



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

JUL 14 1988-8 24 PM

INTERSTATE COMMERCE COMMISSION

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Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 13999 C FILE 228

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

EXHIBIT A

ACCEPTANCE OF TRUSTEE APPOINTMENT

139990  
JUL 14 1988-3 02 PM  
INTERSTATE COMMERCE COMMISSION

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  
Attention: Corporate Trust Department

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

Gentlemen:

This refers to that certain Instrument of Trustee Appointment dated as of July 15, 1988, from the New England Mutual Life Insurance Company (the "Majority Holder") to the undersigned as proposed successor Security Trustee pursuant to the terms of Section 6.9 of 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").

The undersigned hereby accepts appointment as said successor Security Trustee under the Security Agreement effective as of July 15, 1988. The undersigned also hereby acknowledges receipt of and acceptance of all of the terms of the Documents as defined in said Instrument of Trustee Appointment from the Majority Holder to the undersigned.

Very truly yours,

FIRST WISCONSIN TRUST COMPANY

By Robert L. Shellman

Robert L. Shellman,  
Vice President

ATTEST:

Patrick J. O'Callaghan  
Patrick J. O'Callaghan,  
Assistant Secretary

State of Wisconsin )  
 ) SS.  
County of Milwaukee )

On this 11 day of July, 1988, before me personally appeared Robert L. Shellman, to me personally known, who being by me duly sworn, says that he is a Vice President of the First Wisconsin Trust Company, that the seal affixed to the foregoing interest 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.



Janice Grezinski  
Notary Public, State of Wisconsin  
My Commission Expires 2/12/89

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

