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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 7, 2002

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

RECORDATION NO. 24060 FILED

AUG 7 '02 10-07 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Master Lease Agreement, dated as of July 29, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Fleet Capital Corporation One Financial Plaza, 5 th Floor Providence, RI 02903
Lessee:	Unified Environmental Services Group, LLC 510 Thornall Street Suite 320 Edison, NJ 08837

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

72 railcars manufactured by Johnstown America within the series MERX 24 – MERX 113 and 18 railcars manufactured by Berwick MERX 0006 – MERX 0023

Mr. Vernon A. Williams
August 7, 2002
Page Two

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

Memorandum of Master Lease Agreement

Also enclosed is a check in the amount of \$30.00 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,



Robert W. Alvord

RWA/anr
Enclosures

AUG 7 '02 10-07 AM

MEMORANDUM OF MASTER LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

Memorandum of Master Lease Agreement, made and entered into as of July 29, 2002 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor"), with its principal place of business at One Financial Plaza, Providence, Rhode Island 02903, and Unified Environmental Services Group, LLC, a Delaware limited liability company ("Lessee"), with its principal place of business at 510 Thornall Street, Suite 370, Edison, NJ 08837.

IN CONSIDERATION OF the mutual promises and covenants contained herein, the Lessor and the Lessee hereby agree as follows:

1. At the request of the Lessee, and subject to the terms and conditions of that certain Master Lease Agreement dated as of July 29, 2002 between the Lessor and the Lessee, and any equipment schedules related thereto (collectively, the "Lease"), the Lessor shall lease to the Lessee and the Lessee shall lease from the Lessor all of the railcars and containers more fully described on Attachment A which is attached hereto and made a part hereof (collectively, the "Equipment"). The terms of the lease are set forth in the Lease, whereby the Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, the Equipment.

2. This Memorandum is a summary of, and in all respects is subject to, the terms of the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: Renay McLeish
Name: Renay McLeish
Title: vice president

UNIFIED ENVIRONMENTAL SERVICES GROUP, LLC

By: _____
Name:
Title:

[NOTARIAL ACKNOWLEDGEMENT ON FOLLOWING PAGE]

MEMORANDUM OF MASTER LEASE AGREEMENT

Memorandum of Master Lease Agreement, made and entered into as of July 29, 2002 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor"), with its principal place of business at One Financial Plaza, Providence, Rhode Island 02903, and Unified Environmental Services Group, LLC, a Delaware limited liability company ("Lessee"), with its principal place of business at 510 Thornall Street, Suite 370, Edison, NJ 08837.

IN CONSIDERATION OF the mutual promises and covenants contained herein, the Lessor and the Lessee hereby agree as follows:

1. At the request of the Lessee, and subject to the terms and conditions of that certain Master Lease Agreement dated as of July 29, 2002 between the Lessor and the Lessee, and any equipment schedules related thereto (collectively, the "Lease"), the Lessor shall lease to the Lessee and the Lessee shall lease from the Lessor all of the railcars and containers more fully described on Attachment A which is attached hereto and made a part hereof (collectively, the "Equipment"). The terms of the lease are set forth in the Lease, whereby the Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, the Equipment.

2. This Memorandum is a summary of, and in all respects is subject to, the terms of the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: _____
Name:
Title:

UNIFIED ENVIRONMENTAL SERVICES
GROUP, LLC

By: *B. Gerion*
Name: *B. GERION*
Title: *President*

[NOTARIAL ACKNOWLEDGEMENT ON FOLLOWING PAGE]

STATE OF RHODE ISLAND)
) ss: Providence July 29, 2002
COUNTY OF PROVIDENCE)

On this the 29th day of July, 2002, before me, Francine Turner, the undersigned officer, personally appeared Benny McKeish who acknowledged him/herself to be a Vice President of Fleet Capital Corporation and that he/she as such officer, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said corporation for the purposes therein contained, by signing the name of the corporation by him/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.



