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April 9, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (Equipment Schedule No. 006), dated as of April 7, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fifth Third Bank
38 Fountain Square Plaza
Mail Drop: 10904A
Cincinnati, OH 45202

Lessee: AMG Resources Corporation
1655 N Arlington Heights Rd
Suite 300 East
Arlington Heights, IL 60004

A description of the equipment covered by the enclosed document is:

26 railcars: AMGX 2501 – AMGX 2527 (not including AMGX 2515)

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement (Equipment Schedule No. 006).

Section Chief
April 9, 2015
Page 2

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 006)

Dated as of April 7, 2015

between

FIFTH THIRD BANK,
Lessor

and

AMG RESOURCES CORPORATION

Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2015, at _____M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of April 7, 2015, is made by and between AMG Resources Corporation, a Delaware corporation ("Lessee"), and FIFTH THIRD BANK, an Ohio corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, dated September 27, 2007, as amended, supplemented or modified from time to time, together with Equipment Schedule No. 006 dated April 7, 2015 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor twenty-six (26) railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. The Lease Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

FIFTH THIRD BANK

By: [Signature]
Name: **Thomas J. Merkle**
Title: **Vice President
Fifth Third Bank**

| STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 7 day of April, 2015, before me the subscriber personally appeared Thomas J Merkle, who being by me duly sworn, did depose and say: that he is a VP of FIFTH THIRD BANK the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Paula D. McQueen
NOTARY PUBLIC

My Commission Expires:



PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

[Lessor signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Lease: Equipment Schedule No. 006 dated as of April 6, 2015 to Master Equipment Lease Agreement Dated as of September 27, 2007.

Lessor: FIFTH THIRD BANK

Lessee: AMG RESOURCES CORPORATION, a Delaware corporation

Twenty (26) railcars bearing car marks: AMGX 2501, AMGX 2502, AMGX 2503, AMGX 2504, AMGX 2505, AMGX 2506, AMGX 2507, AMGX 2508, AMGX 2509, AMGX 2510, AMGX 2511, AMGX 2512, AMGX 2513, AMGX 2514, AMGX 2516, AMGX 2517, AMGX 2518, AMGX 2519, AMGX 2520, AMGX 2521, AMGX 2522, AMGX 2523, AMGX 2524, AMGX 2525, AMGX 2526, AMGX 2527
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CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/9/15

Edward M Luria
Edward M. Luria