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October 25, 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 efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of October 17, 2013. The primary document to which this is connected is recorded under Recordation No. 30866. We request that this document be recorded under Recordation No. 30866-A.

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 three tank cars numbered SKSX 101776, 101777, and 101778.

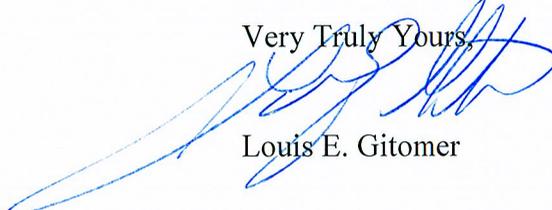
Ms. Cynthia T. Brown  
October 25, 2013  
Page 2

A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.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 three tank cars numbered SKSX 101776, 101777, and 101778.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of October 17, 2013

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 \_\_\_\_\_, 2013 at \_\_\_\_\_ m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 17, 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. 002 each dated as of October 4, 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 Malabi  
Name: Gregory Malabi  
Title: SUP - Treasurer



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

I HEREBY CERTIFY, that on this 25th day of October, 2013, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Dick 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

AUTILIA B. WILSON  
NOTARY PUBLIC  
STATE OF RHODE ISLAND  
MY COMMISSION EXPIRES OCT. 25, 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	101776	Railroad Tankcar	
SKSX	101777	Railroad Tankcar	
SKSX	101778	Railroad Tankcar	