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April 14, 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 12, 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 32 tank cars numbered SKSX 101266, 101267, 101271, 101273, 101274, 101278, 101279, 101280, 101281, 101283, 101284, 101286, 101289, 101290, 101294, 101295, 101296, 101301, 101305, 101306, 101308, 101310, 101312, 101313, 101314, 101315, 101316, 101318, 101322, 101328, 101331, and 101335.

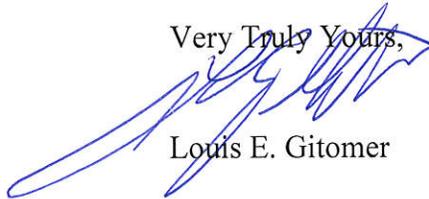
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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 32 tank cars numbered SKSX 101266, 101267, 101271, 101273, 101274, 101278, 101279, 101280, 101281, 101283, 101284, 101286, 101289, 101290, 101294, 101295, 101296, 101301, 101305, 101306, 101308, 101310, 101312, 101313, 101314, 101315, 101316, 101318, 101322, 101328, 101331, and 101335.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of April 12, 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 12, 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 those certain Schedule Nos. 006 each dated as of April 12, 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.

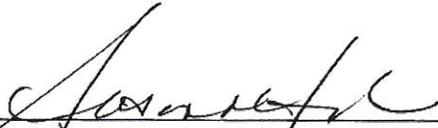
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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.

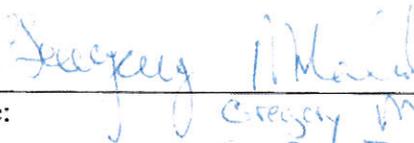
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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: **Gregory McLean**
Title: **Supervisor**

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

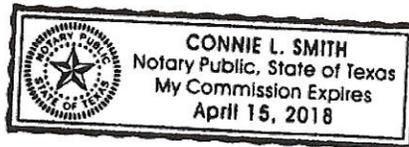
I HEREBY CERTIFY, that on this 12 day of April, 2016, before me, the undersigned, a Notary Public of the State of TEXAS, personally appeared Gregory Makib, who acknowledged himself to be the SVP - Treasurer of SAFETY-KLEEN SYSTEMS, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Lessee of said company by signing the name of the company by himself as the SVP - Treasurer.

AS WITNESS my hand and notarial seal.

Connie L Smith

Notary Public

My commission expires: 4-15-18.



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

I HEREBY CERTIFY, that on this 14th 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.

Steven J. Beadling
Notary Public

My commission expires: Nov. 10, 2018.

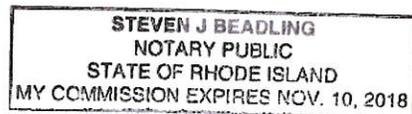


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

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

Asset Mark Location

<u>Marking</u>	<u>Number</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zipcode</u>
SKSX	101322	22006 Woodway Dr	Waco	TX	76712
SKSX	101331	22006 Woodway Dr	Waco	TX	76712
SKSX	101305	4845 Forest St	Denver	CO	80216
SKSX	101310	4845 Forest St	Denver	CO	80216
SKSX	101312	3500 Doniphan Rd	El Paso	TX	79908
SKSX	101314	22006 Woodway Dr	Waco	TX	76712
SKSX	101315	3500 Doniphan Rd	El Paso	TX	79908
SKSX	101316	22006 Woodway Dr	Waco	TX	76712
SKSX	101335	4845 Forest St	Denver	CO	80216
SKSX	101266	500 Battleground Rd	LaPorte	TX	77571
SKSX	101267	2302 Lubbock Rd	Lubbock	TX	79316
SKSX	101271	3500 Doniphan Rd	El Paso	TX	79908
SKSX	101273	2302 Lubbock Rd	Lubbock	TX	79316
SKSX	101274	500 Battleground Rd	LaPorte	TX	77571
SKSX	101278	2302 Lubbock Rd	Lubbock	TX	79316
SKSX	101280	2302 Lubbock Rd	Lubbock	TX	79316
SKSX	101281	3500 Doniphan Rd	El Paso	TX	79908
SKSX	101284	10234 Hicks Field Rd	Ft Worth	TX	76179
SKSX	101289	10234 Hicks Field Rd	Ft Worth	TX	76179
SKSX	101290	3500 Doniphan Rd	El Paso	TX	79908
SKSX	101294	10234 Hicks Field Rd	Ft Worth	TX	76179
SKSX	101306	10234 Hicks Field Rd	Ft Worth	TX	76179
SKSX	101308	10234 Hicks Field Rd	Ft Worth	TX	76179
SKSX	101279	1435 Sherman St	San Antonio	TX	78202
SKSX	101283	1435 Sherman St	San Antonio	TX	78202
SKSX	101286	10234 Hicks Field Rd	Ft Worth	TX	76179
SKSX	101295	10234 Hicks Field Rd	Ft Worth	TX	76179
SKSX	101296	10234 Hicks Field Rd	Ft Worth	TX	76179
SKSX	101301	4845 Forest St	Denver	CO	80216
SKSX	101313	4845 Forest St	Denver	CO	80216
SKSX	101318	4845 Forest St	Denver	CO	80216
SKSX	101328	4845 Forest St	Denver	CO	80216