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December 27, 2013

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 27, 2013. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing and Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Simsmetal East LLC
110 5th Avenue # 7
New York, NY 10011

A description of the equipment covered by the Memorandum of Lease Agreement consists of 80 gondola cars numbered MLMX 318-397, inclusive and 11 gondola cars numbered MLMX 406, 409, 412, 414, 425, 426, 429, 439, 445, 453, and 458.

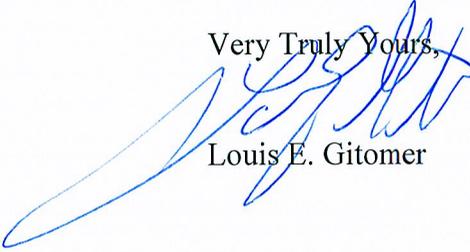
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A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and Simsmetal East LLC, 110 5th Avenue # 7, New York, NY 10011, covering 80 gondola cars numbered MLMX 318-397, inclusive and 11 gondola cars numbered MLMX 406, 409, 412, 414, 425, 426, 429, 439, 445, 453, and 458.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of December 27, 2013

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

Simsmetal East LLC,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2010, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 27, 2013 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Simsmetal East LLC, and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Master Lease Agreement No. 17403-99000 dated as of June 23, 2011 and Schedule No. 054 executed pursuant thereto dated as of December 16, 2013 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. 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 TO
MEMORANDUM OF LEASE
AGREEMENT DATED AS OF
DECEMBER 27, 2013

ELEVEN (11) 4,000 CUBIC FOOT CAPACITY STEEL BODY HIGH SIDE GONDOLA RAIL CARS WITH A FLAT BOTTOM,
AND A 46' 11" IL, 53' 1" EL, 10' 8" EW, 12' 8" EH WITH A 263,000 LBS. GROSS RAIL LOAD, AS FOLLOWS:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
GBRX95129	MLMX406
GBRX95132	MLMX409
GBRX95137	MLMX412
GBRX95139	MLMX414
GBRX95155	MLMX425
GBRX95156	MLMX426
GBRX95161	MLMX429
GBRX95185	MLMX439
GBRX95201	MLMX445
GBRX95214	MLMX453
GBRX95225	MLMX458

EIGHTY (80) 4,700 CUBIC FOOT CAPACITY STEEL BODY HIGH SIDE GONDOLA RAIL CARS WITH DEPRESSED
BOTTOM 48' IL, 53' 1" EL, 10' 8" EW, 12' 10" EH, RATED AT 268,000 LBS. GROSS RAIL LOAD, AS FOLLOWS:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
UNPX102600	MLMX318
UNPX102602	MLMX319
UNPX102604	MLMX320
UNPX102605	MLMX321
UNPX102607	MLMX322
UNPX102610	MLMX323
UNPX102616	MLMX324
UNPX102618	MLMX325
UNPX102621	MLMX326
UNPX102628	MLMX327
UNPX102640	MLMX328
UNPX102658	MLMX329
UNPX102659	MLMX330
UNPX102660	MLMX331
UNPX102662	MLMX332
UNPX102665	MLMX333
UNPX102666	MLMX334
UNPX102668	MLMX335
UNPX102683	MLMX336
UNPX102687	MLMX337
UNPX102690	MLMX338
UNPX102695	MLMX339
UNPX102698	MLMX340
UNPX102701	MLMX341
UNPX102704	MLMX342
UNPX102708	MLMX343
UNPX102715	MLMX344
UNPX102724	MLMX345
UNPX102727	MLMX346
UNPX102729	MLMX347
UNPX102741	MLMX348
UNPX102743	MLMX349
UNPX102752	MLMX350
UNPX102753	MLMX351
UNPX102754	MLMX352
UNPX102757	MLMX353

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AGREEMENT DATED AS OF
DECEMBER 27, 2013

UNPX102758	MLMX354
UNPX102765	MLMX355
UNPX102768	MLMX356
UNPX102781	MLMX357
UNPX102782	MLMX358
UNPX102783	MLMX359
UNPX102785	MLMX360
UNPX102787	MLMX361
UNPX102788	MLMX362
UNPX102794	MLMX363
UNPX102798	MLMX364
UNPX102799	MLMX365
UNPX102801	MLMX366
UNPX102805	MLMX367
UNPX102818	MLMX368
UNPX102837	MLMX369
UNPX102838	MLMX370
UNPX102845	MLMX371
UNPX102851	MLMX372
UNPX102853	MLMX373
UNPX102855	MLMX374
UNPX102856	MLMX375
UNPX102860	MLMX376
UNPX102861	MLMX377
UNPX102870	MLMX378
UNPX102871	MLMX379
UNPX102879	MLMX380
UNPX102882	MLMX381
UNPX102896	MLMX382
UNPX102897	MLMX383
UNPX102902	MLMX384
UNPX102905	MLMX385
UNPX102918	MLMX386
UNPX102920	MLMX387
UNPX102930	MLMX388
UNPX102931	MLMX389
UNPX102933	MLMX390
UNPX102934	MLMX391
UNPX102938	MLMX392
UNPX102957	MLMX393
UNPX102880	MLMX394
UNPX102795	MLMX395
UNPX102830	MLMX396
UNPX102839	MLMX397