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August 26, 2014

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 August 26, 2014. 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
One Financial Plaza
Providence, RI 02903

Lessee:

Covanta 4Recovery, L.P.
445 South Street
Morristown, NJ 07960

A description of the equipment covered by the Memorandum of Lease Agreement consists of 103 intermodal railroad cars numbered COVX 60001-60011, inclusive, 60014, 60018-60022, inclusive, 60024, 60068, 60072, 60075, 60077, 60078, 60084, 60085, 60089-60110, inclusive, 60112-60118, inclusive, 60120, 60121, 60122, 60124, 60131, 60175, 60182, 60183, 60184, 60193, 60200, 60202-60205, inclusive, 60207-60224, inclusive, 60226-60238, inclusive, 60240, 60241, and 60243.

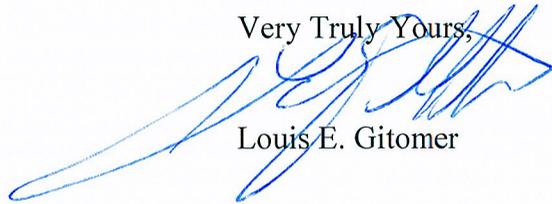
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

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, One Financial Plaza, Providence, RI 02903, and Covanta 4Recovery, L.P., 445 South Street, Morristown, NJ 07960, covering 103 intermodal railroad cars numbered COVX 60001-60011, inclusive, 60014, 60018-60022, inclusive, 60024, 60068, 60072, 60075, 60077, 60078, 60084, 60085, 60089-60110, inclusive, 60112-60118, inclusive, 60120, 60121, 60122, 60124, 60131, 60175, 60182, 60183, 60184, 60193, 60200, 60202-60205, inclusive, 60207-60224, inclusive, 60226-60238, inclusive, 60240, 60241, and 60243.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of August ~~20~~, 2014

between

COVANTA 4RECOVERY, L.P.,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on August __, 2014 at ____: ____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 26, 2014, by and between COVANTA 4RECOVERY, L.P. ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Schedule No. 006 dated as of August 26, 2014 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Master Lease Agreement No. 27142-90000 dated as of August 8, 2014 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

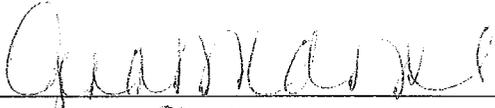
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains a grant of security interest by Lessee in favor of Lessor in the Railcars and certain other collateral described therein.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: Gina M. Cabral
Title: Vice President

COVANTA 4RECOVERY, L.P.

By: Covanta 4Recovery, LLC, its General Partner

By: _____

Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name:

Title:

COVANTA 4RECOVERY, L.P.

By: Covanta 4Recovery^I, LLC, its General Partner

By: 



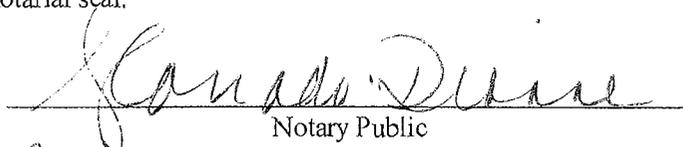
Name: Bradford J. Helgeson

Title: EVP + CFO

STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

I HEREBY CERTIFY, that on this _____ day of _____, 2014, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Cara McCadrai, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.


Notary Public

My commission expires: 2.28.18.

LUCILLE CORRADO DIONNE
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES FEB. 28, 2018

STATE OF New Jersey)
) ss.
COUNTY OF PASSAIC)

I HEREBY CERTIFY, that on this 14 day of August, 2014, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared BRADFORD S. Helgeson, who acknowledged himself to be the EVP & CFO of Covanta 4Recovery LLC, the General Partner of COVANTA 4RECOVERY, L.P., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized EVP & CFO of said General Partner of Covanta 4Recovery, L.P.

AS WITNESS my hand and notarial seal.

Constance Jean Wilson
Notary Public

My commission expires: April 19, 2016.

Constance Jean Wilson
Notary Public Of New Jersey
ID # 2274307
My Commission Expires
April 19, 2016

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Asset Mark	Unit Type	AAR Code
COVX 60001	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60002	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60003	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60004	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60005	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60006	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60007	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60008	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60009	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60010	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60011	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60014	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60018	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60019	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60020	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60021	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60022	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60024	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60068	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60072	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60075	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60077	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60078	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60084	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60085	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60089	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60090	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60091	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60092	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60093	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60094	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60095	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60096	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028
COVX 60097	110 ton, 83'-7" Municipal Solid Waste Container on Flat Car	Class: LP / Type: L028