Notary Public
My Commission Expires: 8/13/05
Commissioner of the Superior Court

STATE OF _____)
) ss: July 29, 2002
COUNTY OF _____)

On this the 29th day of July, 2002, before me, _____, the undersigned officer, personally appeared _____, who acknowledged him/herself to be the _____ of Unified Environmental Services Group, LLC, and that he/she as such officer, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said corporation for the purposes therein contained, by signing the name of the corporation by him/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Notary Public
My Commission Expires: _____
Commissioner of the Superior Court

STATE OF RHODE ISLAND)
) ss: Providence July 29, 2002
COUNTY OF PROVIDENCE)

On this the 29th day of July, 2002, before me, _____, the undersigned officer, personally appeared _____, who acknowledged him/herself to be a _____ of Fleet Capital Corporation and that he/she as such officer, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said corporation for the purposes therein contained, by signing the name of the corporation by him/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Notary Public
My Commission Expires: _____
Commissioner of the Superior Court

STATE OF New Jersey)
) ss: July 29, 2002
COUNTY OF Middlesex)

On this the 29th day of July, 2002, before me, Rosemarie Groeger, the undersigned officer, personally appeared Barry Gerson, who acknowledged him/herself to be the President of Unified Environmental Services Group, LLC, and that he/she as such officer, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, and who duly acknowledged the execution of the same to be his/her free act and deed individually and as such officer, and the free act and deed of said corporation for the purposes therein contained, by signing the name of the corporation by him/herself as such officer.

IN WITNESS WHEREOF, I hereunto set my hand.

Rosemarie Groeger

Notary Public
My Commission Expires: _____
Commissioner of the Superior Court

Fleet\merco\2memorandum of lease agreement

ATTACHMENT A
TO
MEMORANDUM OF MASTER LEASE AGREEMENT

MERX (18) JOHNSTOWN AMERICA RAILCARS, AAR CERTIFIED, FLEXIBLE CENTER (4 SETS OF WHEEL ASSEMBLIES) 46" ABOVE RAIL, CURRENTLY RATED FOR 156 TON CAPACITY, SERIAL NUMBERS: 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 24, 25

(4) BERWICK RAILCARS, AAR CERTIFIED, (ESTIMATED 50 YEAR LIFE), FOUBLES WITH FLEXIBLE CENTER (4 SETS OF WHEEL ASSEMBLIES) 4'1" ABOVE RAIL, CURRENTLY RATED FOR 156 TON CAPACITY
SERIAL NUMBERS: MERX0006, MERX0007, MERX0008, MERX0009

(60) ACCURATE CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: M0079A, M0083A, M0092A, M0094A, M0112A, M0140A, M0152A, M0154A, MA161A, M0170A, M0174A, M0175A, M0176A, M0179A, M0183A, M0186A, M0188A, M0192A, M0193A, M0194A, M0195A, M0196A, M0198A, M0199A, M0200A, M0201A, M0202A, M0203A, M0204A, M0205A, M0206A, M0207A, M0208A, M0209A, M0210A, M0211A, MA212A, M0213A, M0214A, M0215A, M0216A, M0217A, M0218A, M0219A, M0220A, M0221A, M0223A, M0224A, M0225A, M0018A, M0020A, M0029A, M0042A, M0098A, M0099A, M0102A, M0103A, M0104A, M0105A, M0106A

(35) ACCURATE CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: AM0394, AM0380, AM0414, AM0415, AM0411, AM0416, AM0368, AM0413, AM0420, AM0422, AM0405, AM0369, AM0400, AM0401, AM0391, AM0382, AM0384, AM0386, AM0393, AM0399, AM0407, AM0412, AM0409, AM0417, AM0406, AM0423, AM0418, AM0421, AM0350, AM0433, AM0356, AM0429, AM0436, AM0437, AM0434

(1) ACCURATE CONTAINER WITH COVER, 30 CU YARDS EXTRA HEAVY DUTY STEEL
SERIAL NUMBER:

