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SURFACE TRANSPORTATION BOARD

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LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD
A LAW CORPORATION

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Kimberly Knight Hart
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December 11, 2014

Via Federal Express

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

Re: Banc of America Leasing and Capital, LLC - Eco Services
Our File: 16662-140558

Dear Section Chief:

We represent Banc of America Leasing and Capital, LLC, a Delaware limited liability company and the owner and lessor of the vessels described below, which have been chartered to Eco Services Operations LLC, the assignee of Solvay USA Inc., f/k/a Rhodia Inc., as lessee/charterer, pursuant to a Master Demise Charter, and Supplement No. 1 and No. 2 thereto, each dated June 28, 2012 (collectively, the "Charter"). I have enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and 49 C.F.R. §1177 *et seq.*, two originals of a First Amendment to Memorandum of Bareboat Charter dated December 1, 2014 (the "Amendment"), a secondary document, which amends that certain Memorandum of Bareboat Charter, dated June 28, 2012, between Banc of America Leasing and Capital, LLC and Solvay USA Inc., f/k/a Rhodia Inc., recordation number W-133, a primary document. The Amendment amends the original Memorandum to reflect the assignment of the Charter from Solvay USA Inc., f/k/a Rhodia Inc. to Eco Services Operations LLC.

The names and addresses of the parties to the document are as follows:

Lessor/Owner:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway
3rd Floor North
Tucker, Georgia 30084

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Lessee/New Charterer:

Eco Services Operations LLC
8 Cedar Brook Drive
Cranbury, New Jersey 08512-7500
Attention: Joseph Smokowski, Supply Chain Director
Telecopy: (609) 860-2223

Lessee/Former Charterer:

Solvay USA Inc.
8 Cedar Brook Drive
Cranbury, NJ 08512

A description of the equipment covered by the Charter and the Amendment follows:

The Charter and the Memorandum of Bareboat Charter, as amended, covers two (2) undocumented tank barges RHA 2204, Hull No. 9536, and RHA 1703, Hull No. 2634, together with all machinery, masts, boats, anchors, cables, chains, rigging, tackle, apparel, capstans, outfit, tools, pumps, pumping and other equipment, gear, appliances, fittings, spare and replacement parts and all other appurtenances to said vessels appertaining or belonging, whether now owned or hereafter acquired, whether on board or not on board, and also any and all additions, improvements and/or replacements hereafter made in or to said vessels or any part thereof.

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

The First Amendment to Memorandum of Bareboat Charter, dated December 1, 2014, to that certain Memorandum of Charter, dated June 28, 2012, between Banc of America Leasing & Capital, LLC, whose address is 2059 Northlake Parkway, 3rd Floor North, Tucker, Georgia 30084, as Owner and Lessor, and Eco Services Operations LLC, the assignee of Solvay USA Inc., f/k/a Rhodia Inc., whose address is 8 Cedar Brook Drive, Cranbury, NJ 08512, as Lessee/Charterer, amends the original Memorandum to reflect the assignment of the Charter from Solvay USA Inc. f/k/a Rhodia Inc., to Eco Services Operations LLC.

I have enclosed our check in the amount of \$43.00 to cover the filing fee. Please return a filed copy of the enclosed First Amendment to Memorandum of Bareboat Charter to the undersigned at the address stated above.

Very truly yours,



Kimberly Knight Hart

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SURFACE TRANSPORTATION BOARD

FIRST AMENDMENT TO MEMORANDUM OF
DEMISE CHARTER

between

BANC OF AMERICA LEASING & CAPITAL, LLC
("OWNER")

and

ECO SERVICES OPERATIONS LLC
ASSIGNEE OF SOLVAY USA INC. F/K/A RHODIA INC. ("CHARTERER")

December 1, 2014

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2014, at ___ a.m./p.m.
Watercraft Recordation Number ____

**FIRST AMENDMENT TO MEMORANDUM
OF DEMISE CHARTER**

THIS FIRST AMENDMENT (this "Amendment"), dated as of December 1, 2014, to that certain Memorandum of Demise Charter dated as of June 28, 2012, is entered into by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Owner"), and Eco Services Operations LLC ("Eco Services" or the "Charterer"), a Delaware limited liability company, as assignee of Solvay USA Inc., f/k/a Rhodia Inc. ("Solvay").

