

RECORDATION NO. 27782 FILED

DEC 31 '08 -12 3 0 PM

SURFACE TRANSPORTATION BOARD

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

December 31, 2008

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 December 31, 2008, 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:

Lessee: Heritage Environmental Services, LLC
Heritage Transport, LLC
7901 W. Morris St.
Indianapolis, IN 46231

Lessor: Banc of America Leasing & Capital, LLC
11333 McCormick Road
Hunt Valley, MD 21031

Anne K. Quinlan, Esquire
December 31, 2008
Page 2

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

20 railcars: ESDX 37 and within the series ECXX 97042 - ECXX 97097.

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,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27782 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 31, 2008

by and among

**HERITAGE ENVIRONMENTAL SERVICES, LLC
and
HERITAGE TRANSPORT, LLC**

**jointly, severally and collectively, as Lessee,
and**

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

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on _____, 2008 at __:__.m.**

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 31, 2008, by and among BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and HERITAGE ENVIRONMENTAL SERVICES, LLC and HERITAGE TRANSPORT, LLC (jointly, severally and collectively, "Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain locomotives described on Exhibit No. 1 attached hereto (the "Units").

All of such Units are more fully described in that certain Master Lease Agreement dated as of July 23, 2008, and Schedule No. 001 thereto and incorporating the terms thereof, dated as of December 22, 2008 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

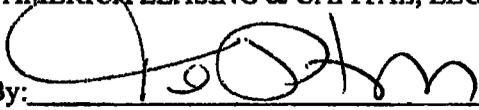
2. The Lease shall be effective as of the date thereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option to renew and an option by Lessee to purchase the Units on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC,

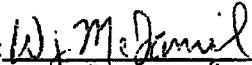
By: 

Name:

Title:

Terri J. Preston
Vice President

HERITAGE ENVIRONMENTAL SERVICES, LLC

By: 

Name: Bill McDermid

Title: Pres

HERITAGE TRANSPORT, LLC

By: 

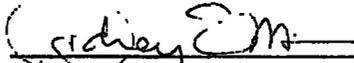
Name: Dean R. DeSantis

Title: President

STATE OF MARYLAND)
) ss:
COUNTY OF BALTIMORE)

On this 31 day of December, 2008, before me appeared Terri Preston, the person who signed this instrument, who acknowledged that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

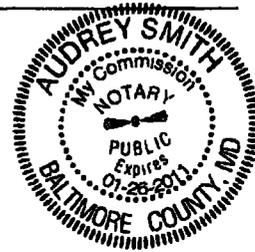
[Seal]



Notary Public

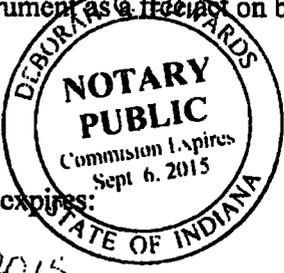
My commission expires:

1/26/2011



STATE OF INDIANA)
) ss:
COUNTY OF MARION)

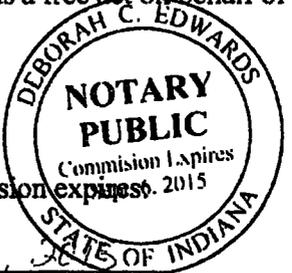
On this 22 day of December, 2008, before me appeared WILLIAM J McDONALD the person who signed this instrument, who acknowledged that (s)he is the PRESIDENT of HERITAGE ENVIRONMENTAL SERVICES, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] 
My commission expires:
SEPT 6, 2015

Deborah C. Edwards
Notary Public

STATE OF INDIANA)
) ss:
COUNTY OF MARION)

On this 22 day of December, 2008, before me appeared DEAN DESANTIS the person who signed this instrument, who acknowledged that (s)he is the PRESIDENT of HERITAGE TRANSPORT, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] 
My commission expires:
SEPT 6, 2015

Deborah C. Edwards
Notary Public

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

AAR Mechanical Designation	LF
AAR Car Type Code	L006
AAR Equipment Diagram	Plate B
Builder	Berwick, Johnstown
Date Built	1993
Nominal Capacity, Tons	158
Gross Rail Load	386,000 lbs
Brake Valve Type	ABD/ADBX
Empty/ Load Device Equipped	Yes
Length Over Strikers	88' 4"
Extreme Width	9' - 4"
Extreme Height	4' - 7"
End of Car Cushion	Keystone E106B
Truck Type	Ride Control SS

<u>Car Marks</u>	<u>Car Numbers</u>
ECXX	97048
ECXX	97051
ECXX	97065
ECXX	97072
ECXX	97073
ECXX	97081
ECXX	97085
ECXX	97058
ECXX	97069
ECXX	97076
ECXX	97079
ECXX	97074
ECXX	97056
ECXX	97042
ECXX	97075
ECXX	97066
ECXX	97068
ESDX	37
ECXX	97087
ECXX	97097

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:

12/31/08



Robert W. Alvord