(60) GALBREATH CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: 41506, 41507, 41508, 41509, 41510, 41500, 41511, 41512, 41513, 41514, 41515, 41516, 41517, 41520, 41521, 41522, 41523, 41524, 41525, 41526, 41527, 41528, 41529, 41530, 41531, 41532, 41533, 41535, 41536, 41537, 41538, 41539, 41540, 41541, 41542, 41543, 41544, 41545, 41546, 41547, 41548, 41549, 41550, 41551, 41552, 41553, 41554, 41555, 41556, 41557, 41558, 41559, 41560, 41561, 41562, 41468, 41469, 41470, 41571, 41572

(16) GALBREATH CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: 44389, 44390, 44391, 44392, 44393, 44394, 44395, 44396, 44397, 44398, 44399, 44400, 44401, 44402, 44403, 44404

(17) VANCO CONTAINERS WITH COVERS IMPROVED AFTER 1995, STEEL 28 CU YARDS
SERIAL NUMBERS: M1003V, M1011V, M1012V, M1020V, M1021V, M1022V, M1025V, M1027V, M1031V, M1035V, M1052V, M1053V, M1054V, M1057V, M1060V, M1064V, M1005V

(16) HILL CONTAINERS WITH COVERS & SKID SLOTS, STEEL 28 CU YARDS
SERIAL NUMBERS:

MERX (18) JOHNSTOWN AMERICA RAILCARS, AAR CERTIFIED, FLEXIBLE CENTER (4 SETS OF WHEEL ASSEMBLIES) 46" ABOVE RAIL, CURRENTLY RATED FOR 156 TON CAPACITY, SERIAL NUMBERS: 26, 27, 28, 29, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49

(5) BERWICK RAILCARS, AAR CERTIFIED, (ESTIMATED 50 YEAR LIFE), FOUBLES WITH FLEXIBLE CENTER (4 SETS OF WHEEL ASSEMBLIES) 4'1" ABOVE RAIL, CURRENTLY RATED FOR 156 TON CAPACITY

SERIAL NUMBERS: MERX0010, MERX0011, MERX0012, MERX0013, MERX0014

(59) ACCURATE CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL

SERIAL NUMBERS: M0107A, M0108A, M011A, M0113A, M0114A, M0115A, M0116A, M0117A, M0118A, M0120A, M0121A, M0123A, M0124A, M0125A, M0127A, M0131A, M0132A, M0134A, M0135A, M0137A, M0139A, M0141A, M0142A, M0143A, M0144A, M0145A, M0146A, M0147A, M0148A, M0001A, M0003A, M0038A, M0039A, M0043A, M0045A, M0052A, M0054A, M0056A, M0067A, M0068A, M0070A, M0072A, M0073A, M0074A, M0075A, M0076A, M0077A, M0078A, M0084A, M0085A, M0086A, M0087A, M0088A, M0089A, M0097A, M0100A, M0101A, M0040A, M0041A

(36) ACCURATE CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL

SERIAL NUMBERS: AM0389, AM0355, AM0367, AM0358, AM0360, AM0445, AM0444, AM0447, AM0446, AM0448, AM0455, AM0361, AM0453, AM0452, AM0443, AM0431, AM0435, AM0424, AM0426, AM0432, AM0430, AM0425, AM0419, AM0410, AM0377, AM0427, AM0439, AM0354, AM0363, AM0403, AM0438, AM0454, AM0451, AM0450, AM0364, AM0456

(60) GALBREATH CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL

SERIAL NUMBERS: 41573, 41574, 41575, 41576, 41577, 41578, 41579, 41580, 41581, 41582, 41583, 41584, 41563, 41564, 41585, 41586, 41587, 41588, 41589, 41590, 41591, 41592, 41593, 41594, 41959, 41596, 41597, 41598, 41599, 41600, 41601, 41602, 41603, 41604, 41605, 41606, 41607, 41608, 41609, 41610, 41611, 41612, 41613, 41614, 41615, 41616, 41617, 41618, 41619, 41620, 41621, 41622, 41623, 41624, 41625, 41626, 41627, 41628, 41629, 41630

(16) GALBREATH CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL

SERIAL NUMBERS: 44405, 44406, 44407, 44408, 44409, 44410, 44435, 44436, 44437, 44438, 44439, 44440, 44441, 44442, 44443, 44444