WITNESSETH:

1. Owner and Solvay entered into that certain Master Demise Charter, dated as of June 28, 2012, as supplemented by that certain Charter Supplement No. 1, dated as of June 28, 2012, and that certain Charter Supplement No. 2, dated as of June 28, 2012, and as amended by that certain Amendment Number 1 to Master Demise Charter, dated September 14, 2012, by that certain Amendment Number 2 to Master Demise Charter, dated April 1, 2013, by that certain Amendment Number 3 to Master Demise Charter, dated June 30, 2013, and by that certain Amendment Number 4 to Master Demise Charter dated of even date herewith (the "Demise Charter"), pursuant to which Owner agreed to furnish to Solvay, as "Charterer", and Solvay agreed to lease from Owner, the undocumented tank barges RHA 2204, Hull No. 9536, and RHA 1703, Hull No. 2634, as more particularly described in the Demise Charter and on Schedule 1 attached hereto. A Memorandum of Demise Charter dated June 28, 2012, with respect to the Demise Charter was executed by Owner and Solvay and recorded as a primary document with the Surface Transportation Board (the "Board") on July 10, 2012 under Recordation No. W-133 (the "Original Memorandum").

2. The Demise Charter was effective as of June 28, 2012, and is subject to the Charter Period as defined in the Demise Charter.

3. Effective as of December 1, 2014, Solvay transferred, sold and assigned all of its right, title and interest in the Demise Charter and the Vessels to Eco Services pursuant to an Assignment and Assumption Agreement (the "Assignment").

4. By virtue of the Assignment, (a) the Demise Charter and the rights of Solvay thereunder, including the rights of Solvay in and to the Vessels, have been assigned to Eco Services, and (b) Eco Services has assumed all of the obligations, liabilities and indebtedness of Solvay, as "Charterer" under the Charter.

5. Owner and Charterer desire to amend the Original Memorandum to reflect the Assignment and the substitution of Eco Services, as assignee of Solvay, for Solvay, as Charterer. Henceforth, the term "Charterer" as used in the Demise Charter and in the Original Memorandum, shall mean "Eco Services Operations LLC, as assignee of Solvay USA Inc., f/k/a Rhodia Inc."

6. This Amendment may be executed in counterparts.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

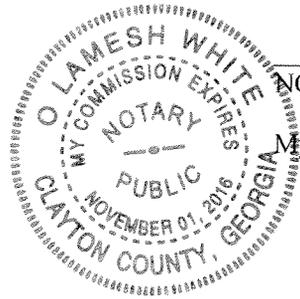
OWNER: BANC OF AMERICA LEASING & CAPITAL, LLC

By: [Signature]
Name: _____
Title: Shelley LaCagnin
Vice President

STATE OF GEORGIA)
) ss
COUNTY OF DEKALB)

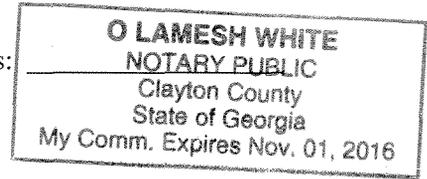
On this 1st day of December 2014, before me personally appeared SHELLY LACAGNIN, to me personally known, who being by me duly sworn, says that he/she is the VICE PRESIDENT of BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company, and he/she acknowledged that the execution of the said instrument was the free act and deed of said company.

[Signature]



NOTARY PUBLIC

My commission expires:



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

CHARTERER:

ECO SERVICES OPERATIONS LLC,
as assignee of Solvay USA Inc., f/k/a Rhodia Inc.

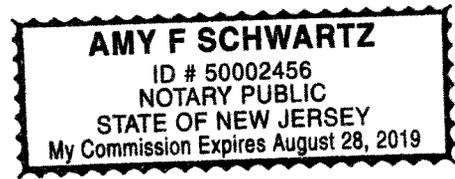
By: [Signature]
Name: James N Horton
Title: President / CEO

STATE OF New Jersey)
) ss.
COUNTY OF Middlesex)

On this 1st day of December, 2014, before me personally appeared James Horton, to me personally known, who being by me duly sworn, says that he/she is the President of Eco Services Operations LLC, a Delaware limited liability company, and assignee of Solvay USA Inc., f/k/a Rhodia Inc., that the foregoing instrument was signed on behalf of said company, and she/he acknowledged that the execution of the said instrument was the free act and deed of said company.

[Signature]
NOTARY PUBLIC

My commission expires: 8/28/19



SCHEDULE 1

Vessels subject to Master Demise Charter dated June 28, 2012, as amended and supplemented, between Banc of America Leasing & Capital, LLC, as Owner, and Eco Services Operations LLC, as assignee of Solvay USA Inc., f/k/a Rhodia Inc., as Charterer:

<u>Vessel Name</u>	<u>HULL NO.</u>	<u>BUILT</u>	<u>DIMENSIONS</u>
RHA 2204	9536	2004	250' x 42' x 12'
RHA 1703	2634	1969	200' x 40' x 13'6"

together with all covers, equipment, and other appurtenances affixed thereto or installed thereon and any and all additions, improvements and/or replacements that may hereafter be made to, on or in the barges from time to time, and all proceeds thereof.