

LAW OFFICES OF
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May 7, 2015

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 an Amendment to Memorandum of Lease Agreement, a secondary document, dated as of May 1, 2015, which changes the name of the lessee from Covanta 4Recovery, L.P. to Covanta Sustainable Solutions, LLC. The primary document to which this is connected is recorded under Recordation No. 31343. We request that this document be recorded under Recordation No. 31343-A.

The names and addresses of the parties to the Amendment to Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing and Capital, LLC
One Financial Plaza
Providence, RI 02903

Lessee:

Covanta Sustainable Solutions, LLC
445 South Street
Morristown, NJ 07960

A description of the equipment covered by the Amendment to Memorandum of Lease Agreement consists of 103 intermodal railroad cars numbered COVX 60001-60011, inclusive, 60014, 60018-60022, inclusive, 60024, 60068, 60072, 60075, 60077, 60078, 60084, 60085, 60089-60110, inclusive, 60112-60118, inclusive, 60120, 60121, 60122, 60124, 60131, 60175, 60182, 60183, 60184, 60193, 60200, 60202-60205, inclusive, 60207-60224, inclusive, 60226-60238, inclusive, 60240, 60241, and 60243.

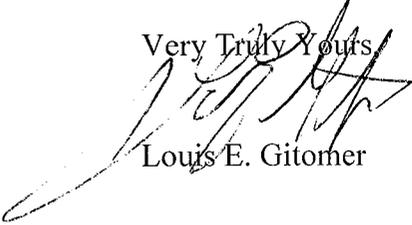
Ms. Cynthia T. Brown
May 7, 2015
Page 2

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

Louis E. Gitomer
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Towson, MD 21204
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A short summary of the document to appear in the index follows: an Amendment to Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, One Financial Plaza, Providence, RI 02903, and Covanta Sustainable Solutions, LLC, 445 South Street, Morristown, NJ 07960, covering 103 intermodal railroad cars numbered COVX 60001-60011, inclusive, 60014, 60018-60022, inclusive, 60024, 60068, 60072, 60075, 60077, 60078, 60084, 60085, 60089-60110, inclusive, 60112-60118, inclusive, 60120, 60121, 60122, 60124, 60131, 60175, 60182, 60183, 60184, 60193, 60200, 60202-60205, inclusive, 60207-60224, inclusive, 60226-60238, inclusive, 60240, 60241, and 60243.

Very Truly Yours



Louis E. Gitomer

Enclosure

**AMENDMENT TO MEMORANDUM OF LEASE
AGREEMENT**

AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT, dated May 1, 2015, between BANC OF AMERICA LEASING & CAPITAL, LLC (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 26, 2014, between Lessor and Lessee, relating to the Master Lease and Schedule No. 006, dated August 26, 2014 was recorded with the Surface Transportation Board (the "**STB**") on August 26, 2014 as document number 31343;

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: [Signature]
Name: Russell [Signature]
Title: V.P. - President

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.

BANC OF AMERICA LEASING & CAPITAL, LLC By:
Name: [Signature]
Title: Gina M. Cabral
Vice President