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August 27, 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 27, 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:

TD Equipment Finance, Inc.
2059 Springdale Road
Cherry Hill, NJ 08003

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 138 intermodal railroad cars numbered COVX 60012, 60013, 60015, 60016, 60017, 60023, 60025-60067, inclusive, 60069, 60070, 60071, 60073, 60074, 60076, 60079-60083, inclusive, 60086, 60087, 60088, 60151, 60160, 60162-60165, inclusive, 60167-60174, inclusive, 60176-60181, inclusive, 60185-60192, inclusive, 60194-60199, inclusive, 60201, 60206, 60225, 60239, 60242, 60244-60279, inclusive.

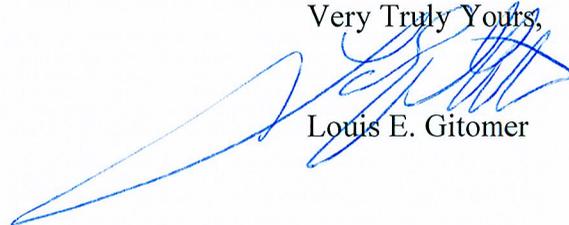
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between TD Equipment Finance, Inc., 2059 Springdale Road, Cherry Hill, NJ 08003, and Covanta 4Recovery, L.P., 445 South Street, Morristown, NJ 07960, covering 138 intermodal railroad cars numbered COVX 60012, 60013, 60015, 60016, 60017, 60023, 60025-60067, inclusive, 60069, 60070, 60071, 60073, 60074, 60076, 60079-60083, inclusive, 60086, 60087, 60088, 60151, 60160, 60162-60165, inclusive, 60167-60174, inclusive, 60176-60181, inclusive, 60185-60192, inclusive, 60194-60199, inclusive, 60201, 60206, 60225, 60239, 60242, 60244-60279, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of August 27 2014

between

COVANTA 4RECOVERY, L.P.,
as Lessee

and

TD EQUIPMENT FINANCE, INC.
as Lessor

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

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

MEMORANDUM OF LEASE AGREEMENT

27, 2014, by and between COVANTA 4RECOVERY, L.P. ("Lessee") and TD EQUIPMENT FINANCE, INC. ("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. 005 dated as of August 27, 2014 (the "Schedule") between Lessor and Lessee. The Schedule incorporates by reference the terms and conditions of that certain Master Lease Agreement No. 27142-90000 dated as of August 8, 2014 (as amended, the "Master Agreement") between Lessee and Banc of America Leasing & Capital, LLC ("BALC"). BALC has assigned to Lessor, all of BALC's rights, title and interest under the Master Agreement (to the extent related to the Schedule and Railcars) including, without limitation, the right for Lessor to directly enter into the Schedule with Lessee and acquire the Railcars for lease to Lessee. The Schedule and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein as, the "Lease".

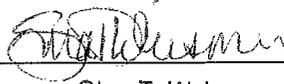
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains a grant of security interest by Lessee in favor of Lessor in the Railcars and certain other collateral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

TD EQUIPMENT FINANCE, INC.

By: 
Name: Gina T. Weismann
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.

TD EQUIPMENT FINANCE, INC.

By: _____
Name:
Title:

COVANTA 4RECOVERY, L.P.

By: Covanta 4Recovery, LLC, its General partner
By: _____
Name: *JAMES KELLY*
Title: *VP + TREASURER*

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

I HEREBY CERTIFY, that on this 19th day of August, 2014, before me, the undersigned, a Notary Public of the State of NJ, personally appeared David T. Williams, who acknowledged himself to be the Vice President of TD EQUIPMENT FINANCE, INC., 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.

Marguerite L. Haswell
Notary Public

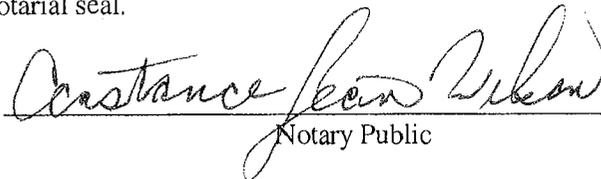
My commission expires: _____.

MARGUERITE L. HASWELL
NOTARY PUBLIC
STATE OF NEW JERSEY
MY COMMISSION EXPIRES JANUARY 13, 2016

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

I HEREBY CERTIFY, that on this 8 day of August, 2014, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared James Reilly, who acknowledged himself to be the VP & TREASURER 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 VP & TREASURER of said General Partner of Covanta 4Recovery, L.P.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: _____.

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

| <u>Asset Mark</u> | <u>Unit Type</u> | <u>AAR Code</u> |
|-------------------|---|------------------------|
| COVX 60012 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60013 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60015 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60016 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60017 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60023 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60025 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60026 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60027 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60028 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60029 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60030 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60031 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60032 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60033 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60034 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60035 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60036 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60037 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60038 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60039 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60040 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60041 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60042 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60043 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60044 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60045 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60046 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60047 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60048 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60049 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60050 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60051 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60052 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |

| | | |
|------------|---|------------------------|
| COVX 60258 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60259 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60260 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60261 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60262 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60263 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60264 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60265 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60266 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60267 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60268 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60269 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60270 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60271 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60272 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60273 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60274 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60275 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60276 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60277 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60278 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |
| COVX 60279 | 110 ton, 83'-7" Municipal Solid Waste Container on Flat Car | Class: LP / Type: L028 |