

LAW OFFICES OF  
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August 31, 2015

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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 August 31, 2015. 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 77 tank cars numbered SKSX 101133, 101137, 101139, 101140, 101142, 101145, 101147, 101148, 101153-101159, inclusive, 101161, 101173, 101175, 101179, 101180, 101182, 101183, 101185, 101187-101190, inclusive, 101192, 101193, 101197, 101199, 101201, 101203, 101204, 101206, 101208, 101209, 101211, 101213-101221, inclusive, 101225-101233, inclusive, 101235, 101237, 101239, 101242-101250, inclusive, 101253, 101254, 101256-101259, inclusive, and 101261-101263, inclusive.

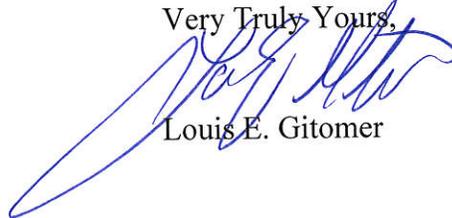
Ms. Cynthia T. Brown  
August 31, 2015  
Page 2

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 77 tank cars numbered SKSX 101133, 101137, 101139, 101140, 101142, 101145, 101147, 101148, 101153-101159, inclusive, 101161, 101173, 101175, 101179, 101180, 101182, 101183, 101185, 101187-101190, inclusive, 101192, 101193, 101197, 101199, 101201, 101203, 101204, 101206, 101208, 101209, 101211, 101213-101221, inclusive, 101225-101233, inclusive, 101235, 101237, 101239, 101242-101250, inclusive, 101253, 101254, 101256-101259, inclusive, and 101261-101263, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of August 31, 2015

between

SAFETY-KLEEN SYSTEMS, INC.,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on \_\_\_\_\_, 2015 at \_\_\_\_\_: \_\_\_\_\_m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 31, 2015, 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. 003 each dated as of August 31, 2015 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.

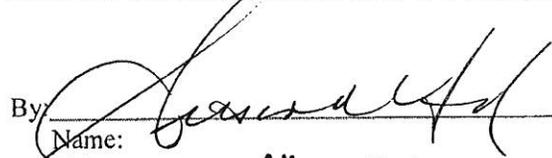
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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.

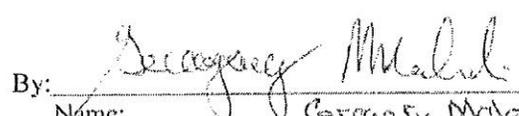
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

SAFETY-KLEEN SYSTEMS, INC.,

By:   
Name: \_\_\_\_\_  
Title: **Gregory Malone**  
**SVP / Treasurer**

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

I HEREBY CERTIFY, that on this 31st day of August, 2015, 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

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

STATE OF Massachusetts )  
COUNTY OF Plymouth ) ss.

I HEREBY CERTIFY, that on this 31<sup>st</sup> day of August, 2015, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Gregory Malerba, 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.

Diane Citrone

Notary Public

My commission expires: 2/11/2016.

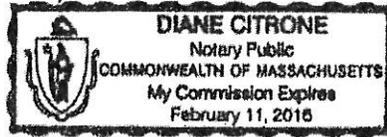


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

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

<u>Unit Type</u>		<u>Location</u>		
SKSX	101133	7425 Trammel Dr.	Shreveport	LA
SKSX	101137	4845 Forest St.	Portland	CO
SKSX	101139	7425 Trammel Dr.	Shreveport	LA
SKSX	101140	2474 Highway 169 North	Coffeyville	KS
SKSX	101142	4845 Forest St.	Portland	CO
SKSX	101145	1000 Chattahooche Ave NW	Atlanta	GA
SKSX	101147	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101148	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101153	6666 Old Gentilly Rd	New Orleans	LA
SKSX	101154	7425 Trammel Dr.	Shreveport	LA
SKSX	101155	12040 Goodrich Dr	Charlotte	NC
SKSX	101156	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101157	601 Riley Rd	East Chicago	IN
SKSX	101158	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101159	12040 Goodrich Dr	Charlotte	NC
SKSX	101161	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101173	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101175	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101179	12040 Goodrich Dr	Charlotte	NC
SKSX	101180	3251 E 36th St	Tucson	AZ
SKSX	101182	12040 Goodrich Dr	Charlotte	NC
SKSX	101183	7425 Trammel Dr.	Shreveport	LA
SKSX	101185	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101187	12040 Goodrich Dr	Charlotte	NC
SKSX	101188	359 Cypress Rd	Ocala	FL
SKSX	101189	12040 Goodrich Dr	Charlotte	NC
SKSX	101190	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101192	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101193	1000 Chattahooche Ave NW	Atlanta	GA
SKSX	101197	12040 Goodrich Dr	Charlotte	NC
SKSX	101199	12040 Goodrich Dr	Charlotte	NC
SKSX	101201	7425 Trammel Dr.	Shreveport	LA
SKSX	101203	359 Cypress Rd	Ocala	FL
SKSX	101204	359 Cypress Rd	Ocala	FL
SKSX	101206	12040 Goodrich Dr	Charlotte	NC
SKSX	101208	504 North 34th St	Tampa	FL
SKSX	101209	1000 Chattahooche Ave NW	Atlanta	GA
SKSX	101211	3251 E 36th St	Tucson	AZ
SKSX	101213	10233 Hicks Field Rd	Fort Worth	TX

SKSX	101214	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101215	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101216	7425 Trammel Dr.	Shreveport	LA
SKSX	101217	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101218	359 Cypress Rd	Ocala	FL
SKSX	101219	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101220	359 Cypress Rd	Ocala	FL
SKSX	101221	2518 Brandt Ave.	Nampa	ID
SKSX	101225	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101226	12040 Goodrich Dr	Charlotte	NC
SKSX	101227	7425 Trammel Dr.	Shreveport	LA
SKSX	101228	504 North 34th St	Tampa	FL
SKSX	101229	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101230	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101231	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101232	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101233	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101235	359 Cypress Rd	Ocala	FL
SKSX	101237	359 Cypress Rd	Ocala	FL
SKSX	101239	504 North 34th St	Tampa	FL
SKSX	101242	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101243	2518 Brandt Ave.	Nampa	ID
SKSX	101244	2518 Brandt Ave.	Nampa	ID
SKSX	101245	2518 Brandt Ave.	Nampa	ID
SKSX	101246	504 North 34th St	Tampa	FL
SKSX	101247	12040 Goodrich Dr	Charlotte	NC
SKSX	101248	1000 Chattahooche Ave NW	Atlanta	GA
SKSX	101249	12040 Goodrich Dr	Charlotte	NC
SKSX	101250	7425 Trammel Dr.	Shreveport	LA
SKSX	101253	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101254	12040 Goodrich Dr	Charlotte	NC
SKSX	101256	4845 Forest St.	Portland	CO
SKSX	101257	359 Cypress Rd	Ocala	FL
SKSX	101258	504 North 34th St	Tampa	FL
SKSX	101259	6666 Old Gentilly Rd	New Orleans	LA
SKSX	101261	1000 Chattahooche Ave NW	Atlanta	GA
SKSX	101262	12040 Goodrich Dr	Charlotte	NC
SKSX	101263	12040 Goodrich Dr	Charlotte	NC