

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC**

RECORDATION NO. 32243  
FILED JUNE 30, 2016 1:57 PM  
SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER  
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June 30, 2016

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 a Memorandum of Lease Agreement, a primary document, dated as of June 28, 2016. 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 & Capital, LLC  
One Financial Plaza  
Providence, RI 02903

Lessee:

Tunnell Hill Reclamation LLC, Tunnel Hill Partners, LP, TH Collections – OH LLC, TH Collections – OH Inc., FGW, LLC, New Baltimore, LLC, Environmental Transload Services LLC, One World Recycling, LLC, Coastal Distribution, LLC, Coastal Distribution of Paterson, LLC, Hazleton Creek Properties, LLC, TH Massachusetts Holdings LLC, TH Sunny Farms Holdings LLC, Champion City Recovery, LLC, Boxer Realty Redevelopment, LLC, New Amsterdam & Seneca Railroad Company, LLC, Sunny Farms Landfill LLC, Tunnel Hill Northeast LLC, TH-CC LLC, TH-CC Operating Holdings LLC, TH-CC Merger Sub Inc., TH-CC Asset Holdings LLC, Tunnel Hill Ash LLC, City Hauling LLC, B&S Carting Co., Inc., City Carting & Recycling, Inc., City Carting Northeast Inc., City Carting, Inc., City Recycling, Inc., Somers Sanitation LLC, Somers Sanitation, Inc., Waste Conversion Technologies, Inc.  
390 North Broadway Suite 220  
Jericho, NY 11753

Ms. Cynthia T. Brown  
June 30, 2016  
Page 2

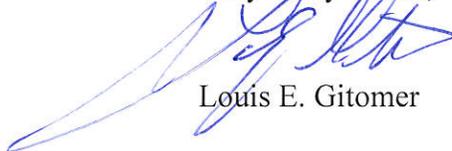
A description of the equipment covered by the Memorandum of Lease Agreement consists of 32 gondola cars numbered CDEX 16098-16121, inclusive, and 16188-16195, inclusive.

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 & Capital, LLC, One Financial Plaza, Providence, RI 02903, and Tunnell Hill Reclamation LLC, Tunnel Hill Partners, LP, TH Collections – OH LLC, TH Collections – OH Inc., FGW, LLC, New Baltimore, LLC, Environmental Transload Services LLC, One World Recycling, LLC, Coastal Distribution, LLC, Coastal Distribution of Paterson, LLC, Hazleton Creek Properties, LLC, TH Massachusetts Holdings LLC, TH Sunny Farms Holdings LLC, Champion City Recovery, LLC, Boxer Realty Redevelopment, LLC, New Amsterdam & Seneca Railroad Company, LLC, Sunny Farms Landfill LLC, Tunnel Hill Northeast LLC, TH-CC LLC, TH-CC Operating Holdings LLC, TH-CC Merger Sub Inc., TH-CC Asset Holdings LLC, Tunnel Hill Ash LLC, City Hauling LLC, B&S Carting Co., Inc., City Carting & Recycling, Inc., City Carting Northeast Inc., City Carting, Inc., City Recycling, Inc., Somers Sanitation LLC, Somers Sanitation, Inc., Waste Conversion Technologies, Inc., 390 North Broadway Suite 220, Jericho, NY 11753, covering 32 gondola cars numbered CDEX 16098-16121, inclusive, and 16188-16195, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

Dated as of June 28, 2016

between

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor and

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Tunnell Hill Reclamation LLC,  
Tunnel Hill Partners, LP  
TH Collections - OH LLC  
TH Collections - OH Inc.  
FGW, LLC  
New Baltimore, LLC  
Environmental Transload Services LLC  
One World Recycling, LLC  
Coastal Distribution, LLC  
Coastal Distribution of Paterson, LLC  
Hazleton Creek Properties, LLC  
TH Massachusetts Holdings LLC  
TH Sunny Farms Holdings LLC  
Champion City Recovery, LLC  
Boxer Realty Redevelopment, LLC  
New Amsterdam & Seneca Railroad Company, LLC  
Sunny Farms Landfill LLC  
Tunnel Hill Northeast LLC  
TH-CC LLC  
TH-CC Operating Holdings LLC  
TH-CC Merger Sub Inc.  
TH-CC Asset Holdings LLC  
Tunnel Hill Ash LLC  
City Hauling LLC  
B&S Carting Co., Inc.  
City Carting & Recycling, Inc.  
City Carting Northeast Inc.  
City Carting, Inc.  
City Recycling, Inc.  
Somers Sanitation LLC  
Somers Sanitation, Inc.  
Waste Conversion Technologies, Inc.

as Lessee

Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2016, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of June 28, 2016 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Tunnell Hill Reclamation LLC and the other entities on the following page that are parties to the Lease Agreement (as defined below) and are signatories to this Memorandum, and its successors and permitted assigns ("Collectively, Lessee").

### WITNESSETH

1. Pursuant to a Rail Equipment Net Leasing Agreement No. 31305-90000 dated as of May 18, 2016 and Schedule No. 002 executed pursuant thereto dated as of June 28, 2016 (collectively, the "Lease Agreement"), 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").

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.

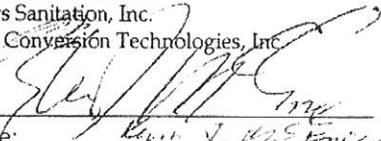
*[Signature page follows]*



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.

**Lessees:**

- Tunnel Hill Partners, LP
- Tunnell Hill Reclamation LLC
- TH Collections - OH LLC
- TH Collections - OH Inc.
- FGW, LLC
- New Baltimore, LLC
- Environmental Transload Services LLC
- One World Recycling, LLC
- Coastal Distribution, LLC
- Coastal Distribution of Paterson, LLC
- Hazleton Creek Properties, LLC
- TH Massachusetts Holdings LLC
- TH Sunny Farms Holdings LLC
- Champion City Recovery, LLC
- Boxer Realty Redevelopment, LLC
- New Amsterdam & Seneca Railroad Company, LLC
- Sunny Farms Landfill LLC
- Tunnel Hill Northeast LLC
- TH-CC LLC
- TH-CC Operating Holdings LLC
- TH-CC Merger Sub Inc.
- TH-CC Asset Holdings LLC
- Tunnel Hill Ash LLC
- City Hauling LLC
- B&S Carting Co., Inc.
- City Carting & Recycling, Inc.
- City Carting Northeast Inc.
- City Carting, Inc.
- City Recycling, Inc.
- Somers Sanitation LLC
- Somers Sanitation, Inc.
- Waste Conversion Technologies, Inc.

By:   
 Name: Kevin J. McEnery  
 Title: Chief Financial Officer

STATE OF New York )  
 ) ss.:  
 COUNTY OF Nassau )

On this 29<sup>th</sup> day of June, 2016, before me the subscriber personally appeared Kevin J. McEnery, who being by me duly sworn, did depose and say: that (s)he is the Chief Financial Officer of the Lessees 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: June 09, 2018

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

EXHIBIT A  
TO MEMORANDUM OF LEASE AGREEMENT  
DATED AS OF June 28, 2016

<b>Reporting Marks</b>
CDEX 16098
CDEX 16099
CDEX 16100
CDEX 16101
CDEX 16102
CDEX 16103
CDEX 16104
CDEX 16105
CDEX 16106
CDEX 16107
CDEX 16108
CDEX 16109
CDEX 16110
CDEX 16111
CDEX 16112
CDEX 16113
CDEX 16114
CDEX 16115
CDEX 16116
CDEX 16117
CDEX 16118
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