

TS241-E/E

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FILED
GREENVILLE S.C.
DEC 22 3 17 PM '83
MORTGAGE - FEE
SOUTH CAROLINA

DONNA S. MARSHALL & ILSLEY
M.C. AFFIDAVIT
FILED 12-22-83

MORTGAGE, ASSIGNMENT OF RENTS,
LEASES AND LEASEHOLD INTERESTS, SECURITY
AGREEMENT AND FINANCING STATEMENT

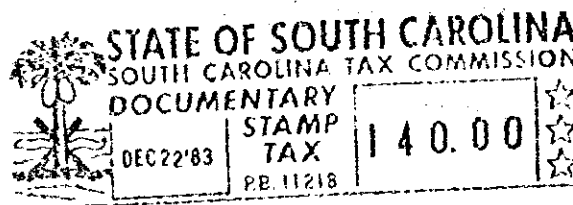
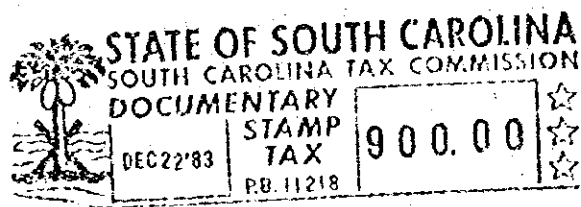
THIS is an agreement (herein called the "Mortgage") made as of the 31st day of October, 1983 between: Harnischfeger Corporation, a corporation duly organized and validly existing under the laws of Delaware and having its chief executive office at 13400 Bishop's Lane, Brookfield, Wisconsin 53005, Attn: President (herein, together with its successors and assigns, called the "Mortgagor"); and M & I Marshall & Ilsley Bank, a bank organized and existing under the laws of Wisconsin, as Trustee under the Trust Agreement hereinafter described, having its principal office at 2120 West Wisconsin Avenue, Milwaukee, Wisconsin 53202, Attn: David L. Lauterbach, Assistant Trust Officer, and David L. Lauterbach, as Individual Trustee under the Trust Agreement hereinafter described, having an address at 2120 West Wisconsin Avenue, Milwaukee, Wisconsin 53202 (herein, together with their successors and assigns, collectively called the "Mortgagee").

R E C I T A L S:

A. Trust Agreement and Security Agreement. The Mortgagor is the owner of the real estate described on Exhibit A attached hereto, and is the owner or lessee of other property now or hereafter acquired and used or useful in connection therewith. In connection with the Harnischfeger Corporation Restructuring Agreement dated as of October 31, 1983 among Mortgagor, Harnischfeger Credit Corporation and the lenders named therein (herein, as it may be from time to time amended, modified or supplemented, called the "Harnischfeger Corporation Restructuring Agreement"), the Mortgagor and the Mortgagee have entered into a Harnischfeger Corporation Trust Agreement (the form of which, without exhibits or appendices, is attached hereto as Exhibit B), dated as of October 31, 1983 (herein, as it may be from time to time amended, modified or supplemented, called the "Trust Agreement"), providing for the Mortgagee to receive and hold in trust, for the benefit of the holders of

This Mortgage by (and when recorded, return to):
Thomas Scharbach, Kirkland & Ellis, 200 East Randolph Drive,
Chicago, Illinois 60601

95.000CI
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