

HARNISCHFEGER CORPORATION TRUST AGREEMENT

AGREEMENT dated as of October 31, 1983 by and among HARNISCHFEGER CORPORATION, a Delaware corporation (the "Company"), and M&I MARSHALL & ILSLEY BANK, a Wisconsin banking corporation (the "Trustee"), and DAVID L. LAUTERBACH (the "Individual Trustee"; the Trustee and the Individual Trustee being herein referred to collectively as the "Trustees"), trustees for the holders of the Secured Debt referred to below.

W I T N E S S E T H:

WHEREAS, the Company has requested (i) its Insurance Company Lenders, Bank Lenders, Paper Purchase Lenders and Letters of Credit Lenders (collectively, the "Non-Affiliated Lenders") and Credit (in respect of the Factored Receivables Facility) (together with the Non-Affiliated Lenders, the "Lenders") to restructure the Original Credit Facilities, and (ii) the lenders to certain of its subsidiaries in various countries to restructure their credit facilities;

WHEREAS, in connection with such restructuring, the Company will execute and deliver to (i) Credit, the Credit Guaranty, (ii) Chase, the HIC Guaranty, (iii) the GmbH Lenders, the GmbH Guaranty, and (iv) Mercantile, the Mercantile Guaranty

0.239

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