

LAW OFFICES OF
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March 4, 2016

MELANIE B. YASBIN
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410-296-2205

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 March 3, 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 30 tank cars numbered SKSX 101269, 101270, 101272, 101275, 101276, 101282, 101287, 101288, 101291, 101309, 101320, 101327, 101329, 101330, 101268, 101292, 101293, 101298, 101299, 101300, 101303, 101304, 101319, 101326, 101277, 101285, 101297, 101321, 101323, and 101324.

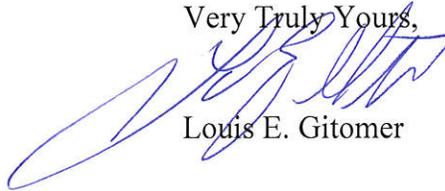
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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 30 tank cars numbered SKSX 101269, 101270, 101272, 101275, 101276, 101282, 101287, 101288, 101291, 101309, 101320, 101327, 101329, 101330, 101268, 101292, 101293, 101298, 101299, 101300, 101303, 101304, 101319, 101326, 101277, 101285, 101297, 101321, 101323, and 101324.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of March 3, 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 March 3, 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. 005 each dated as of March 3, 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 M. McNeil**
Title: **SVP**

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

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

<u>Asset Mark</u>		<u>Location</u>			
SKSX	101269	2760 Valley View Dr	Shreveport	LA	71108
SKSX	101270	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101272	2760 Valley View Dr	Shreveport	LA	71108
SKSX	101275	2760 Valley View Dr	Shreveport	LA	71108
SKSX	101276	2760 Valley View Dr	Shreveport	LA	71108
SKSX	101282	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101287	2760 Valley View Dr	Shreveport	LA	71108
SKSX	101288	2760 Valley View Dr	Shreveport	LA	71108
SKSX	101291	2760 Valley View Dr	Shreveport	LA	71108
SKSX	101309	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101320	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101327	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101329	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101330	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101268	1435 Sherman	San Antonio	TX	78202
SKSX	101292	11727 Arch St	Little Rock	AR	72206
SKSX	101293	1435 Sherman	San Antonio	TX	78202
SKSX	101298	1435 Sherman	San Antonio	TX	78202
SKSX	101299	11727 Arch St	Little Rock	AR	72206
SKSX	101300	11727 Arch St	Little Rock	AR	72206
SKSX	101303	11727 Arch St	Little Rock	AR	72206
SKSX	101304	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101319	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101326	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101277	5550 E Channel Rd	Catoosa	OK	74015
SKSX	101285	6529 Midway Rd	Fort Worth	TX	76117
SKSX	101297	6529 Midway Rd	Fort Worth	TX	76117
SKSX	101321	6529 Midway Rd	Fort Worth	TX	76117
SKSX	101323	6529 Midway Rd	Fort Worth	TX	76117
SKSX	101324	6529 Midway Rd	Fort Worth	TX	76117

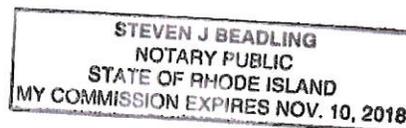
STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

I HEREBY CERTIFY, that on this 4th day of March, 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



STATE OF _____)
) ss.
COUNTY OF _____)

I HEREBY CERTIFY, that on this _____ day of March, 2016, before me, the undersigned, a Notary Public of the State of _____, personally appeared Gregory Malecha, 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 Officer of said company by signing the name of the company by himself as the SVP & Treasurer.

AS WITNESS my hand and notarial seal.

Suzanne Sherburne

Notary Public

My commission expires: 7/26/22

