



The David J. Joseph Company

June 28, 1994

0100299061

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

18880
RECORDATION NO. _____ FILED 1425
JUL 5 1994 - 2 10 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of June 6, 1994, between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: AMG Resources Corporation
4100 Grand Avenue
Pittsburgh, PA 15225

Please see Exhibit A attached hereto, showing the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$18.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones

Julia R. Jones
Staff Assistant - Contract Administration

Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4397

Mail Address:
P.O. Box 1078
Cincinnati, OH 45201-1078

RECORDED
JUL 5 1994
2:10 PM '94

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

AUGUST 4, 1994

JULIA R. JONES
THE DAVID J. JOSEPH COMPANY
P O BOX 1078
CINCINNATI OHIO 45201-1078

Dear MS. JONES

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/5/94 at 2:45PM, and assigned recordation number(s). 18880

Sincerely yours,



VERNON A. WILLIAMS
ACTING SECRETARY

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine you document.

Signature



RECORDATION NO. **18880** FILED 1425

JUL 5 1994 - 2:45 PM

INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of June 6, 1994 is intended to evidence the Railroad Equipment Lease Agreement dated as of June 6, 1994 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware Corporation (the "Lessor"), and AMG RESOURCES CORPORATION, a Delaware Corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the sixty (60) railcars more fully described in Exhibit A, attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

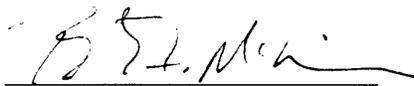
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

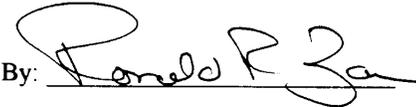
LESSOR:

LESSEE:

THE DAVID J. JOSEPH COMPANY

AMG RESOURCES CORPORATION

By: 

By: 

Title: Vice President

Title: CEO

Date: June 6, 1994

Date: 6/9/94

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 6th day of June, 1994, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

James H. Goetz
Notary Public

STATE OF Pennsylvania)
) SS
COUNTY OF Pittsburgh)

The foregoing instrument was acknowledged before me this 7th day of June, 1994, by Ronald L. Zgen the Chief Financial Officer of AMG Resources Corporation, a Delaware corporation on behalf of the corporation.

Florence E. Kaminski
Notary Public

Notarial Seal
Florence E. Kaminski, Notary Public
Neville Twp., Allegheny County
My Commission Expires Nov. 30, 1997
Member, Pennsylvania Association of Notaries

EXHIBIT A

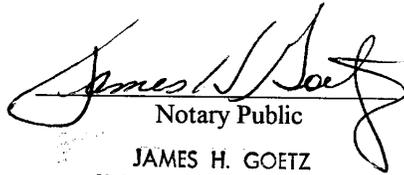
To the Memorandum of Railroad Equipment Lease Agreement dated June 6, 1994 between The David J. Joseph Company and AMG Resources Corporation.

DESCRIPTION OF UNITS

Sixty (60), 1974 Thrall built, 4,000 cubic foot capacity, rotary dump coal gondolas bearing reporting marks AMGX 4101-4160, inclusive.

CERTIFICATE

The undersigned, James H. Goetz, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

A handwritten signature in cursive script, appearing to read "James H. Goetz", written over a horizontal line.

Notary Public

JAMES H. GOETZ

Notary Public, State of Ohio

My Commission Expires July 16, 1995