

RECORDATION NO. 28007 FILED

AUG 7 '09 -4 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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August 7, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of April 29, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor.	AIG Rail Services, Inc. 5700 Granite Parkway Plano, Texas 75024
Lessee:	Waste Management of New York, LLC 100 Ransier Drive West Seneca, NY 14224

Anne K. Quinlan, Esq
August 7, 2009
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A description of the railroad equipment covered by the enclosed document
is:

265 covered hopper railcars: USWX 40000 - USWX 40264.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41 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,

A handwritten signature in black ink, appearing to read "R. Alvord", followed by a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on April 29, 2009 by and between AIG Rail Services, Inc., a Delaware corporation (the "Lessor"), and Waste Management of New York, LLC, a Delaware limited liability company (the "Lessee")

WITNESSETH:

Lessor and Lessee are parties to that certain Master Railcar Lease Agreement (the "Lease Agreement"), dated as of March 3, 2009, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein

Lessor and Lessee have executed Rider No. 1 dated March 11, 2009 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor, certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned have caused this memorandum to be duly executed by its respective officers and is duly authorized as of the date hereof

AIG RAIL SERVICES, INC.

By: Jeffrey Wilkison
Name: Jeffrey Wilkison
Title: Vice President

Executed on this 11th day of July, 2009

WASTE MANGEMENT OF NEW YORK, LLC

By: Brett W. Frazier
Name: Brett Frazier
Title: President

Executed on this 11th day of July, 2009

APPROVED BY
[Signature] 7/8/09
WM Legal Department

[Memorandum of Lease Agreement]

STATE OF Texas)
) SS
COUNTY OF Collin)

On this, the 11th day of July 2009, before a Notary Public in an for said County and State, personally appeared Jeffrey Wilkison, who being by me duly sworn, says that he is the Vice President of AIG Rail Services, Inc., that said instrument was signed on July 11th, 2009 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Michelle Bruins
Name: Michelle Bruins
Notary Public

My Commission Expires:
Residing in September 15, 2010

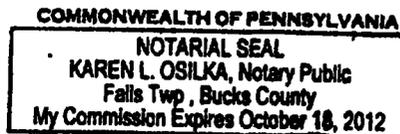
STATE OF Pennsylvania)
) SS.
COUNTY OF Bucks)

On this, the 11th day of July 2009, before a Notary Public in an for said County and State, personally appeared Brett Frazier, who being by me duly sworn, says that he/she is the President of Waste Management of New York, LLC, that said instrument was signed on July 11th, 2009 on behalf of said limited liability company as duly authorized, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

Karen L. Osilka
Name: Karen L. Osilka
Notary Public

My Commission Expires: Oct 18, 2012
Residing in Bucks County



[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	85 foot, bulk container flatcar
Quantity:	Two Hundred Sixty-Five (265) Cars
Rider No. 1 Road Numbers:	USWX 40000 through USWX 40264 (inclusive)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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. 8/7/09



Robert W Alvord