

24363 B
FILED

RECORDED

NOV 07 '05 3-21 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

November 7, 2005

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 an Amended Memorandum of Lease, dated September 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 24363-A.

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

Lessor: NARCAT LLC
(assignee of Railcar Ltd.)
480 West Dussel Drive
Maumee, Ohio 43537
Railcar, Ltd.

Lessee: AMG Resources Corporation
4100 Grand Avenue
Neville Island, PA 15225

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

31 gondolas cars within the series AMGX 005301 - AMGX 005470 as more particularly set forth in the equipment schedule attached to the document.

Mr. Vernon A. Williams
November 7, 2005
Page Two

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

Amended Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 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,

A handwritten signature in cursive script, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 24363-B FILED

NOV 07 '05 3-21 PM

AMENDED
MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

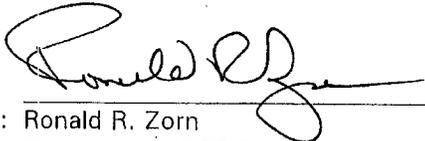
WITNESSETH

This Memorandum of Lease is entered into as of the 29 day of Sept, 2005, by and between NARCAT LLC, a Delaware limited liability company, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and AMG RESOURCES CORPORATION, corporation, having its principal place of business at 4100 Grand Avenue, Neville Island, PA 15225 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Master Lease Agreement dated as of August 19, 2002, (the "Master Lease"), and the related Schedule No. 2 dated September 18, 2002, as amended by First Amendment to Schedule No. 2 dated May 8, 2003 ("Schedule 2"), and Schedule No. 3 dated as of September 29, 2003 (the "Schedule 3"), whereby Lessor leases to Lessee forty-eight (48) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars").
2. The lease of the Railcars is evidenced by that certain Memorandum of Lease dated February 25, 2003 and filed with the Surface Transportation Board ("STB") on March 19, 2003 under Recordation Number 24363; as amended by Amendment to Memorandum of Lease dated May 8, 2003 and recorded with the STB on June 17, 2003 under Recordation No. 24363-A, and as further amended herein.
3. Schedule 3 ~~supercedes~~ and replaces Schedule 2 and further extends the lease of the Railcars for a term of twenty-four (24) months starting June 1, 2004.
4. The parties desire to execute this Amended Memorandum for purposes of memorializing of record the amendments to the Master Lease and Schedules.
5. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:
AMG RESOURCES CORPORATION

By: 
Name: Ronald R. Zorn
Title: Secretary and COO

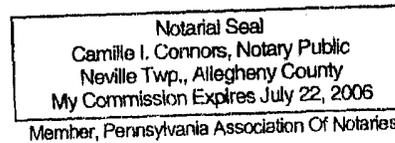
[Signatures continue on next page]

STATE OF PENNSYLVANIA)

COUNTY OF ALLEGHENY) SS:

The foregoing instrument was acknowledged before me this 29th day of September, 2004, by Ronald R. Zorn, Secretary and Chief Operating Officer of AMG Resources Corporation, on behalf of the corporation.

Camille I. Connors
Notary Public



LESSOR:
NARCAT LLC

By: *Rasesh H. Shah*
name: Rasesh H. Shah
Title: Manager

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 30th day of September, 2004, by Rasesh H. Shah, the Manager of NARCAT LLC, a Delaware limited liability company, on behalf of the corporation.

Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010

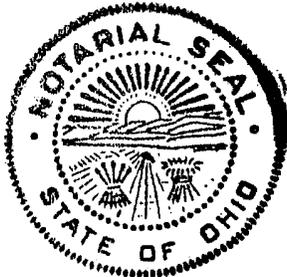


EXHIBIT A
TO
AMENDED MEMORANDUM OF LEASE

This is Exhibit A to Memorandum of Lease, dated as of _____, 2004, between NARCAT LLC, as Lessor, and AMG Resources Corporation, as Lessee.

Owner of Cars: NARCAT LLC

Number of Cars in Lease: Forty-eight (48)

Description of Cars: 52' 6" gondolas with 5' 6" high sides

Car Unit Numbers:

AMGX	5301	AMGX	6028
AMGX	5317	AMGX	6029
AMGX	5323	AMGX	6030
AMGX	5332	AMGX	6031
AMGX	5339	AMGX	6032
AMGX	5342	AMGX	6033
AMGX	5343	AMGX	6034
AMGX	5387	AMGX	6035
AMGX	5400	AMGX	6036
AMGX	5401	AMGX	6037
AMGX	5402	AMGX	6038
AMGX	5403	AMGX	6039
AMGX	5409	AMGX	6040
AMGX	5411	AMGX	6041
AMGX	5415	AMGX	6042
AMGX	5418		
AMGX	5427		
AMGX	5437		
AMGX	5439		
AMGX	5441		
AMGX	5442		
AMGX	5446		
AMGX	5455		
AMGX	5457		
AMGX	5461		
AMGX	5465		
AMGX	5466		
AMGX	5468		
AMGX	5469		
AMGX	5470		
AMGX	5479		
AMGX	6025		
AMGX	6027		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11 / 2 / 05



Robert W. Alvord