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

July 10, 2014

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment and Joinder, dated as of June 12, 2104, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Second Lien Guarantee and Collateral Agreement previously filed under Recordation Number 29517.

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

Administrative

Agent: Guggenheim Corporate Funding, LLC
135 East 57th Street, 6th Floor
New York, NY 10022

Grantors:

ENVIROSOLUTIONS HOLDINGS, INC.
ENVIROSOLUTIONS, INC.
ENVIROSOLUTIONS REAL PROPERTY
HOLDINGS, INC.
POTOMAC DISPOSAL SERVICES OF VIRGINIA
REAL PROPERTY HOLDINGS, LLC
FURNACE ASSOCIATES, INC.
CAPELS LANDFILL, LLC
BR LANDFILL, LLC
RIVER CITIES DISPOSAL, LLC
BIG RUN COAL AND CLAY COMPANY, INC.

ASHLAND INVESMENTS, LLC
9304 D'ARCY, LLC
BR PROPERTY HOLDINGS, INC.
ADVANCED ENTERPRISES RECYCLING, INC.
AMERIWASTE, LLC
CURTIS CREEK RECOVERY SYSTEMS, INC.
DOREMUS AVE RECYCLING AND TRANSFER, L.L.C.
ENVIROSOLUTIONS LEASING, LLC
ENVIROSOLUTIONS LOGISTICS, LLC
ENVIROSOLUTIONS OF NEW YORK, LLC
ETW, LLC
POTOMAC DISPOSAL SERVICES OF VIRGINIA, LLC
SOLID WASTE TRANSFER AND RECYCLING, INC.,
STI ROLL-OFF, LLC
NEW JERSEY RAIL CARRIER LIMITED LIABILITY
CORPORATION
NEW JERSEY TRANSLOADING, LLC
SAJO TRANSPORT, INC.
c/o EnviroSolutions Holdings, Inc.
11220 Assett Loop, Suite 201
Manassas, VA 20109

A description of the railroad equipment covered by the enclosed document
is:

325 railcars within the series ESIX 100002 – ESIX 100552 as more
particularly set forth in the document.

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

Memorandum of Amendment and Joinder.

Also enclosed is a check in the amount of \$44.00 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

ROLLING STOCK

Memorandum for Recordation with the Surface Transportation Board under 49 U.S.C. § 11301

MEMORANDUM OF AMENDMENT AND JOINDER, dated as of June 12, 2014, to the SECOND LIEN GUARANTEE AND COLLATERAL AGREEMENT dated as of July 29, 2010, made by each of the signatories hereto (together with any other entity that may become a party thereto as provided herein, the "Grantors"), in favor of GUGGENHEIM CORPORATE FUNDING, LLC, as administrative agent (in such capacity, the "Administrative Agent") for the lenders from time to time party to the Amended and Restated Second Lien Credit Agreement, dated as of December 23, 2013 (the "Credit Agreement"), among ENVIROSOLUTIONS REAL PROPERTY HOLDINGS, INC., a Delaware corporation, POTOMAC DISPOSAL SERVICES OF VIRGINIA REAL PROPERTY HOLDINGS, LLC, a Virginia limited liability company, FURNACE ASSOCIATES, INC., a Virginia corporation, CAPELS LANDFILL, LLC, a Delaware limited liability company, BR LANDFILL, LLC, a Delaware limited liability company, RIVER CITIES DISPOSAL, LLC, a Kentucky limited liability company, BIG RUN COAL AND CLAY COMPANY, INC., a Kentucky corporation, ASHLAND INVESTMENTS, LLC, a Delaware limited liability company, 9304 D'ARCY LLC, a Maryland limited liability company, and BR PROPERTY HOLDINGS, INC., a Delaware corporation, as joint and several borrowers (each of the foregoing, a "Borrower" and, collectively, the "Borrowers"), ENVIROSOLUTIONS, INC., a Delaware corporation ("EnviroSolutions"), ENVIROSOLUTIONS HOLDINGS, INC., a Delaware corporation ("Holdings"), the lenders from time to time party thereto (the "Lenders") and the Administrative Agent.

1. Certain Grantors entered into that certain Second Lien Guarantee and Collateral Agreement, dated as of July 29, 2010 (hereinafter called the "Guarantee and Collateral Agreement") with Deutsche Bank Trust Company Americas (the "Prior Collateral Agent") whereby the Grantors party thereto granted to the Prior Collateral Agent a continuing security interest in all of its right, title and interest in the Rolling Stock (as defined therein).
2. The Prior Collateral Agent assigned to the Administrative Agent all of its rights, title and interest under the Guarantee and Collateral Agreement pursuant to that certain Assignment Agreement dated as of May 23, 2012, which was recorded with the Surface Transportation Board under 49 U.S.C. Section 11301, under Recordation No. 29517-C, covering the railcars and other rolling stock of the Grantors described therein.
3. New Jersey Rail Carrier Limited Liability Corporation entered into that certain Assumption Agreement, dated as of October 16, 2013 with the Administrative agent, joining and becoming a party to and Grantor under the Guarantee and Collateral Agreement.
4. New Jersey Transloading, LLC entered into that certain Assumption Agreement, dated as of October 16, 2013 with the Administrative Agent, joining and becoming a party to and Grantor under the Guarantee and Collateral Agreement.

