



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO. 21911 FILED

DEC 30 '98 11-30AM

December 30, 1998

New Recordation No.

Dear Mr. Williams:

On behalf of PNC Leasing Corp, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease Agreement ("Lease"), dated as of December 23, 1998.

The parties to the enclosed Lease are:

PNC Leasing Corp 13 th Floor, Two PNC Plaza 620 Liberty Avenue Pittsburgh, PA 15265	-	LESSOR
AMG Resources Corporation 4100 Grand Avenue Pittsburgh, PA 15225	-	LESSEE

The said Lease, among other things, acts to lease 129 rail cars by the Lessor to the Lessee.

The equipment covered by the instant Lease is as identified in Exhibit A thereto (copy attached).

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

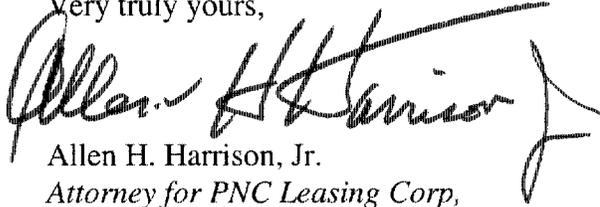
"Covers 129 rail cars, AMGX numbers as listed in Exhibit A."

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

Counterparts - A.H. Hammer

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, appearing to read "Allen H. Harrison, Jr.", with a large, sweeping flourish extending to the right.

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

EXHIBIT A

AMGX2515	AMGX5102
AMGX4031	AMGX5103
AMGX4032	AMGX5104
AMGX4033	AMGX5105
AMGX4035	AMGX5107
AMGX4036	AMGX5108
AMGX4037	AMGX5109
AMGX4038	AMGX5110
AMGX4039	AMGX5111
AMGX4041	AMGX5112
AMGX4042	AMGX5113
AMGX4043	AMGX5114
AMGX4044	AMGX5115
AMGX4046	AMGX5118
AMGX4048	AMGX5119
AMGX4049	AMGX5121
AMGX4052	AMGX5123
AMGX4054	AMGX600000
AMGX4055	AMGX601400
AMGX4056	AMGX601700
AMGX4057	AMGX601800
AMGX4058	AMGX602100
AMGX4059	AMGX602900
AMGX4301	AMGX603000
AMGX4302	AMGX603100
AMGX4303	AMGX603200
AMGX4304	AMGX603700
AMGX4305	AMGX604000
AMGX4306	AMGX604100
AMGX4307	AMGX604800
AMGX4308	AMGX605000
AMGX4309	AMGX605100
AMGX4310	AMGX605600
AMGX4311	AMGX606300
AMGX4312	AMGX606400
AMGX4313	AMGX606500
AMGX4314	AMGX606900
AMGX4315	AMGX607200
AMGX4316	AMGX607500
AMGX4317	AMGX607900
AMGX4318	AMGX608400
AMGX4319	AMGX608700
AMGX4320	AMGX609000
AMGX4918	AMGX609300
AMGX5001	AMGX609900
AMGX5002	AMGX610800
AMGX5003	AMGX610900
AMGX5004	AMGX611400
AMGX5006	AMGX611800
AMGX5007	AMGX613200
AMGX5008	AMGX613300
AMGX5011	AMGX613600
AMGX5013	AMGX614100
AMGX5014	AMGX7071
AMGX5016	AMGX7072
AMGX5018	AMGX7073
AMGX5019	AMGX7075
AMGX5020	AMGX7076
AMGX5022	AMGX808200
AMGX5024	AMGX808300
AMGX5025	AMGX808500
AMGX5100	AMGX808700
AMGX5101	AMGX808900
	AMGX809100
	AMGX809300
	AMGX809500

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.

Date: 12/30/98

DCWM
1100 New York Avenue, NW., Ste. 200
Washington, DC., 20005-3934

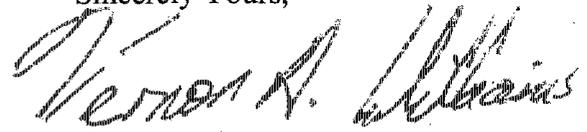
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/30/98 at 11:30AM, and

assigned recordation number(s). 21911.

