

RECORDATION NO. 27780 FILED

DEC 31 '08 -11 3 0 AM

SURFACE TRANSPORTATION BOARD

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

December 31, 2008

Ms. Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 30, 2008, 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: Fifth Third Leasing Company
222 South Riverside Plaza, 32nd Floor
Chicago, IL 60606

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

Ms. Anne K. Quinlan, Esq.
December 31, 2008
Page 2

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

15 railcars: HECX 80103 - HECX 80112 and AMGX 4400 - AMGX 4404.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

RECORDATION NO. 21780 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 003)

Dated as of December 30, 2008

between

THE FIFTH THIRD LEASING COMPANY,

Lessor

and

AMG RESOURCES CORPORATION

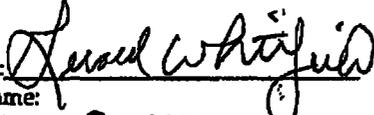
Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2008, at _____ M
Recordation Number _____

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

THE FIFTH THIRD LEASING
COMPANY

By: 
Name: _____
Title: **Gerald Whitfield, VP**

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this _____ day of _____, 2008, before me the subscriber personally appeared _____, who being by me duly sworn, did depose and say: that he is a _____ of FIFTH THIRD BANK the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

NOTARY PUBLIC

My Commission Expires:

[Lessor signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Lease: Equipment Schedule No. 003 dated as of December 30, 2008 to Master Equipment Lease Agreement Dated as of September 20, 2007.

Lessor: THE FIFTH THIRD LEASING COMPANY

Lessee: AMG Resources Corporation, a Delaware corporation

Vendor: LaSalle National Leasing Corporation

Ten (10) Railcars
S/N:
HECX 80103-80112

FIVE (5) Railcars
AMGX 4400-4404