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October 17, 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 efilng 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 October 8, 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  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Lessees:

Heritage Environmental Services, LLC  
Heritage Transport, LLC  
7901 W. Morris St.  
Indianapolis, IN 46231-1366

A description of the equipment covered by the Memorandum of Lease Agreement consists of 20 flat cars numbered ESCX 1-20, inclusive.

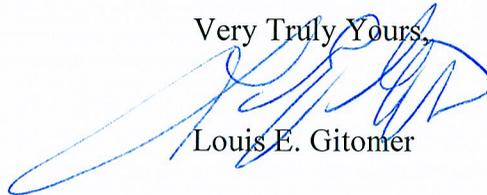
Ms. Cynthia T. Brown  
October 17, 2014  
Page 2

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 and Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Heritage Environmental Services, LLC and Heritage Transport, LLC, 7901 W. Morris St., Indianapolis, IN 46231-1366, covering 20 flat cars numbered ESCX 1-20, inclusive.

Very Truly Yours,

A handwritten signature in blue ink, appearing to read 'L. Gitomer', is written over the typed name 'Louis E. Gitomer'.

Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of October 8, 2014

by and among

HERITAGE ENVIRONMENTAL SERVICES, LLC  
and  
HERITAGE TRANSPORT, LLC

jointly, severally and collectively, as Lessee,  
and

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on \_\_\_\_\_, 2014 at \_\_:\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 8, 2014, by and among BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and HERITAGE ENVIRONMENTAL SERVICES, LLC and HERITAGE TRANSPORT, LLC (jointly, severally and collectively, "Lessee"), with reference to the following:

1. 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").

All of such Units are more fully described in that certain Master Lease Agreement dated as of July 23, 2008, and Schedule No. 062 thereto and incorporating the terms thereof, dated as of October 8, 2014, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**EXHIBIT "A"**  
**TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

AAR Mechanical Designation	LF
AAR Car Type Code	L006
Quantity	20
AAR Equipment Diagram	Plate B
Builder	Berwick, Johnstown
Date Built	1993
Nominal Capacity, Tons	158
Gross Rail Load	386,000 lbs
Brake Valve Type	ABD/ADBX
Empty/ Load Device Equipped	Yes
Length Over Strikers	88' 4"
Extreme Width	9' - 4"
Extreme Height	4' - 7"
End of Car Cushion	Keystone E106B
Truck Type	Ride Control SS

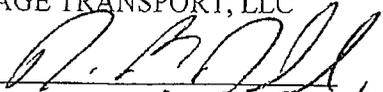
**Car Reporting Marks and Car Numbers**

ESCX 1  
ESCX 2  
ESCX 3  
ESCX 4  
ESCX 5  
ESCX 6  
ESCX 7  
ESCX 8  
ESCX 9  
ESCX 10  
ESCX 11  
ESCX 12  
ESCX 13  
ESCX 14  
ESCX 15  
ESCX 16  
ESCX 17  
ESCX 18  
ESCX 19  
ESCX 20



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

HERITAGE TRANSPORT, LLC

By: 

Name: DEAN R. DESANTIS

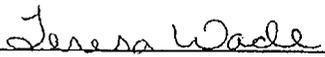
Title: President

STATE OF Indiana )

) ss.:

COUNTY OF Marion )

On this 14 day of October, 2014, before me the subscriber personally appeared Dean DeSantis, who being by me duly sworn, did depose and say: that (s)he is the President of Heritage Transport the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

  
NOTARY PUBLIC

My Commission Expires: 3 Dec 2014

Hendricks County

