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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

May 6, 2015

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of as Amendment to Memorandum of Lease Agreement, dated as of April 29, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 31347.

The names and addresses of the parties to the enclosed document are:

| | |
|---------|---|
| Lessor: | TD Equipment Finance, Inc. 2059 Springdale Road Cherry Hill, NJ 08003 |
| Lessee: | Covanta Sustainable Solutions, LLC (f/k/a Covanta 4Recovery, L.P.) 455 South Street Morristown, NJ 07960 |

Chief
Section of Administration
May 6, 2015
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A description of the railroad equipment covered by the enclosed document is:

There is no change to the equipment associated with this filing.

A short summary of the document to appear in the index is:

Amendment to Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

**AMENDMENT TO MEMORANDUM OF LEASE
AGREEMENT**

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT, dated April 29, 2015, between TD EQUIPMENT FINANCE, INC. (the "**Lessor**"), and COVANTA SUSTAINABLE SOLUTIONS, LLC (formerly known as Covanta 4Recovery, L.P. (the "**Lessee**").

WHEREAS, the Lessor and the Lessee have entered into that certain Amendment 1, dated February 10, 2015 (the "**Amendment**") to Master Lease Agreement No. 27142-90000, dated August 8, 2014 (the "**Master Lease**"), pursuant to which the Lease was amended to reflect that the lessee thereunder is Covanta Sustainable Solutions, LLC, successor to Covanta 4Recovery, L.P.; and

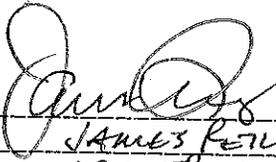
WHEREAS, a Memorandum of Lease Agreement, dated August 27, 2014, between Lessor and Lessee, relating to the Master Lease and Schedule No. 005, dated August 27, 2014 was recorded with the Surface Transportation Board (the "**STB**") on August 27, 2014 as document number 31347;

NOW THEREFORE, this Amendment is being recorded to correct the record of the STB to reflect the change in the name of the Lessee to COVANTA SUSTAINABLE SOLUTIONS, LLC.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

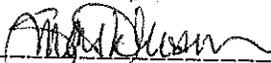
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury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

COVANTA SUSTAINABLE SOLUTIONS, LLC

By: 
Name: JAMES KELLY
Title: V.P. + TREASURER

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

TD EQUIPMENT FINANCE, INC.

By: 
Name: Gina T. Weismann
Title: Vice President

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: May 6, 2015

Edward M. Luria

Edward M. Luria