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OF COUNSEL  
URBAN A. LESTER

December 31, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

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 27, 2012, 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 Equipment Finance Company  
38 Fountain Square Plaza  
MD 10904A  
Cincinnati, Ohio 45263

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

Section Chief  
December 31, 2012  
Page 2

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

10 gondola railcars:  
OFOX 102712, 102950, 102809, 102627, 102646; and  
SULX 1091, 1152, 1275, 1419 and 1506.

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 \$42.00 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,



Edward M. Luria

EML/sem  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 004)

Dated as of December 27, 2012

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY,  
Lessor

and

AMG RESOURCES CORPORATION

Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2012, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF LEASE AGREEMENT**

**THIS MEMORANDUM OF LEASE AGREEMENT** dated as of December 27, 2012, is made by and between AMG Resources Corporation, a Delaware corporation ("Lessee"), and FIFTH THIRD EQUIPMENT FINANCE COMPANY, an Ohio corporation ("Lessor").

**WITNESSETH**

1. Pursuant to a Master Equipment Lease Agreement, dated September 27, 2007, together with Equipment Schedule No. 004 dated December 27, 2012 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor ten railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. The Lease Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

*[Signature page follows]*

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:

FIFTH THIRD EQUIPMENT FINANCE  
COMPANY

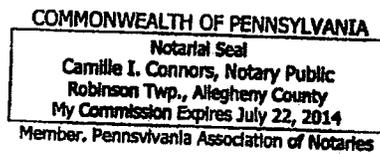
By: Robert T. Davies  
Name: Robert T. Davies  
Title: Vice President

STATE OF ~~OHIO~~ Pennsylvania  
COUNTY OF ~~HAMILTON~~ Allegheny ) ss.:  
)

On this 28<sup>th</sup> day of December, 2012, before me the subscriber personally appeared Robert T. Davies, who being by me duly sworn, did depose and say: that he is a Vice President of FIFTH THIRD EQUIPMENT FINANCE COMPANY 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.

Camille I. Connors  
NOTARY PUBLIC

My Commission Expires: 7/22/14



[Lessor signature page]

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.

Lessee:

AMG RESOURCES CORPORATION

By: Brian Cohen  
Name: BRIAN COHEN  
Title: CFO

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF Allegheny ) ss.:

On this 28<sup>th</sup> day of December 2012, before me the subscriber personally appeared Brian Cohen, who being by me duly sworn, did depose and say: that (s)he is a CFO of AMG Resources, an Delaware corporation, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Carmille I. Connors  
NOTARY PUBLIC

My Commission Expires: 7/22/14

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Carmille I. Connors, Notary Public  
Robinson Twp., Allegheny County  
My Commission Expires July 22, 2014  
Member, Pennsylvania Association of Notaries

[Lessee signature page]

**EXHIBIT A**  
**EQUIPMENT DESCRIPTION**

**Lease:** Equipment Schedule No. 004 dated as of December 27, 2012 to Master Equipment Lease Agreement Dated as of September 20, 2007.

**Lessor:** FIFTH THIRD EQUIPMENT FINANCE COMPANY

**Lessee:** AMG RESOURCES CORPORATION, a Delaware corporation

**Vendor:** ALFCAN I ULC

**Invoice No. OL0708-0812**

Five (5) Rotary Gondolas

S/N:

OFOX102712

OFOX102950

OFOX102809

OFOX102627

OFOX102646

**Vendor:** BAH, Inc.

**Invoice No. EA1205-0812**

Five (5) Steel Gondolas

S/N:

SULX1091

SULX1152

SULX1275

SULX1419

SULX1506

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/31/12

Edward M Luria  
Edward M. Luria