

PERETORE & PERETORE

A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW

FRANK PERETORE*
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SERVICE BY FAX OR ELECTRONIC
COMMUNICATION NOT ACCEPTED

REPLY TO NEW JERSEY
NEW YORK OFFICE
136 WOODBURY ROAD, SUITE L-2
WOODBURY, N.Y. 11797
(516) 200-8484

*NEW JERSEY & NEW YORK BARS

June 29, 2016

Recordations Unit
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

Dear Sir/Madam:

On behalf of Signature Bank, N.A., I am enclosing for recordation an original and one copy of a signed Memorandum of Lease dated June 28, 2016, a primary document under 49 U.S.C. Section 11301(a) and the Board's recordation regulations at 49 CFR 1177.

The parties to this transaction are as follows:

Lessor
Signature Bank, N.A.
225 Broadhollow Road, Suite 132W
Melville, New York 11747

Lessee
Tunnel Hill Reclamation, LLC
390 North Broadway, Suite 220
Jericho, New York 11753-2110

A description of the equipment covered by the document is set forth in Schedule A to the Memorandum, and is as follows:

Thirty-two (32) 6400 cubic foot gondola cars bearing markings CDEX 16066-CDEX 16097 inclusive.

A short summary of the document to appear in the index follows: Master Lease Agreement and Equipment Schedule between Signature Financial LLC and Tunnel Hill Partners, LP dated June 28, 2016 2016 and covering Thirty-two (32) 6400 cubic foot gondola cars bearing markings CDEX 16066-CDEX 16097 inclusive.

I am enclosing a check payable to the STB for \$43.00 to cover the recordation fee. Please date stamp and return to our messenger one copy of this transmittal letter and Memorandum.

Very truly yours,

Frank Peretore

FP:mm

Enclosure

cc: Client (via email)

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June 29, 2016

VIA EMAIL AND FEDERAL EXPRESS OVERNIGHT

John Heffner, Esq.
Strasburger & Price, LLP
1025 Connecticut Avenue, N.W., Suite 717,
Washington, D.C. 20036

Re: Tunnel Hill Partners, LP

Dear John:

Enclosed for filing and recordation is an original executed copy of the Memorandum of Lease Agreement and Equipment Schedule, dated June 28, 2016 between Signature Financial LLC, as Lessor, and Tunnel Hill Partners, LP as Lessee. Additionally, enclosed please find a letter to the Surface Transportation Board as well as check made payable to the Surface Transportation Board for the \$43.00 filing fee.

Please note as of tomorrow I am merging my firm with Chiesa Shahinian & Giantomasi PC. Accordingly, kindly return a file-stamped copy of the Memorandum to my attention at Chiesa Shahinian & Giantomasi PC, One Boland Drive, West Orange, New Jersey 07052.

Thank you.

Very truly yours,

Frank Peretore

FP:mm

Enclosure

cc: Client (via email)

MEMORANDUM OF MASTER LEASE AGREEMENT AND EQUIPMENT SCHEDULE made and entered into on June 28, 2016 by and between Signature Financial LLC, a Limited Liability Company ("Lessor") and Tunnel Hill Partners, LP, a New York Limited Partnership ("Lessee") (this "Memo").

WITNESSETH:

The undersigned have entered into that certain Master Lease Agreement and Equipment Schedule Number 01 (the "Lease Agreement"), dated on or about June 28 2016 whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars bearing numbers as listed on Schedule A attached hereto, subject to the term defined in said Lease Agreement.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

Signature Financial LLC

By: Michelle Hoffman
Name Title
Michelle Hoffman
Senior Documentation Officer

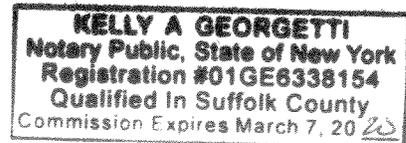
STATE OF NEW YORK
COUNTY OF SUFFOLK

On this 28th day of June, 2016 before me personally appeared Michelle Hoffman to me personally known, who being by me duly sworn, says that (s)he is the Senior Documentation Officer of Signature Financial LLC, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Kelly A. Georgetti
Signature of Notary Public

My Commission expires March 7, 2020



I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

Tunnel Hill Partners, LP

By: X *William W. Gay*
Print Name/Title:
William W. Gay CEO

STATE OF NEW YORK
COUNTY OF Nassau

On this 13th day of June, 2016 before me personally appeared William W. Gay to me personally known, who being by me duly sworn, says that (s)he is the Chief Executive Officer of Tunnel Hill Partners LP, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

|| *Kathleen A. Ellis*
Signature of Notary Public
My Commission expires June 09, 2018

KATHLEEN A. ELLIS
NOTARY PUBLIC-STATE OF NEW YORK
No. 01EL6305405
Qualified in Suffolk County
My Commission Expires June 09, 2018

Equipment Schedule "A"

The following description of property supplements, and is part of Master Lease Agreement dated 6/13/16 and Equipment Schedule No. 01 dated 6/13/16 between the undersigned Lessee and Signature Financial LLC and may be attached to said Master Lease Agreement and Equipment Schedule No. 01, and any related UCC Financing Statements, Delivery Certificates, Insurance Certificates, and any other documentation describing the property.

Equipment Description:

Thirty Two (32) National Steel Car Limited, 64'0" I.L. (6400 CU. FT.) Gondola Cars

Mark/Numbers:

CDEX 16066	CDEX 16067	CDEX16068	CDEX16069
CDEX 16070	CDEX 16071	CDEX 16072	CDEX 16073
CDEX 16074	CDEX 16075	CDEX 16076	CDEX 16077
CDEX 16078	CDEX 16079	CDEX 16080	CDEX 16081
CDEX 16082	CDEX 16083	CDEX 16084	CDEX 16085
CDEX 16086	CDEX 16087	CDEX 16088	CDEX 16089
CDEX 16090	CDEX 16091	CDEX 16092	CDEX 16093
CDEX 16094	CDEX 16095	CDEX 16096	CDEX 16097

together with all present and future attachments, accessories, additions, accessions, parts, supplies, and any replacements thereof, installed in, affixed to, or used in connection with said property

Tunnel Hill Partners, LP

x William W. Gay

Name/ Title William W. Gay CEO

Date 6/13/16