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March 16, 2001

Recordation No. 23244-A

RECORDATION NO. 23244-A FILED

MAR 16 2001 10:21 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Railcar Lease in the nature of a supplement to an existing lease ("Supplement"), dated as of March 5, 2001.

The parties to the enclosed Supplement are:

The CIT Group/Equipment Financing, Inc. - LESSOR
1211 Avenue of the Americas
New York, NY 10036

ECDC Environmental, L.C. - LESSEE
3110 South 900 West
South Salt Lake City, UT 84119

The said, Supplement, among other things, acts to lease the equipment listed therein to the Lessee by the Lessor and should be filed under the next letter under Recordation No. 23244.

The equipment covered by the instant Supplement is as identified therein on Schedule A, copy attached.

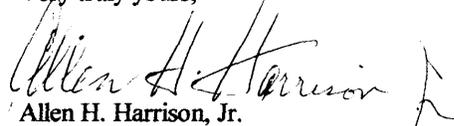
A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Covers a total of 294 flat cars, AWXX numbers, as covered in Schedule A to document."

Enclosed is a check in the amount of twenty-six dollars (\$26.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for The CIT Group/Equipment Financing,
Inc., for the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

BY HAND

8360-020

SCHEDULE A

*Eighty-three (83) 100 ton 85' flat cars
construction order 56-9262; car numbers:*

AWXX 20169 - AWXX 20171 AWXX 20193
AWXX 20195 - AWXX 20197 AWXX 20203
AWXX 20211 AWXX 20216 - AWXX 20289

*Seventy-four (74) 100 ton 85' flat cars
construction order 56-9262; car numbers:*

AWXX 20290 AWXX 20293 - AWXX 20299
AWXX 20302 AWXX 20306
AWXX 20309 - AWXX 20310 AWXX 20312
AWXX 20314 - AWXX 20324 AWXX 20326 - AWXX 20351
AWXX 20353 - AWXX 20361 AWXX 20363 - AWXX 20364
AWXX 20367 - AWXX 20374 AWXX 20376 - AWXX 20380

*Sixty-three (63) 100 ton 85' flat cars
construction order 56-9262; car numbers:*

AWXX 20291 - AWXX 20292 AWXX 20300 - AWXX 20301
AWXX 20303 - AWXX 20305 AWXX 20307 - AWXX 20308
AWXX 20311 AWXX 20325
AWXX 20352 AWXX 20362
AWXX 20365 - AWXX 20366 AWXX 20375
AWXX 20381 - AWXX 20412 AWXX 20414
AWXX 20416 - AWXX 20429

*Fifty-two (52) 100 ton 85' flat cars
construction order 56-9262; car numbers:*

AWXX 20313 AWXX 20413
AWXX 20430 - AWXX 20470 AWXX 20474 - AWXX 20476
AWXX 20478 - AWXX 20482 AWXX 20484

*Twenty-two (22) 100 ton 85' flat cars
construction order 56-9262; car numbers:*

AWXX 20415
AWXX 20471 - AWXX 20473
AWXX 20477
AWXX 20483
AWXX 20485 - AWXX 20500

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10-21 AM

MEMORANDUM OF RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5th day of March, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ECDC ENVIRONMENTAL, L.C., a Utah limited liability company, with an address at 3110 South 900 West, South Salt Lake City, Utah 84119 (the "Lessee" and, together with the Lessor, the "Parties").

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SURFACE TRANSPORTATION BOARD

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railroad Equipment Lease (the "Lease"), dated as of August 31, 2000, and Rider No. 1 thereto, also dated August 31, 2000, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on December 3, 2000, and given Recordation Number 23244.

WHEREAS, the Parties have entered into additional Riders Nos. 2 through 6 under the Lease and wish to show for the public record the existence of the aforesaid Riders, the respective interests therein of the Parties and a description of the equipment ("Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease and Riders Nos. 2 through 6, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor 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 Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Stephen E. Darnell
Name: STEPHEN E. DARNELL
Title: VICE PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its sole member and that I acknowledge that the

execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ECDC ENVIRONMENTAL, L.C.

By: 
Name: W. C. Thompson
Title: Vice President

SCHEDULE A

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