

Sean Dougherty
AVP, Contracts
CIT Rail



March 14, 2008

Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 26933-A FILED

MAR 14 '08 -5 33 PM

RE: AMGR01002

SURFACE TRANSPORTATION BOARD

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as of March 12, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 26933.

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

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

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive Suite 3000
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series AMGX 2745 AMGX 2769 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

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

Best regards,

/s

Sean Dougherty
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t: 312.906.5785 f: 312.906.5833
sean.dougherty@cit.com

MAR 14 '08 -5 33 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12 day of MARCH 12, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Drive, Ste. 3000, Chicago, IL 60606 (the "Lessor"), and AMG RESOURCES CORPORATION, a Pennsylvania corporation, with an address at 1655 N. Arlington Heights Rd, Suite 300 East, Arlington Heights, IL 60004 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of MARCH 12, 2007, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on 4/19/2007 and given Recordation Number 26433

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JM Keasling
Name: JM KEASLING
Title: SVP LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

AMG RESOURCES CORPORATION

By: Ronald R Zuer
Name: Ronald R Zuer
Title: Secy

Schedule A

Number of Cars

Equipment Description

25 52'-5'6" sided mill gondola

1	AMGX	2745
2	AMGX	2746
3	AMGX	2747
4	AMGX	2748
5	AMGX	2749
6	AMGX	2750
7	AMGX	2751
8	AMGX	2752
9	AMGX	2753
10	AMGX	2754
11	AMGX	2755
12	AMGX	2756
13	AMGX	2757
14	AMGX	2758
15	AMGX	2759
16	AMGX	2760
17	AMGX	2761
18	AMGX	2762
19	AMGX	2763
20	AMGX	2764
21	AMGX	2765
22	AMGX	2766
23	AMGX	2767
24	AMGX	2768
25	AMGX	2769