



DONELAN CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 18969-A FILED

March 8, 1999

MAR 8 '99 2:00 PM

Recordation No. 18969-A

Dear Mr. Williams:

On behalf of AMG Resources Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Partial Termination of Lease Agreement ("Partial Termination"), made February 23, 1998.

The parties to the enclosed Partial Termination are:

Railcar, Ltd. Suite 315 1819 Peachtree Road, N.E. Atlanta, GA 30309	-	LESSOR
AMG Resources Corporation 4100 Grand Avenue Pittsburgh, PA 15225	-	LESSEE

The said Partial Termination is a termination of a gondola identified as AMGX 2515 from that certain Memorandum of Lease Agreement dated as of June 30, 1994 recorded with the then Interstate Commerce Commission September 6, 1993 under Recordation No. 18969 and should be recorded under the next available letter under Recordation No. 18969 which letter we believe will be "-A."

The equipment covered by the instant Partial Termination is one unit identified as AMGX 2515.

A short summary of the Partial Termination to appear in the Surface Transportation Board Index is as follows:

"Termination from Memorandum of Lease Agreement of AMGX 2515."

Enclosed is a check in the amount of twenty-six dollars (\$26.00) in payment of the filing fee.

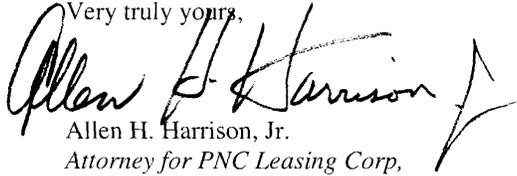
*18969-A*

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink that reads "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for PNC Leasing Corp,  
for the purpose of this  
filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Enclosures

BY HAND

8392-020

RECORDATION NO. 18969-A FILED

MAR 8 '99 2-00 PM

Partial Termination of Lease Agreement

This Partial Termination of Lease Agreement is made this 23<sup>rd</sup> day of February, 1999 by and between RAILCAR, LTD, acting as agent for owners ("Lessor") and AMG RESOURCES CORPORATION ("Lessee").

WHEREAS, Lessor and Lessee entered into a certain Memorandum of Lease Agreement dated as of June 30, 1994 and recorded with the Interstate Commerce Commission on September 6, 1994 at recordation No. 18969; and

WHEREAS, the aforesaid Memorandum of Lease references a certain Lease Agreement of even date therewith for among others, rail car No. AMGX2515; and

WHEREAS, Lessor and Lessee desire to terminate the aforesaid Memorandum of Lease Agreement and Lease Agreement as to rail car No. AMGX2515 and to reflect this termination in writing.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto agree as follows:

1. The Memorandum of Lease dated as of June 30, 1994 and the Lease Agreement of even date therewith by and between Lessor and Lessee has and is hereby terminated, but only as to rail car No. AMGX2515. Such Memorandum of Lease and Lease Agreement are otherwise in full force and effect.
2. This Partial Termination of Lease Agreement may be

recorded with the Surface Transportation Board to reflect the partial termination as to rail car No. AMGX2515 pursuant to the aforesaid Memorandum of Lease Agreement and Lease Agreement of record.

IN WITNESS WHEREOF, the parties hereto have caused this Partial Termination of Lease Agreement to be executed as of the day and year first above written.

RAILCAR, LTD.,  
Acting as agent for owners (Lessor)

By: Wally J. Paine

Title: President

AMG RESOURCES CORPORATION (Lessee)

By: Ben S. Cohen

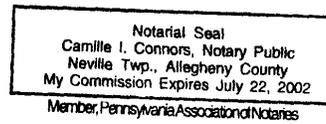
Title: Controller

Commonwealth of Pennsylvania  
County of Allegheny

On the 28<sup>th</sup> day of January, 1999, before me personally come Brian Cohen to me known (or satisfactorily proven), who, being by me duly sworn, says that he is the controller of AMG Resources Corporation and that the foregoing instrument was signed by him on behalf of that corporation by authority of its Board of Directors.

Camille I. Connors

Notary Public



AMG/Notary

State of DeKalb  
County of Georgia

On the 23<sup>rd</sup> day of February, 1999, before me personally came Wilds L. Pierce to me known (or satisfactorily proven), who, being by me duly sworn, says that he is the President of Railcar Ltd. and that the foregoing instrument was signed by him on behalf of that corporation by authority of its Board of Directors.

Carol A. King

Notary Public

Notary Public, DeKalb County, Georgia  
My Commission Expires 02/28/2001