(16) VANCO CONTAINERS WITH COVERS IMPROVED AFTER 1995, STEEL 28 CU YARDS

SERIAL NUMBERS: M1019V, M1023V, M1024V, M1028V, M1030V, M1033V, M1056V, M1061V, M1062V, M1069V, M1071V, M1072V, M1074V, M1002V, M1006V, M1008V

(16) HILL CONTAINERS WITH COVERS & SKID SLOTS, STEEL 28 CU YARDS

SERIAL NUMBERS:

(18) JOHNSTOWN AMERICA RAILCARS, AAR CERTIFIED, FLEXIBLE CENTER (4 SETS OF WHEEL ASSEMBLIES) 46" ABOVE RAIL, CURRENTLY RATED FOR 156 TON CAPACITY, SERIAL NUMBERS:

MERX 50, 51, 52, 53, 54, 55, 56, 57, 59, 60, 61, 62, 63, 64, 67, 68, 69, 70

(4) BERWICK RAILCARS, AAR CERTIFIED, (ESTIMATED 50 YEAR LIFE), FOUBLES WITH FLEXIBLE CENTER (4 SETS OF WHEEL ASSEMBLIES) 4'1" ABOVE RAIL, CURRENTLY RATED FOR 156 TON CAPACITY

SERIAL NUMBERS: MERX0015, MERX0016, MERX0017, MERX0018

(60) ACCURATE CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL

SERIAL NUMBERS: M0046A, M0047A, M0049A, M0050A, M0053A, M0058A, M0060A, M0061A, M0064A, M0066A, M0030A, M0055A, M0063A, M0090A, M0096A, M0110A, M0112A, M0122A, M0126A, M0128A, M0129A, M0133A, M0169A, M0247A, M0011A, M0015A, M0036A, M0048A, M0051A, M0059A, M0062A, M0065A, M0080A, M0081A, M0082A, M0093A, M0095A, M0109A, M0130A, M0133A, M0136A, M0138A, M0149A, M0166A, M0167A, M0171A, M0197A, M0222A, M0226A, M0227A, M0228A, M0229A,

M0230A, M0231A, M0232A, M0233A, M0234A, M0235A, M0236A, M0237A

(35) ACCURATE CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: AM0457, AM0351, AM0390, AM0326, AM0327, AM0325, AM0328, AM0387,
AM0388, AM0383, AM0392, AM0314, AM0315, AM0478, AM0477, AM0342, AM0343, AM0376, AM0346,
AM0374, AM0341, AM0467, AM0460, AM0312, AM0316, AM0348, AM0479, AM0344, AM0347, AM0476,
AM0345, AM0375, AM0349, AM0353, AM0340

(60) GALBREATH CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: 41631, 41632, 41633, 41634, 41565, 41566, 41567, 41568, 41569, 41570, 41647, 41648,
41649, 41650, 41651, 41652, 41653, 41654, 41655, 41656, 41657, 41658, 41659, 41660, 41663, 41664, 41665,
41666, 41667, 41668, 41669, 41670, 41671, 41672, 41661, 41662, 41673, 41674, 41675, 41676, 41677, 41678,
41679, 41680, 41681, 41682, 41683, 41684, 41685, 41686, 41687, 41688, 41689, 41690, 42203, 42204, 42205,
42206, 42207, 42208

(16) GALBREATH CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: 44445, 44446, 44411, 44412, 44413, 44414, 44415, 44416, 44417, 44418, 44419, 44420,
44421, 44422, 44423, 44424

(17) VANCO CONTAINERS WITH COVERS IMPROVED AFTER 1995, STEEL 28 CU YARDS
SERIAL NUMBERS: M1013V, M1040V, M1050V, M1075V, M1083V, M1084V, M1085V, M1086V,
M1087V, M1089V, M1094V, M1009V, M1014V, M1017V, M1080V, M1081V, M1090V

(16) HILL CONTAINERS WITH COVERS & SKID SLOTS, STEEL 28 CU YARDS
SERIAL NUMBERS:

