

RECORDATION NO. 30866
FILED JULY 31, 2013 05:15 PM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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July 31, 2013

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 July 29, 2013. 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 22 tank cars numbered SKSX 101112-101130, inclusive, 101715, 101716, and 101718.

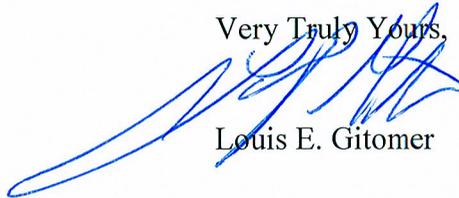
Ms. Cynthia T. Brown
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A fee of \$42.00 is enclosed. Please return one copy by email to:

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 22 tank cars numbered SKSX 101112-101130, inclusive, 101715, 101716, and 101718.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of July 29, 2013

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 _____, 2013 at _____:_____m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 29, 2013, 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. 001 each dated as of July, 29, 2013 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: Patricia Smith-Disu
Name: Patricia Smith-Disu
Title: Vice President

SAFETY-KLEEN SYSTEMS, INC.,

By: Gregory Malerbi
Name: Gregory Malerbi
Title: SUP-Treasurer

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

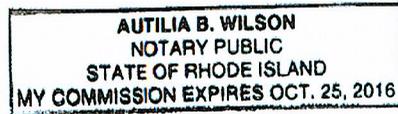
I HEREBY CERTIFY, that on this 31st day of July, 2013, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Disu, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to 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.

Autilia B. Wilson

Notary Public

My commission expires: 10/25/2016.



STATE OF Massachusetts)
COUNTY OF Plymouth) ss.

I HEREBY CERTIFY, that on this 30th day of July, 2013, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Gregory D. Palerbi, 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

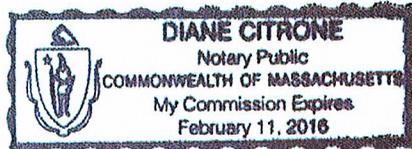


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

<u>Asset Mark</u>		<u>Unit Type</u>	<u>AAR Code</u>
SKSX	101112	Railroad Tankcar	
SKSX	101113	Railroad Tankcar	
SKSX	101114	Railroad Tankcar	
SKSX	101115	Railroad Tankcar	
SKSX	101116	Railroad Tankcar	
SKSX	101117	Railroad Tankcar	
SKSX	101118	Railroad Tankcar	
SKSX	101119	Railroad Tankcar	
SKSX	101120	Railroad Tankcar	
SKSX	101121	Railroad Tankcar	
SKSX	101122	Railroad Tankcar	
SKSX	101123	Railroad Tankcar	
SKSX	101124	Railroad Tankcar	
SKSX	101125	Railroad Tankcar	
SKSX	101126	Railroad Tankcar	
SKSX	101127	Railroad Tankcar	
SKSX	101128	Railroad Tankcar	
SKSX	101129	Railroad Tankcar	
SKSX	101130	Railroad Tankcar	
SKSX	101715	Railroad Tankcar	
SKSX	101716	Railroad Tankcar	
SKSX	101718	Railroad Tankcar	