

DECLARATION OF TRUST:

NOW, THEREFORE, in order to secure the Secured Debt and in consideration of the premises and the mutual agreements set forth herein, the Trustees do hereby declare that they hold and will hold as trustees in trust under this Agreement all of their right, title and interest in, to and under all the following, whether now existing or hereafter arising (and the Company does hereby consent thereto):

(A) the Harnischfeger Corporation Security Agreement and the collateral granted to the Trustees thereunder;

(B) the Harnischfeger Corporation Accounts Receivable Security Agreement and the collateral granted to the Trustees thereunder;

(C) each Harnischfeger Corporation Mortgage and the collateral granted to the Trustees thereunder;

(D) each Harnischfeger Corporation Leasehold Mortgage and the collateral granted to the Trustees thereunder; and

(E) each agreement entered into and delivered pursuant to Section 8.28(a) of the Harnischfeger Restructur-

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