



CORPORATION SERVICE COMPANY

RECORDATION NO. 26933 FILED

APR 19 '07

12:11 PM

SURFACE TRANSPORTATION BOARD



April 18, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 854786/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 04/25/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Primary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

AMG Resources Corporation
1655 N Arlington Heights Rd, Ste 300 East
Arlington Heights, IL 60004

Lessor:

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

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12 day of MARCH, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Dr., Ste. 3000, Chicago, IL 60606 (the "Lessor"), and AMG RESOURCES CORPORATION a Pennsylvania corporation, with an address at 1655 N. Arlington Heights Rd., Ste. 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 the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties 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

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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	
45	52'-5'6" sided mill gondola	
1	AMGX	2700
2	AMGX	2701
3	AMGX	2702
4	AMGX	2703
5	AMGX	2704
6	AMGX	2705
7	AMGX	2706
8	AMGX	2707
9	AMGX	2708
10	AMGX	2709
11	AMGX	2710
12	AMGX	2711
13	AMGX	2712
14	AMGX	2713
15	AMGX	2714
16	AMGX	2715
17	AMGX	2716
18	AMGX	2717
19	AMGX	2718
20	AMGX	2719
21	AMGX	2720
22	AMGX	2721
23	AMGX	2722
24	AMGX	2723
25	AMGX	2724
26	AMGX	2725
27	AMGX	2726
28	AMGX	2727
29	AMGX	2728
30	AMGX	2729
31	AMGX	2730
32	AMGX	2731
33	AMGX	2732
34	AMGX	2733
35	AMGX	2734
36	AMGX	2735
37	AMGX	2736
38	AMGX	2737
39	AMGX	2738
40	AMGX	2739
41	AMGX	2740
42	AMGX	2741
43	AMGX	2742
44	AMGX	2743
45	AMGX	2744