(9) JOHNSTOWN AMERICA RAILCARS, AAR CERTIFIED, FLEXIBLE CENTER (4 SETS OF WHEEL
ASSEMBLIES) 46" ABOVE RAIL, CURRENTLY RATED FOR 156 TON CAPACITY, SERIAL NUMBERS:

MERX 72, 73, 74, 75, 76, 77, 78, 79, 80

(3) BERWICK RAILCARS, AAR CERTIFIED, (ESTIMATED 50 YEAR LIFE), FOUBLES WITH FLEXIBLE
CENTER (4 SETS OF WHEEL ASSEMBLIES) 4'1" ABOVE RAIL, CURRENTLY RATED FOR 156 TON
CAPACITY
SERIAL NUMBERS: MERX0019, MERX0020, MERX0021

(30) ACCURATE CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: M0238A, M0239A, M0240A, M0241A, M0242A, M0243A, M0244A, M0245A,
M0246A, M0248A, M0249A, M0250A, M0255A, M0262A, M0264, M0271, M0257, M0268, M0254, M0266,
M0252, M0261, M0258A, M0259A, M0270A, M0275A, M0251A, M0272A, M0273A, M0258A

(18) ACCURATE CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: AM0440, AM0442, AM0320, AM0323, AM0449, AM0357, AM0372, AM0379,
AM0311, AM0318, AM0329, AM0331, AM0313, AM0317, AM0475, AM0441, AM0471, AM0469

(30) GALBREATH CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: 42209, 42210, 42211, 42212, 42213, 42214, 42215, 42216, 42217, 42218, 42219, 42220,
42221, 42222, 42223, 42224, 42225, 42226, 42227, 42228, 42229, 42230, 42231, 42232, 42233, 42234, 42235,
42236, 42237, 42238

(8) GALBREATH CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: 44425, 44426, 44427, 44428, 44429, 44430, 44431, 44432

(8) VANCO CONTAINERS WITH COVERS IMPROVED AFTER 1995, STEEL 28 CU YARDS
SERIAL NUMBERS: M1092V, M1093V, M1095V, M1096V, M1099, M1100V, M1101V, M1102V

(8) HILL CONTAINERS WITH COVERS & SKID SLOTS, STEEL 28 CU YARDS
SERIAL NUMBERS:

(9) JOHNSTOWN AMERICA RAILCARS, AAR CERTIFIED, FLEXIBLE CENTER (4 SETS OF WHEEL
ASSEMBLIES) 46" ABOVE RAIL, CURRENTLY RATED FOR 156 TON CAPACITY, SERIAL NUMBERS:
MERX 81, 82, 83, 84, 85, 86, 87, 88, 89

(2) BERWICK RAILCARS, AAR CERTIFIED, (ESTIMATED 50 YEAR LIFE), FOUBLES WITH FLEXIBLE
CENTER (4 SETS OF WHEEL ASSEMBLIES) 4'1" ABOVE RAIL, CURRENTLY RATED FOR 156 TON
CAPACITY
SERIAL NUMBERS: MERX0022, MERX0023

(31) ACCURATE CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: M0265A, M0267A, M0263A, M0274A,

(18) ACCURATE CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: AM0359, AM0366, AM0322, AM0324, AM0462, AM0466, AM0428, AM0378,
AM0319, AM0321, AM0304, AM0330, AM0465, AM0474, AM0470, AM0472, AM0370, AM0468

(30) GALBREATH CONTAINERS WITH COVERS, 28 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: 42239, 42240, 42241, 42242, 42243, 42244, 42245, 42246, 42247, 42248, 42249, 42250,
42251, 42252

(8) GALBREATH CONTAINERS WITH COVERS, 30 CU YARDS HEAVY DUTY STEEL
SERIAL NUMBERS: 44433, 44434, 44447, 44448, 44449, 44450, 44451, 44452

(8) VANCO CONTAINERS WITH COVERS IMPROVED AFTER 1995, STEEL 28 CU YARDS
SERIAL NUMBERS: M1103V, M1105V, M1108V, M1109V, M1004V, M1055V, M1076V, M1097V

(8) HILL CONTAINERS WITH COVERS & SKID SLOTS, STEEL 28 CU YARDS
SERIAL NUMBERS: