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December 2, 2016

RECORDATION NO. 32417
FILED DECEMBER 2, 2016 4:11 PM
SURFACE TRANSPORTATION BOARD

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 December 2, 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 17 tank cars numbered SKSX 3000-3008, inclusive, and 4000-4007, inclusive.

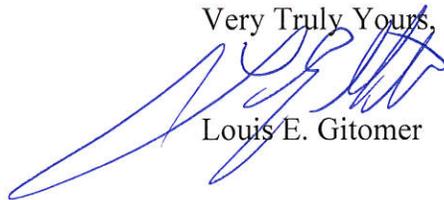
Ms. Cynthia T. Brown
December 2, 2016
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A fee of \$45.00 is enclosed. Please return one copy by email to:

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 17 tank cars numbered SKSX 3000-3008, inclusive, and 4000-4007, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 2, 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 December 2, 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. 008 each dated as of December 1, 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: Elizabeth J. DeFusco
Name: Elizabeth J. DeFusco
Title: Vice President

SAFETY-KLEEN SYSTEMS, INC.,

By: George M. Melish
Name: George M. Melish
Title: EVP & Treasurer

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

I HEREBY CERTIFY, that on this 2nd day of December, 2016, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Elizabeth S. NoFusco who acknowledged himself to be the VP 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 VP of said company by signing the name of the company by himself as the lessor.

AS WITNESS my hand and notarial seal.


Notary Public
I.D.# 757283

My commission expires: Nov. 10, 2018.

**STEVEN J BEADLING
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES NOV. 10, 2018**

STATE OF Massachusetts)
) ss.
COUNTY OF Plymouth)

I HEREBY CERTIFY, that on this 2nd day of December, 2016, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared David J. McKeown, who acknowledged himself to be the VP - Finance 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 - Finance of said company by signing the name of the company by himself as the Lessee.

AS WITNESS my hand and notarial seal.

Suzanne Sherburne
Notary Public

My commission expires: 8/26/22

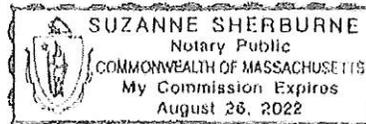


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

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

Asset Mark		Location			
Marking	Number	Address	City	State	Zipcode
SKSX	3000	601 Riley Rd	East Chicago	IN	46312
SKSX	3001	601 Riley Rd	East Chicago	IN	46312
SKSX	3002	601 Riley Rd	East Chicago	IN	46312
SKSX	3003	601 Riley Rd	East Chicago	IN	46312
SKSX	3004	601 Riley Rd	East Chicago	IN	46312
SKSX	3005	601 Riley Rd	East Chicago	IN	46312
SKSX	3006	601 Riley Rd	East Chicago	IN	46312
SKSX	3007	601 Riley Rd	East Chicago	IN	46312
SKSX	3008	601 Riley Rd	East Chicago	IN	46312
SKSX	4000	601 Riley Rd	East Chicago	IN	46312
SKSX	4001	601 Riley Rd	East Chicago	IN	46312
SKSX	4002	601 Riley Rd	East Chicago	IN	46312
SKSX	4003	601 Riley Rd	East Chicago	IN	46312
SKSX	4004	601 Riley Rd	East Chicago	IN	46312
SKSX	4005	601 Riley Rd	East Chicago	IN	46312
SKSX	4006	601 Riley Rd	East Chicago	IN	46312
SKSX	4007	601 Riley Rd	East Chicago	IN	46312