

RECORDATION NO. 21197-A FILED

DEC 07 '01 3:07 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

November 29, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Termination, dated November 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Railcar Leasing Agreement (and Rider 3 thereto) which was previously filed with the Board under Recordation Number 21197.

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

Lessor: Residual Based Finance  
Corporation  
Three First National Plaza  
Suite 777  
Chicago, IL 60602

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

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

16 gondola railcars within the series AMGX 5000 - AMGX 5204

Mr. Vernon A. Williams  
November 29, 2001  
Page Two

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

Memorandum of Lease Termination

Also enclosed is a check in the amount of \$28.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE TERMINATION

This Memorandum of Lease Termination evidences the termination of the Railcar Leasing Agreement dated as of August 27, 1991, and Rider 3 to Railcar Leasing Agreement, dated as of December 4, 1995 (the "Lease") between Residual Based Finance Corporation, Lessor, and AMG Resources Corporation, Lessee, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Notwithstanding the foregoing, all indemnities and covenants of said Lease survive this Lease Termination and the parties thereto remain obligated as provided for by the Lease with respect to any liabilities arising from events or actions occurring prior to the date of this Memorandum of Lease Termination.

A synopsis of said Leasing Agreement was filed on February 2, 1998 at 1:50 p.m. under Recordation Number 21197.

This Memorandum of Lease Termination may be executed in any number of counterparts, with each executed counterpart constituting an original, but together all counterparts creating only one Memorandum of Lease Termination.

IN WITNESS WHEREOF, the Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease Termination as of November 29, 2001.

LESSOR

Residual Based Finance Corporation

By   
Name:  
Title:

LESSEE

AMG Resources Corporation

By \_\_\_\_\_  
Name:  
Title:

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LESSOR

Residual Based Finance Corporation

By \_\_\_\_\_  
Name:  
Title:

LESSEE

AMG Resources Corporation

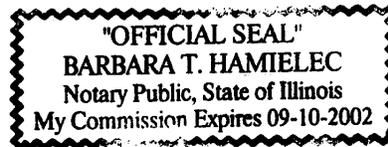
By Brian Cohen  
Name: BRIAN COHEN  
Title: CFO

STATE OF Illinois )  
 ) ss:  
COUNTY OF Cook )

On this 29<sup>th</sup> day of November, 2001, before me personally appeared Vincent A. Kolber, to me personally known, who, being by me duly sworn, says that he/she is a President of Residual Based Finance Corporation and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Barbara T. Hamielec  
NOTARY PUBLIC

My commission expires:  
09-10-02



STATE OF \_\_\_\_\_ )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he/she is a \_\_\_\_\_ of AMG Resources Corporation and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF \_\_\_\_\_ )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he/she is a \_\_\_\_\_ of Residual Based Finance Corporation and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

STATE OF Pennsylvania )  
 ) ss:  
COUNTY OF Allegheny )

On this 27<sup>th</sup> day of Nov., 2001, before me personally appeared Brian Cohen, to me personally known, who, being by me duly sworn, says that he/she is a CFO of AMG Resources Corporation and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Camille J. Connors  
NOTARY PUBLIC

My commission expires:

