

LAW OFFICES OF
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August 31, 2015

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 58 tank cars numbered SKSX 101131, 101132, 101134-101136, inclusive, 101138, 101141, 101143, 101144, 101146, 101149-101152, inclusive, 101160, 101162-101172, inclusive, 101174, 101176-101178, inclusive, 101181, 101184, 101186, 101191, 101194-101196, inclusive, 101198, 101200, 101202, 101205, 101207, 101210, 101212, 101222-101224, inclusive, 101234, 101236, 101238, 101240, 101241, 101251, 101252, 101255, 101260, 101264, and 101265.

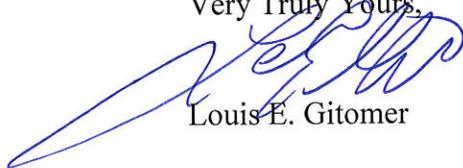
Ms. Cynthia T. Brown
August 31, 2015
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@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 58 tank cars numbered SKSX 101131, 101132, 101134-101136, inclusive, 101138, 101141, 101143, 101144, 101146, 101149-101152, inclusive, 101160, 101162-101172, inclusive, 101174, 101176-101178, inclusive, 101181, 101184, 101186, 101191, 101194-101196, inclusive, 101198, 101200, 101202, 101205, 101207, 101210, 101212, 101222-101224, inclusive, 101234, 101236, 101238, 101240, 101241, 101251, 101252, 101255, 101260, 101264, and 101265.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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

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. 004 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.

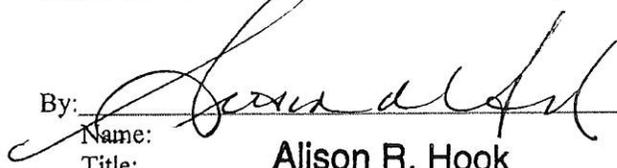
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

SAFETY-KLEEN SYSTEMS, INC.,

By: 
Name: **Gregory Malinski**
Title: **SUP. Trans. Res.**

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.


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 Dplymouth) ss.

I HEREBY CERTIFY, that on this 31 day of August, 2015, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Gregory Wialoski, 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

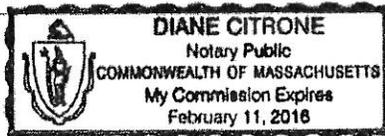


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

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

<u>Asset Mark</u>	<u>Location</u>			
SKSX	101131	2474 Highway 169 North	Coffeyville	KS
SKSX	101132	12040 Goodrich Dr	Charlotte	NC
SKSX	101134	2474 Highway 169 North	Coffeyville	KS
SKSX	101135	2474 Highway 169 North	Coffeyville	KS
SKSX	101136	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101138	2474 Highway 169 North	Coffeyville	KS
SKSX	101141	2474 Highway 169 North	Coffeyville	KS
SKSX	101143	2474 Highway 169 North	Coffeyville	KS
SKSX	101144	7425 Trammel Dr.	Shreveport	LA
SKSX	101146	12040 Goodrich Dr	Charlotte	NC
SKSX	101149	359 Cypress Rd	Ocala	FL
SKSX	101150	12040 Goodrich Dr	Charlotte	NC
SKSX	101151	601 Riley Rd	East Chicago	IN
SKSX	101152	359 Cypress Rd	Ocala	FL
SKSX	101160	2518 Brandt Ave.	Nampa	ID
SKSX	101162	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101163	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101164	601 Riley Rd	East Chicago	IN
SKSX	101165	359 Cypress Rd	Ocala	FL
SKSX	101166	359 Cypress Rd	Ocala	FL
SKSX	101167	2302 Lubbock Road	Lubbock	TX
SKSX	101168	12040 Goodrich Dr	Charlotte	NC
SKSX	101169	12040 Goodrich Dr	Charlotte	NC
SKSX	101170	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101171	504 North 34th St	Tampa	FL
SKSX	101172	12040 Goodrich Dr	Charlotte	NC
SKSX	101174	12040 Goodrich Dr	Charlotte	NC
SKSX	101176	2518 Brandt Ave.	Nampa	ID
SKSX	101177	2302 Lubbock Road	Lubbock	TX
SKSX	101178	2302 Lubbock Road	Lubbock	TX
SKSX	101181	7425 Trammel Dr.	Shreveport	LA
SKSX	101184	10233 Hicks Field Rd	Fort Worth	TX
SKSX	101186	359 Cypress Rd	Ocala	FL
SKSX	101191	12040 Goodrich Dr	Charlotte	NC
SKSX	101194	6666 Old Gentilly Rd	New Orleans	LA
SKSX	101195	12040 Goodrich Dr	Charlotte	NC
SKSX	101196	359 Cypress Rd	Ocala	FL
SKSX	101198	10233 Hicks Field Rd	Fort Worth	TX

SKSX	101200	12040 Goodrich Dr	Charlotte	NC
SKSX	101202	4845 Forest St.	Portland	CO
SKSX	101205	12040 Goodrich Dr	Charlotte	NC
SKSX	101207	359 Cypress Rd	Ocala	FL
SKSX	101210	2474 Highway 169 North	Coffeyville	KS
SKSX	101212	6666 Old Gentilly Rd	New Orleans	LA
SKSX	101222	359 Cypress Rd	Ocala	FL
SKSX	101223	359 Cypress Rd	Ocala	FL
SKSX	101224	1000 Chattahooche Ave NW	Atlanta	GA
SKSX	101234	12040 Goodrich Dr	Charlotte	NC
SKSX	101236	12040 Goodrich Dr	Charlotte	NC
SKSX	101238	6666 Old Gentilly Rd	New Orleans	LA
SKSX	101240	3251 E 36th St	Tucson	AZ
SKSX	101241	2518 Brandt Ave.	Nampa	ID
SKSX	101251	1400 North West 13th Avenue	Pompano Beach	FL
SKSX	101252	2518 Brandt Ave.	Nampa	ID
SKSX	101255	359 Cypress Rd	Ocala	FL
SKSX	101260	3251 E 36th St	Tucson	AZ
SKSX	101264	504 North 34th St	Tampa	FL
SKSX	101265	6666 Old Gentilly Rd	New Orleans	LA