Sincerely Yours,



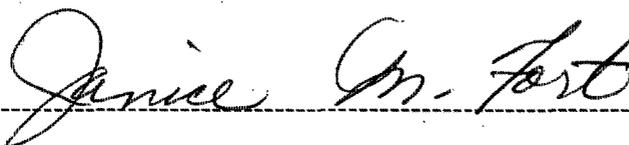
Vernon A. Williams

Enclosure(s)

26.00

\$_____ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



DEC 30 '98

11-30AM

MEMORANDUM OF LEASE AGREEMENT

1. This Master Lease Agreement is dated as of December 28, 1998 by and between PNC Leasing Corp as Lessor and AMG Resources Corporation, a Delaware Corporation, as Lessee.

2. PNC Leasing Corp agrees to lease to AMG Resources Corporation and AMG Resources Corporation agrees to and hereby leases from PNC Leasing Corp up to one hundred twenty-nine (129) rail cars, or more particularly described on Exhibit "A" attached hereto and made a part hereof.

3. The addresses of the parties are as follows:

PNC Leasing Corp (Lessor)
13th Floor, Two PNC Plaza
620 Liberty Avenue
Pittsburgh, PA 15265

AMG Resources Corporation (Lessee)
4100 Grand Avenue
Pittsburgh, PA 15225

4. The term of the Master Lease Agreement is for eight (8) years.

5. The terms and provisions of this Master Lease Agreement are more particularly set forth in a Master Lease Agreement of even date herewith by and between PNC Leasing Corp (Lessor) and AMG Resources Corporation (Lessee).

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

PNC Leasing Corp

By:

Maurice A. Chonow

Title:

Vice President

AMG Resources Corporation

By:

Erin S Chen

Title:

Controller

AMG/Memo

Commonwealth of Pennsylvania
County of Allegheny

On the 28th day of December, 1998, before me personally
came Brian S. 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

Notarial Seal
Camille I. Connors, Notary Public
Neville Twp., Allegheny County
My Commission Expires July 22, 2002
Member, Pennsylvania Association of Notaries

Commonwealth of Pennsylvania
County of Allegheny

On the 29th day of December, 1998, before me personally
came Maureen Cloonan me known (or satisfactorily proven),
who, being by me duly sworn, says that she is the Vice President
of PNC Leasing Corp and that the foregoing instrument was signed
by him on behalf of that corporation by authority of its Board
of Directors.

Carla Gigliotti
Notary Public

Notarial Seal
Carla Gigliotti, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Feb. 19, 2001
Member, Pennsylvania Association of Notaries

AMG/Notary



EXHIBIT A

AMGX2515	AMGX5102
AMGX4031	AMGX5103
AMGX4032	AMGX5104
AMGX4033	AMGX5105
AMGX4035	AMGX5107
AMGX4036	AMGX5108
AMGX4037	AMGX5109
AMGX4038	AMGX5110
AMGX4039	AMGX5111
AMGX4041	AMGX5112
AMGX4042	AMGX5113
AMGX4043	AMGX5114
AMGX4044	AMGX5115
AMGX4046	AMGX5118
AMGX4048	AMGX5119
AMGX4049	AMGX5121
AMGX4052	AMGX5123
AMGX4054	AMGX600000
AMGX4055	AMGX601400
AMGX4056	AMGX601700
AMGX4057	AMGX601800
AMGX4058	AMGX602100
AMGX4059	AMGX602900
AMGX4301	AMGX603000
AMGX4302	AMGX603100
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AMGX4304	AMGX603700
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AMGX4306	AMGX604100
AMGX4307	AMGX604800
AMGX4308	AMGX605000
AMGX4309	AMGX605100
AMGX4310	AMGX605600
AMGX4311	AMGX606300
AMGX4312	AMGX606400
AMGX4313	AMGX606500
AMGX4314	AMGX606900
AMGX4315	AMGX607200
AMGX4316	AMGX607500
AMGX4317	AMGX607900
AMGX4318	AMGX608400
AMGX4319	AMGX608700
AMGX4320	AMGX609000
AMGX4918	AMGX609300
AMGX5001	AMGX609900
AMGX5002	AMGX610800
AMGX5003	AMGX610900
AMGX5004	AMGX611400
AMGX5006	AMGX611800
AMGX5007	AMGX613200
AMGX5008	AMGX613300
AMGX5011	AMGX613600
AMGX5013	AMGX614100
AMGX5014	AMGX7071
AMGX5016	AMGX7072
AMGX5018	AMGX7073
AMGX5019	AMGX7075
AMGX5020	AMGX7076
AMGX5022	AMGX808200
AMGX5024	AMGX808300
AMGX5025	AMGX808500
AMGX5100	AMGX808700
AMGX5101	AMGX808900
	AMGX809100
	AMGX809300
	AMGX809500