RECORDATION NO. 30639
FILED February 07, 2013 04:35 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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February 7, 2013

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 efiling 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 February 7, 2013. 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:

Nations Fund I, Inc.
101 Merritt Seven
Norwalk, CT 06851

Lessee:

Waste Conversion Technologies, Inc.
221 Old Gate Lane
Milford, CT 06460

A description of the equipment covered by the Memorandum of Lease Agreement consists of 69 gondola cars numbered WCTX 501-547, inclusive, 549, 550, 551, 556-560, inclusive, and 562-575, inclusive.

A fee of $42.00 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 Nations Fund I, Inc., 101 Merritt Seven, Norwalk, CT 06851, and Waste Conversion Technologies, Inc., 221 Old Gate Lane, Milford, CT 06460, covering 69 gondola cars numbered WCTX 501-547, inclusive, 549, 550, 551, 556-560, inclusive, and 562-575, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosure

RECORDATION NO. 30639
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of February 7, 2013

between

WASTE CONVERSION TECHNOLOGIES, INC.
as Lessee,

and

NATIONS FUND I, INC.,
as Lessor

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

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 7, 2013, by and between NATIONS FUND I, INC. ("Lessor") and **WASTE CONVERSION TECHNOLOGIES, INC.** ("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 railcars described on Exhibit No. 1 attached hereto.

   All of such railcars are more fully described in that certain Master Lease Agreement dated as of February 7, 2013, and Equipment Schedule No. CITY-0001 dated February 7, 2013, executed pursuant thereto, and incorporating the terms thereof (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 hereof 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.

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.

NATIONS FUND I, INC.
As Lessor,

By: _____
Name: SAURIN SHAH
Title: DULY AUTHORIZED SIGNATORY

WASTE CONVERSION TECHNOLOGIES, INC.
As Lessee,

By: _____
Name: _____
Title: _____

STATE OF CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

On this 7 day of February, 2013, before me appeared Saurin Shah, the person who signed this instrument, who acknowledged that (s)he is the duly authorized signatory of NATIONS FUND I, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Christine L. Cokeley
Notary Public

My commission expires:

Christine L. Cokeley
Notary Public-Connecticut
My Commission Expires
October 31, 2016

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.

NATIONS FUND I, INC.
As Lessor,

By:_____
Name:_____
Title:_____

WASTE CONVERSION TECHNOLOGIES, INC.
As Lessee,

By: Robert G. Ory
Name: Robert G. Ory
Title: CEO

STATE OF CONNECTICUT)
) ss.
COUNTY OF FAIRFIELD)

On this ___ day of _____, 2013, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the duly authorized signatory of NATIONS FUND I, INC. 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:

8/31/14, ____

GARY FANALI
State of Connecticut, Notary Public
My Commission Expires August 31, 2014

STATE OF CT)
) ss.
COUNTY OF FAIRFIELD)

On this 7th day of February, 2013, before me appeared Robert G. Oxer, the person who signed this instrument, who acknowledged that (s)he is the CEO of **WASTE CONVERSION TECHNOLOGIES, INC.** 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:

5/31/14

GARY FANALI
State of Connecticut, Notary Public
My Commission Expires August 31, 2014

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Sixty-nine (69) gondola cars listed below

Manufacturer	Model	Model Year	Number	Equipment Description
NATL STEEL CAR LMTD		2008	WCTX501	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX502	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX503	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX504	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX505	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX506	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX507	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX508	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 509	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 510	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 511	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 512	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 513	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 514	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 515	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 516	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 517	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 518	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 519	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 520	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL		2008	WCTX 521	NATIONAL STEEL CAR LIMITED 6400

CAR LMTD				CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 522	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 523	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 524	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 525	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 526	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 527	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 528	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 529	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 530	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 531	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 532	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 533	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 534	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 535	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 536	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 537	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 538	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 539	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 540	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 541	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 542	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 543	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 544	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 545	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 546	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 547	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 549	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR

NATL STEEL CAR LMTD		2008	WCTX 550	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 551	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 556	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 557	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 558	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 559	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 560	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 562	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 563	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 564	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 565	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 566	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 567	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 568	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 569	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 570	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 571	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 572	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 573	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 574	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR
NATL STEEL CAR LMTD		2008	WCTX 575	NATIONAL STEEL CAR LIMITED 6400 CU FT GONDOLA CAR