5. Sajo Transport, Inc. entered into that certain Assumption Agreement, dated as of December 23, 2013 with the Administrative Agent, joining and becoming a party to and Grantor under the Guarantee and Collateral Agreement.
6. The Grantors entered into that certain Reaffirmation of Credit Documents, dated as of December 23, 2013, with the Administrative Agent, reaffirming the continuing security interest of the Administrative Agent in all of the Grantors' right, title and interest in the railroad equipment listed in Schedule A hereto, bearing the reporting marks of the Grantors shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.
7. The Grantors wish to show for the public record (a) the ownership of the said railroad equipment by the Administrative Agent, as collateral agent under the Guarantee and Collateral Agreement, as security for the obligations of the Grantors under the Credit Agreement, and (b) the leasehold interest of the Grantors in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.
8. This Memorandum of Amendment and Joinder is prepared for registration purposes and is not intended to amend the terms and conditions of the Guarantee and Collateral Agreement.

[Remainder of Page Intentionally Left Blank]

CREDIT PARTIES:

**ENVIROSOLUTIONS REAL PROPERTY HOLDINGS, INC.
POTOMAC DISPOSAL SERVICES OF VIRGINIA REAL
PROPERTY HOLDINGS, LLC
FURNACE ASSOCIATES, INC.
CAPELS LANDFILL, LLC
BR LANDFILL, LLC
RIVER CITIES DISPOSAL, LLC
BIG RUN COAL AND CLAY COMPANY, INC.
ASHLAND INVESTMENTS, LLC
9304 D'ARCY, LLC
BR PROPERTY HOLDINGS, INC.
ENVIROSOLUTIONS, INC.
ENVIROSOLUTIONS HOLDINGS, INC.
ADVANCED ENTERPRISES RECYCLING INC.
AMERIWASTE, LLC
CURTIS CREEK RECOVERY SYSTEMS, INC.
DOREMUS AVE RECYCLING AND
TRANSFER, L.L.C.
ENVIROSOLUTIONS LEASING, LLC
ENVIROSOLUTIONS LOGISTICS, LLC
ENVIROSOLUTIONS OF NEW YORK, LLC
ETW, LLC
POTOMAC DISPOSAL SERVICES OF
VIRGINIA, LLC
SOLID WASTE TRANSFER AND RECYCLING, INC.
STI ROLL OFF, LLC
NEW JERSEY RAIL CARRIER LIMITED LIABILITY
CORPORATION
NEW JERSEY TRANSLOADING, LLC
SAJO TRANSPORT, INC.**

By: _____
Name: **Charles B. Fromm**
Title: **Vice President**

Signature Page

Memorandum of Amendment and Joinder

STATE OF Virginia

COUNTY OF Prince William

TO WIT:

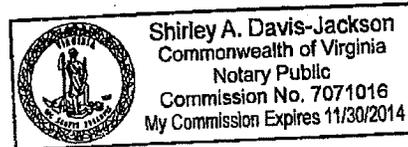
On this the 29th day of March, 2014, before me, Charles B. Kim, the undersigned officer, personally appeared _____, who acknowledged himself to be a J. cc. Board of Eastern Fed Bank, and that he, as such contained, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as a J. cc. President, was the free act and deed of said bank.

In witness hereof, I hereunto set my hand and official seal.

Shirley A. Davis-Jackson
_____, Notary Public

My Commission expires: 11/30/2014

[NOTARIAL SEAL]



ADMINISTRATIVE AGENT:

**GUGGENHEIM CORPORATE FUNDING,
LLC**

By: WRA
Name: William R. Hagner
Title: Attorney-in-Fact

STATE OF NEW YORK

COUNTY OF NEW YORK

TO WIT:

On this the 12 day of June, 2014, before me, Katherine Decker, the undersigned officer, personally appeared William Hagner who acknowledged himself to be a Attorney-in-Fact of Guggenheim Corporate Funding, LLC, and that he, as such contained, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as a Attorney-in-Fact, was the free act and deed of said bank.

In witness hereof, I hereunto set my hand and official seal.

Katherine K. Decker
Katherine Decker, Notary Public

My Commission expires: 11-4-2017

[NOTARIAL SEAL]

Katherine Kelly Decker
Notary Public, State of New York
Qualified in New York County
No- 01DE6282590
Commission Expires November 4, 2017

Signature Page

Memorandum of Amendment and Joinder

SCHEDULE A

See attached.

