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ELIAS C. ALVORD (1942)  
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June 28, 2013

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 June 27, 2013, 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 Bank<br>38 Fountain Square Plaza<br>Mail Drop: 10904A<br>Cincinnati Ohio 45202                      |
| Lessee: | AMG Resources Corporation<br>1655 N Arlington Heights Rd<br>Suite 300 East<br>Arlington Heights, Illinois 60004 |

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

281 cars within each of the following series as more particularly set forth in the equipment schedule attached to the document:

AMGX 2528 – AMGX 2535 (inclusive)  
AMGX 2585 – AMGX 2599 (inclusive)  
AMGX 4117 – AMGX 4187  
AMGX 5000 – AMGX 5099  
AMGX 5200 – AMGX 5221  
AMGX 199603 – AMGX 199895  
AMGX 600000 – AMGX 614100

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,



Edward M. Luria

EML/bhs  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 005)

Dated as of June 27, 2013

between

FIFTH THIRD BANK,  
Lessor

and

AMG RESOURCES CORPORATION

Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2013, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF LEASE AGREEMENT**

**THIS MEMORANDUM OF LEASE AGREEMENT** dated as of JUNE 27, 2013 , is made by and between AMG Resources Corporation, a Delaware corporation ("Lessee"), and FIFTH THIRD BANK, an Ohio corporation ("Lessor").

**WITNESSETH**

1. Pursuant to a Master Equipment Lease Agreement, dated September 27, 2007, together with Equipment Schedule No. 005 dated June 27, 2013 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor two hundred eighty-one (281) 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]*





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

**Lease:** Equipment Schedule No. 005 dated as of June 19, 2013 to Master Equipment Lease Agreement Dated as of September 27, 2007.

**Lessor:** FIFTH THIRD BANK

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

Thirty-three (33) Gunderson built railcars bearing car marks:

AMGX600000; AMGX601400; AMGX601700; AMGX601800; AMGX602100; AMGX602900; AMGX603000; AMGX603100; AMGX603200; AMGX603700; AMGX604000; AMGX604100; AMGX605000; AMGX605100; AMGX605600; AMGX606300; AMGX606400; AMGX606900; AMGX607200; AMGX607500; AMGX607900; AMGX608400; AMGX608700; AMGX609000; AMGX609300; AMGX609900; AMGX610800; AMGX610900; AMGX611400; AMGX611800; AMGX613200; AMGX613600; AMGX614100

Fifty-one (51) Thrall built railcars bearing car marks:

AMGX4117; AMGX4118; AMGX4120; AMGX4121; AMGX4123; AMGX4124; AMGX4125; AMGX4127; AMGX4128; AMGX4129; AMGX4130; AMGX4131; AMGX4133; AMGX4134; AMGX4135; AMGX4137; AMGX4138; AMGX4139; AMGX4140; AMGX4141; AMGX4143; AMGX4144; AMGX4145; AMGX4146; AMGX4147; AMGX4148; AMGX4149; AMGX4152; AMGX4153; AMGX4154; AMGX4155; AMGX4156; AMGX4157; AMGX4158; AMGX4159; AMGX4160; AMGX4161; AMGX4162; AMGX4163; AMGX4164; AMGX4165; AMGX4166; AMGX4170; AMGX4172; AMGX4176; AMGX4178; AMGX4179; AMGX4182; AMGX4184; AMGX4186; AMGX4187

Seventy-four (74) Ortner built railcars bearing car marks:

AMGX5000-5009 inclusive;

AMGX5013-5022 inclusive;

AMGX5024; AMGX5026; AMGX5031; AMGX5032; AMGX5033; AMGX5034; AMGX5036; AMGX5037; AMGX5040; AMGX5041; AMGX5044; AMGX5045; AMGX5046; AMGX5047; AMGX5049; AMGX5050; AMGX5051; AMGX5052; AMGX5053; AMGX5054; AMGX5055; AMGX5058; AMGX5059; AMGX5060; AMGX5061; AMGX5062; AMGX5063; AMGX5064; AMGX5066; AMGX5067; AMGX5068; AMGX5069; AMGX5070; AMGX5071; AMGX5073; AMGX5074; AMGX5075; AMGX5077; AMGX5078; AMGX5079; AMGX5080; AMGX5081; AMGX5083; AMGX5084; AMGX5085; AMGX5086; AMGX5087; AMGX5088; AMGX5090; AMGX5093; AMGX5095; AMGX5096; AMGX5097; AMGX5099

Eleven (11) railcars bearing car marks:

AMGX5200; AMGX5202; AMGX5203; AMGX5204; AMGX5205; AMGX5207; AMGX5215; AMGX5216; AMGX5218; AMGX5220; AMGX5221

Eighty-nine (89) Marine Industries built railcars bearing car marks:

AMGX199603; AMGX199606; AMGX166907; AMGX199609; AMGX199612; AMGX199613;  
AMGX199617; AMGX199623; AMGX199629; AMGX199630; AMGX199635; AMGX199641;  
AMGX199644; AMGX199646; AMGX199649; AMGX199652; AMGX199656; AMGX199661;  
AMGX199667; AMGX199668; AMGX199673; AMGX199685; AMGX199691; AMGX199694;  
AMGX199697; AMGX199699; AMGX199707; AMGX199709; AMGX199712; AMGX199719;  
AMGX199720; AMGX199723; AMGX199725; AMGX199737; AMGX199739; AMGX199740;  
AMGX199747; AMGX199752; AMGX199753; AMGX199756; AMGX199759; AMGX199764;  
AMGX199766; AMGX199768; AMGX199770; AMGX199771; AMGX199774; AMGX199775;  
AMGX199778; AMGX199784; AMGX199792; AMGX199793; AMGX199797; AMGX199800;  
AMGX199806; AMGX199808; AMGX199810; AMGX199813; AMGX199815; AMGX199818;  
AMGX199820; AMGX199823; AMGX199825; AMGX199835; AMGX199838; AMGX199839;  
AMGX199844; AMGX199846; AMGX199850; AMGX199852; AMGX199853; AMGX199854;  
AMGX199855; AMGX199856; AMGX199865; AMGX199867; AMGX199869; AMGX199871;  
AMGX199872; AMGX199874; AMGX199875; AMGX199877; AMGX199885; AMGX199866;  
AMGX199887; AMGX199889; AMGX199890; AMGX199892; AMGX199895

Fifteen (15) Berwick & Thrall built railcars bearing car marks:

AMGX2585-2599 inclusive

Eight (8) Thrall built railcars bearing car marks:

AMGX2528-2535 inclusive

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: 6-28-13

Edward M. Luria  
Edward M. Luria