

RECORDATION NO. 25321 FILED

DEC 06 '04 11-13 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

December 6, 2004

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 two (2) copies of a Memorandum of Lease, dated as of December 3, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

- | | |
|---------|---|
| Lessor: | The Huntington National Bank
105 East Fourth Street, Suite 120
Cincinnati, Ohio 45202 |
| Lessee: | AMG Resources Corporation
4100 Grand Avenue
Pittsburgh, Pennsylvania 15225 |

Mr. Vernon A. Williams
December 6, 2004
Page 2

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

201 gondola cars: AMGX 4101 - AMGX 4160 (60 cars), 51 cars within the series AMGX 5026 - AMGX 5204 and 90 cars within the series DLRX 199603 - DLRX 199895, both as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$32.00 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

REGISTRATION NO. 25321 FILED

DEC 06 '04 11-13 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

1.) Pursuant to that certain Master Lease Agreement dated November 14, 2002 and the related Financing Lease Schedule No. 02 dated December 3, 2004 (collectively, the "Lease Agreement"), between The Huntington National Bank as Lessor, and AMG Resources Corporation as Lessee, Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2.) The addresses of the parties are as follows:

Lessor: The Huntington National Bank
Equipment Finance Division
105 East Fourth Street, Suite 120
Cincinnati, OH 45202

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

3.) The term of the Lease is seven years commencing on December 3, 2004 and will expire on December 3, 2011 unless otherwise extended or amended by the parties.

4.) The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5.) This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 3, 2004.

The Huntington National Bank

By: 
Name: Michael Dicecco
Title: Senior Vice President

State of Ohio, County of Cuyahoga

On December 3, 2004, before me personally appeared Michael Dicecco, to me personally know, who being by me duly sworn says that he is Senior Vice President of The Huntington National Bank, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public:
My commission expires:

[NOTARIAL SEAL]

[SIGNATURES CONTINUE ON NEXT PAGE]



INNA GOGOUA
Notary Public, State of Ohio
My Commission Expires 08-28-08

AMG Resources Corporation

By: Kevin O'Bryan

Name: Kevin O'Bryan

Title: Controller

State of ~~Ohio~~ ^{Pennsylvania}, County of Allegheny

On December 3, 2004, before me personally appeared Kevin O'Bryan, to me personally know, who being by me duly sworn says that he is Controller of AMG Resources Corporation and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Camille I. Connors

Notary Public:

My Commission expires:

[NOTARIAL SEAL]

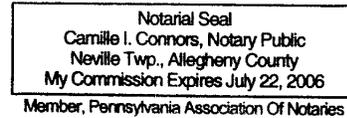


EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as October 3, 2003, between The Huntington National Bank, as Lessor and AMG Resources Corporation as Lessee.

Quantity of Cars: Two Hundred and One

Description of Car: (51) 1975 to 1976 Ortner 125 Ton 5,000 Cubic Ft. Gondola Rail Cars
(60) 1974 Thrall 100 Ton, 4,000 Cubic Ft. Gondola Rail Cars
(90) 1981 100 Ton, 4,000 Cubic Ft. Series DLRX Gondola Rail Cars

Car Marks and Numbers:

AMGX	5026	AMGX	5065	AMGX	5083	AMGX	5044
AMGX	5032	AMGX	5067	AMGX	5084	AMGX	5059
AMGX	5034	AMGX	5068	AMGX	5085	AMGX	5091
AMGX	5037	AMGX	5069	AMGX	5088	AMGX	5093
AMGX	5041	AMGX	5071	AMGX	5087	AMGX	5097
AMGX	5046	AMGX	5073	AMGX	5090	AMGX	5098
AMGX	5049	AMGX	5074	AMGX	5095	AMGX	5099
AMGX	5053	AMGX	5075	AMGX	5096	AMGX	5200
AMGX	5055	AMGX	5077	AMGX	5000	AMGX	5201
AMGX	5056	AMGX	5078	AMGX	5035	AMGX	5202
AMGX	5058	AMGX	5079	AMGX	5036	AMGX	5203
AMGX	5060	AMGX	5080	AMGX	5040	AMGX	5204
AMGX	5061	AMGX	5062	AMGX	5064		

AMGX	4101	AMGX	4116	AMGX	4131	AMGX	4146
AMGX	4102	AMGX	4117	AMGX	4132	AMGX	4147
AMGX	4103	AMGX	4118	AMGX	4133	AMGX	4148
AMGX	4104	AMGX	4119	AMGX	4134	AMGX	4149
AMGX	4105	AMGX	4120	AMGX	4135	AMGX	4150
AMGX	4106	AMGX	4121	AMGX	4136	AMGX	4151
AMGX	4107	AMGX	412	AMGX	4137	AMGX	4152
AMGX	4108	AMGX	4123	AMGX	4138	AMGX	4153
AMGX	4109	AMGX	4124	AMGX	4139	AMGX	4154
AMGX	4110	AMGX	4125	AMGX	4140	AMGX	4155
AMGX	4111	AMGX	4126	AMGX	4141	AMGX	4156
AMGX	4112	AMGX	4127	AMGX	4142	AMGX	4157
AMGX	4113	AMGX	4128	AMGX	4143	AMGX	4158
AMGX	4114	AMGX	4129	AMGX	4144	AMGX	4159
AMGX	4115	AMGX	4130	AMGX	4145	AMGX	4160

DLRX	199603	DLRX	199697	DLRX	199774	DLRX	199846
DLRX	199606	DLRX	199699	DLRX	199775	DLRX	199850
DLRX	199607	DLRX	199707	DLRX	199778	DLRX	199852
DLRX	199609	DLRX	199709	DLRX	199784	DLRX	199853
DLRX	199612	DLRX	199712	DLRX	199792	DLRX	199854
DLRX	199613	DLRX	199719	DLRX	199793	DLRX	199855
DLRX	199617	DLRX	199720	DLRX	199797	DLRX	199856
DLRX	199623	DLRX	199723	DLRX	199800	DLRX	199865
DLRX	199629	DLRX	199725	DLRX	199806	DLRX	199867
DLRX	199630	DLRX	199737	DLRX	199808	DLRX	199869
DLRX	199635	DLRX	199739	DLRX	199810	DLRX	199871
DLRX	199641	DLRX	199740	DLRX	199813	DLRX	199872
DLRX	199644	DLRX	199747	DLRX	199815	DLRX	199874
DLRX	199646	DLRX	199752	DLRX	199818	DLRX	199875
DLRX	199649	DLRX	199753	DLRX	199820	DLRX	199877
DLRX	199652	DLRX	199756	DLRX	199823	DLRX	199885
DLRX	199656	DLRX	199759	DLRX	199825	DLRX	199886
DLRX	199661	DLRX	199764	DLRX	199835	DLRX	199887
DLRX	199667	DLRX	199766	DLRX	199838	DLRX	199889
DLRX	199668	DLRX	199768	DLRX	199839	DLRX	199890
DLRX	199673	DLRX	199770	DLRX	199844	DLRX	199892
DLRX	199685	DLRX	199771	DLRX	199845	DLRX	199895
DLRX	199691	DLRX	199694				