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April 15, 2016

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 e-filing 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 April 14, 2016. 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:

Banc of America Leasing and Capital, LLC
One Financial Plaza - 8th Floor
Providence, RI 02903

Lessee:

Safety-Kleen Systems, Inc.
2600 North Central Expressway, Suite 400
Richardson, TX 75080

A description of the equipment covered by the Memorandum of Lease Agreement consists of eight tank cars numbered SKSX 101302, 101307, 101311, 101317, 101325, 101332, 101333, and 101334.

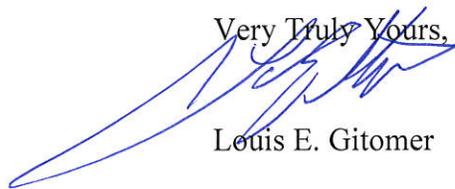
Ms. Cynthia T. Brown
April 15, 2016
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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 Banc of America Leasing and Capital, LLC, One Financial Plaza - 8th Floor, Providence, RI 02903, and Safety-Kleen Systems, Inc., 2600 North Central Expressway, Suite 400, Richardson, TX 75080, covering eight tank cars numbered SKSX 101302, 101307, 101311, 101317, 101325, 101332, 101333, and 101334.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of April 14, 2016

between

SAFETY-KLEEN SYSTEMS, INC.,
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 _____, 2016 at _____:_____m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 14, 2016, by and between SAFETY-KLEEN SYSTEMS, INC., ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), 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 (the "Railcars").

All of such railcars are more fully described in that certain Schedule No. 007 dated as of April 14, 2016 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Rail Equipment Net Leasing Agreement No. 24778-90000 dated as of July 29, 2013 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

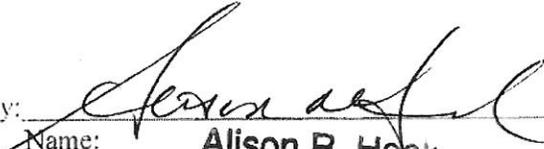
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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.

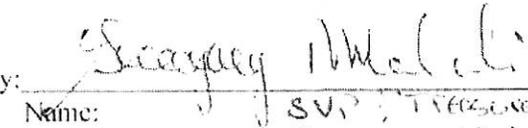
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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: **Alison R. Hook**
Title: **Vice President**

SAFETY-KLEEN SYSTEMS, INC.,

By: 
Name: **SVP, Treasurer**
Title: **Gregory Malerba**

STATE OF Massachusetts)
) ss.
COUNTY OF Plymouth)

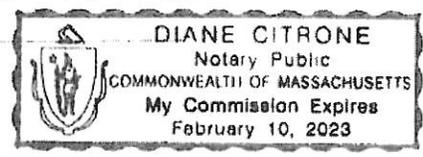
I HEREBY CERTIFY, that on this 14th day of April, 2016, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Gregory P. D. D. who acknowledged himself to be the VP & Treasurer of SAFETY-KLEEN SYSTEMS, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized VP & Treasurer of said company by signing the name of the company by himself as the Lessee.

AS WITNESS my hand and notarial seal.

Diane Citrone
Notary Public

2-10-23

My commission expires:



STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

I HEREBY CERTIFY, that on this 15th day of April, 2016, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Alison R. Hook, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.


Notary Public

My commission expires: Nov. 10, 2018

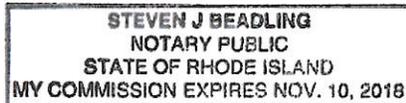


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS
8 Trinity TRG Plant 443,
29,188 US Gal Railroad Tankcars

Asset Mark

Location

SKSX	101302	5550 E. Channel Rd	Catoosa	OK	74015
SKSX	101307	5550 E. Channel Rd	Catoosa	OK	74015
SKSX	101311	5550 E. Channel Rd	Catoosa	OK	74015
SKSX	101317	5550 E. Channel Rd	Catoosa	OK	74015
SKSX	101325	5550 E. Channel Rd	Catoosa	OK	74015
SKSX	101332	5550 E. Channel Rd	Catoosa	OK	74015
SKSX	101333	5550 E. Channel Rd	Catoosa	OK	74015
SKSX	101334	5550 E. Channel Rd	Catoosa	OK	74015