debtor under said Security Agreement. This Acceptance of Trustee Appointment is a secondary document. The primary document to which this Acceptance of Trustee Appointment is connected is the Security Agreement which is recorded under Recordation No. 13999.

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

Successor Security Trustee: First Wisconsin Trust Company
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53203

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

Security Trustee: The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670
Attention: Corporate Trust Department

Majority Holder: New England Mutual Life Insurance Company
501 Boylston Street
Boston, Massachusetts 02177
Attention: Private Placement Department

We request that this Acceptance of Trustee Appointment be cross-indexed.

The undersigned is the Debtor mentioned in these three documents and has knowledge of the matters set forth therein.

The equipment covered by these three documents 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".

Also enclosed is a check in the amount of \$39.00 covering the required recording fee.

A short summary of the enclosed secondary documents to appear in the Index is as follows:

↓ Removal of Trustee Instrument from New England Mutual Life Insurance Company, 501 Boylston Street, Boston, Massachusetts 02177 to The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670, effective as of July 15, 1988, covering eight (8) locomotives and connected to Security Agreement-Trust Deed with Recordation No. 13999.

↓ Appointment of Trustee Instrument from New England Mutual Life Insurance Company, 501 Boylston Street, Boston, Massachusetts 02177 to the First Wisconsin Trust Company, 777 East Wisconsin Avenue, Milwaukee Wisconsin 53203, effective as of July 15, 1988, covering eight (8) locomotives and connected to Security Agreement-Trust Deed with Recordation No. 13999.

↓ Acceptance of Trustee Appointment from the First Wisconsin Trust Company, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53205 to International Metals & Machines, Inc., 2200 East Devon Avenue, Suite 220, Des Plaines, Illinois 60018, The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670, and New England Mutual Life Insurance Company, 501 Boylston Street, Boston, Massachusetts 02177, effective as of July 15, 1988, covering eight (8) locomotives and connected to Security Agreement-Trust Deed with Recordation No. 13999.

Please accept the enclosed three documents for recordation and make the appropriate entries to the index of documents and to the index of parties. Please return the original and two copies of each of the enclosed documents, each stamped with its recordation number, together with the usual letter of the Commission confirming recordation to the undersigned.

Very truly yours,

INTERNATIONAL METALS & MACHINES, INC.

By:


Vice President

APPOINTMENT OF TRUSTEE INSTRUMENT

REGISTERED MAIL
RETURN RECEIPT REQUESTED

13929-B

JUL 14 1988-3 46 PM

INTERSTATE COMMERCE COMMISSION

First Wisconsin Trust Company
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

Gentlemen:

This refers to that certain Security Agreement-Trust Deed dated as of February 1, 1983 (the "Security Agreement") from International Metals & Machines, Inc. (the "Debtor") to The First National Bank of Chicago, as security trustee (the "Security Trustee"). In connection with said Security Agreement, certain Notes (as defined in the Security Agreement) were issued and secured thereunder from the Debtor to the Security Trustee in accordance with the terms of a certain Note Agreement dated as of February 1, 1983 (the "Note Agreement") between the Debtor and the undersigned, New England Mutual Life Insurance Company (the "Majority Holder"). The Notes were issued by the Debtor to the Majority Holder to refinance the purchase of certain equipment leased by the Debtor to the Missouri-Kansas-Texas Railroad Company (the "Lessee") in accordance with the terms of a certain Railroad Equipment Lease dated as of December 16, 1981 (the "Lease") between the Debtor and the Lessee. The Security Agreement, the Note Agreement, the Lease and the documents related thereto are hereinafter collectively referred to as the "Documents".

In accordance with the provisions of Section 6.9 of the Security Agreement, the Majority Holder, as the holder of a majority in aggregate principal amount of the Notes now outstanding, hereby appoints the First Wisconsin Trust Company ("First Wisconsin") as successor Security Trustee under the Security Agreement, effective as of July 15, 1988. Notwithstanding the provisions of Section 6.11 of the Security Agreement, First Wisconsin shall be eligible to act as the successor Security Trustee under the Security Agreement so long as it has capital, surplus and undivided profits aggregating at least \$5,000,000.

Will First Wisconsin please accept this appointment by executing, acknowledging and delivering to the Debtor and the

Security Trustee as the predecessor Security Trustee an instrument in the form attached hereto as Exhibit A.

Very truly yours,

NEW ENGLAND MUTUAL LIFE
INSURANCE COMPANY

By: Cary D. Bussema

(P)

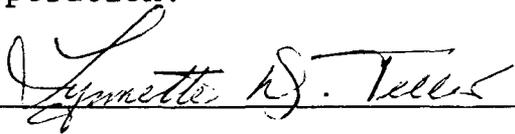
CARY D. BUSSEMA
INVESTMENT OFFICER

ATTEST:

[Signature]

~~COMMONWEALTH~~
State of MASSACHUSETTS
County of SUFFOLK

On this 11th day of July, 1988, before me personally appeared Clay D. Pabiszinski, to me personally known, who being by me duly sworn, says that he is a Investment Officer of New England Mutual Life Insurance Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, 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.



LYNNETTE D. TELLIS
NOTARY PUBLIC
Commonwealth of Massachusetts
My Commission Expires July 8, 1994

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

Holleb & Coff
55 East Monroe
Suite 4100
Chicago, Illinois 60603
Attention: Arthur R. Miller

The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670
Attention: Corporate Trust Department