

LAW OFFICES OF
LOUIS E. GITOMER, LLC

RECORDATION NO. 32223
FILED JUNE 13, 2016 3:03 PM
SURFACE TRANSPORTATION BOARD

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June 13, 2016

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 May 18, 2016. 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 & Capital, LLC
One Financial Plaza
Providence, RI 02903

Lessee:

Tunnel Hill Reclamation LLC, Tunnel Hill Partners, LP, TH Collections – OH LLC, TH Collections – OH Inc., FGW, LLC, New Baltimore, LLC, Environmental Transload Services LLC, One World Recycling, LLC, Coastal Distribution, LLC, Coastal Distribution of Paterson, LLC, Hazleton Creek Properties, LLC, TH Massachusetts Holdings LLC, TH Sunny Farms Holdings LLC, Champion City Recovery, LLC, Boxer Realty Redevelopment, LLC, New Amsterdam & Seneca Railroad Company, LLC, Sunny Farms Landfill LLC, Tunnel Hill Northeast LLC, TH-CC LLC, TH-CC Operating Holdings LLC, TH-CC Merger Sub Inc., TH-CC Asset Holdings LLC, Tunnel Hill Ash LLC, City Hauling LLC, B&S Carting Co., Inc., City Carting & Recycling, Inc., City Carting Northeast Inc., City Carting, Inc., City Recycling, Inc., Somers Sanitation LLC, Somers Sanitation, Inc., Waste Conversion Technologies, Inc.
390 North Broadway Suite 220
Jericho, NY 11753

Ms. Cynthia T. Brown

June 13, 2016

Page 2

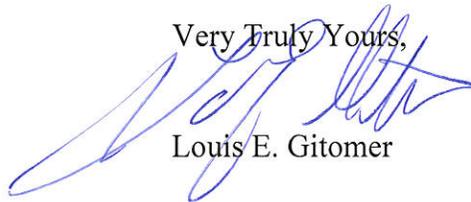
A description of the equipment covered by the Memorandum of Lease Agreement consists of 66 gondola cars numbered CDEX 16122-16187, inclusive.

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@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, One Financial Plaza, Providence, RI 02903, and Tunnel Hill Reclamation LLC, Tunnel Hill Partners, LP, TH Collections – OH LLC, TH Collections – OH Inc., FGW, LLC, New Baltimore, LLC, Environmental Transload Services LLC, One World Recycling, LLC, Coastal Distribution, LLC, Coastal Distribution of Paterson, LLC, Hazleton Creek Properties, LLC, TH Massachusetts Holdings LLC, TH Sunny Farms Holdings LLC, Champion City Recovery, LLC, Boxer Realty Redevelopment, LLC, New Amsterdam & Seneca Railroad Company, LLC, Sunny Farms Landfill LLC, Tunnel Hill Northeast LLC, TH-CC LLC, TH-CC Operating Holdings LLC, TH-CC Merger Sub Inc., TH-CC Asset Holdings LLC, Tunnel Hill Ash LLC, City Hauling LLC, B&S Carting Co., Inc., City Carting & Recycling, Inc., City Carting Northeast Inc., City Carting, Inc., City Recycling, Inc., Somers Sanitation LLC, Somers Sanitation, Inc., Waste Conversion Technologies, Inc., 390 North Broadway Suite 220, Jericho, NY 11753, covering 66 gondola cars numbered CDEX 16122-16187, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of May 18, 2016

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor and

Tunnell Hill Reclamation LLC,
Tunnel Hill Partners, LP
TH Collections - OH LLC
TH Collections - OH Inc.
FGW, LLC
New Baltimore, LLC
Environmental Transload Services LLC
One World Recycling, LLC
Coastal Distribution, LLC
Coastal Distribution of Paterson, LLC
Hazleton Creek Properties, LLC
TH Massachusetts Holdings LLC
TH Sunny Farms Holdings LLC
Champion City Recovery, LLC
Boxer Realty Redevelopment, LLC
New Amsterdam & Seneca Railroad Company, LLC
Sunny Farms Landfill LLC
Tunnel Hill Northeast LLC
TH-CC LLC
TH-CC Operating Holdings LLC
TH-CC Merger Sub Inc.
TH-CC Asset Holdings LLC
Tunnel Hill Ash LLC
City Hauling LLC
B&S Carting Co., Inc.
City Carting & Recycling, Inc.
City Carting Northeast Inc.
City Carting, Inc.
City Recycling, Inc.
Somers Sanitation LLC
Somers Sanitation, Inc.
Waste Conversion Technologies, Inc.

as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2016, at ____:____ __.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of May 18, 2016 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Tunnell Hill Reclamation LLC and the other entities on the following page that are parties to the Lease Agreement (as defined below) and are signatories to this Memorandum, and its successors and permitted assigns ("Collectively, Lessee").

WITNESSETH

1. Pursuant to a Rail Equipment Net Leasing Agreement No. 31305-90000 dated as of May 18, 2016 and Schedule No. 001 executed pursuant thereto dated as of May 18, 2016 (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 May 18, 2016

Curr Mark	Curr Mark
CDEX 16122	CDEX 16162
CDEX 16123	CDEX 16163
CDEX 16124	CDEX 16164
CDEX 16125	CDEX 16165
CDEX 16126	CDEX 16166
CDEX 16127	CDEX 16167
CDEX 16128	CDEX 16168
CDEX 16129	CDEX 16169
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