Schedule A

<u>Count</u>	<u>Mark</u>	<u>Car Number</u>	<u>Full Mark</u>	<u>Car Make</u>	<u>Car Year</u>	<u>Purchase Date</u>
1	ESIX	100002	ESIX100002	Woodchip	1974	10/24/2005
2	ESIX	100003	ESIX100003	Woodchip	1974	10/24/2005
3	ESIX	100004	ESIX100004	Woodchip	1974	10/24/2005
4	ESIX	100006	ESIX100006	Woodchip	1974	10/24/2005
5	ESIX	100008	ESIX100008	Woodchip	1974	10/24/2005
6	ESIX	100009	ESIX100009	Woodchip	1974	10/24/2005
7	ESIX	100010	ESIX100010	Woodchip	1974	10/24/2005
8	ESIX	100014	ESIX100014	Woodchip	1974	10/24/2005
9	ESIX	100017	ESIX100017	Woodchip	1974	10/24/2005
10	ESIX	100018	ESIX100018	Woodchip	1974	10/24/2005
11	ESIX	100019	ESIX100019	Woodchip	1974	10/24/2005
12	ESIX	100020	ESIX100020	Woodchip	1974	10/24/2005
13	ESIX	100023	ESIX100023	Woodchip	1974	10/24/2005
14	ESIX	100024	ESIX100024	Woodchip	1974	10/24/2005
15	ESIX	100025	ESIX100025	Woodchip	1974	10/24/2005
16	ESIX	100027	ESIX100027	Woodchip	1974	10/24/2005
17	ESIX	100028	ESIX100028	Woodchip	1974	10/24/2005
18	ESIX	100031	ESIX100031	Woodchip	1974	10/24/2005
19	ESIX	100033	ESIX100033	Woodchip	1974	10/24/2005
20	ESIX	100034	ESIX100034	Woodchip	1974	10/24/2005
21	ESIX	100035	ESIX100035	Woodchip	1974	10/24/2005
22	ESIX	100036	ESIX100036	Woodchip	1974	10/24/2005
23	ESIX	100038	ESIX100038	Woodchip	1974	10/24/2005
24	ESIX	100040	ESIX100040	Woodchip	1974	10/24/2005
25	ESIX	100041	ESIX100041	Woodchip	1974	10/24/2005
26	ESIX	100044	ESIX100044	Woodchip	1974	10/24/2005
27	ESIX	100045	ESIX100045	Woodchip	1974	10/24/2005
28	ESIX	100046	ESIX100046	Woodchip	1974	10/24/2005
29	ESIX	100049	ESIX100049	Woodchip	1974	10/24/2005
30	ESIX	100050	ESIX100050	Woodchip	1974	10/24/2005
31	ESIX	100060	ESIX100060	Ortner	1979	12/31/2005
32	ESIX	100062	ESIX100062	Ortner	1979	12/31/2005
33	ESIX	100063	ESIX100063	Ortner	1979	12/31/2005
34	ESIX	100064	ESIX100064	Ortner	1979	12/31/2005
35	ESIX	100065	ESIX100065	Ortner	1979	12/31/2005
36	ESIX	100066	ESIX100066	Ortner	1979	12/31/2005
37	ESIX	100067	ESIX100067	Ortner	1979	12/31/2005
38	ESIX	100068	ESIX100068	Ortner	1979	12/31/2005
39	ESIX	100069	ESIX100069	Ortner	1979	12/31/2005
40	ESIX	100070	ESIX100070	Ortner	1979	12/31/2005
41	ESIX	100071	ESIX100071	Ortner	1979	12/31/2005
42	ESIX	100072	ESIX100072	Ortner	1979	12/31/2005
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203	ESIX	100269	ESIX100269	Darby	1975	1/31/2006
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233	ESIX	100311	ESIX100311	Darby	1975	1/31/2006
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272	ESIX	100457	ESIX100457	Darby	1973	1/31/2006
273	ESIX	100500	ESIX100500	Hawker Siddeley	1971	7/1/2013
274	ESIX	100501	ESIX100501	Hawker Siddeley	1971	7/1/2013
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286	ESIX	100513	ESIX100513	Hawker Siddeley	1971	7/1/2013
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296	ESIX	100523	ESIX100523	Hawker Siddeley	1971	7/1/2013
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303	ESIX	100530	ESIX100530	Marine Industries	1974	11/8/2013
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322	ESIX	100549	ESIX100549	Marine Industries	1974	11/8/2013
323	ESIX	100550	ESIX100550	Hawker Siddeley	1972	11/8/2013
324	ESIX	100551	ESIX100551	Hawker Siddeley	1972	11/8/2013
325	ESIX	100552	ESIX100552	Hawker Siddeley	1972	11/8/2013

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: 7/10/14

Edward M Luria
Edward M. Luria