

January 15, 2014 03:03 PM

Tina Amico  
VP, Contracts  
CIT Rail

SURFACE TRANSPORTATION BOARD



January 15, 2014

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423

**RE: HCC01001**

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as September 5, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: Heritage-Crystal Clean, LLC  
5400 West 86<sup>th</sup> Street  
Indianapolis, IN 46268

Lessor: The CIT Group/Equipment Financing, Inc.  
30 South Wacker Drive, Suite 2900  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series DBUX 303343 through CTCX 732865 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico  
VP, Contracts  
CIT Rail

Enclosures

**CIT RAIL**  
30 South Wacker Drive  
Suite 3000  
Chicago, IL 60606

t: 312.906.5907 f: 312.906.5833  
[Tina.Amico@cit.com](mailto:Tina.Amico@cit.com)

**Schedule A**

<b><u>Quantity</u></b>	<b><u>Description</u></b>
15	30,000 gallon non-coiled, non-insulated tank cars

**Reporting Marks and Numbers**

DBUX 303343  
DBUX 303346  
DBUX 303347  
DBUX 303349  
DBUX 303350  
DBUX 303351  
CTCX 732513  
CTCX 732526  
CTCX 732527  
CTCX 732706  
CTCX 732708  
CTCX 732711  
CTCX 732848  
CTCX 732862  
CTCX 732865

RECORDATION NO 31056 FILED  
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SURFACE TRANSPORTATION BOARD  
MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this Sunday of September 2008, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive Suite 3000, Chicago, Il, 60606 (the "Lessor"), and HERITAGE-CRYSTAL CLEAN, LLC, a Indiana limited liability company, with an address at 5400 West 86<sup>th</sup> Street, Indianapolis, IN 46268 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 5 2008 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: Jeffrey T. Lytle  
Title: SVP Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee ~~by authority of its Board of Directors~~ and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct. TGA

HERITAGE-CRYSTAL CLEAN, LLC

By: [Signature]  
Name: THOMAS G. HILLSTROM  
Title: VICE PRESIDENT, OPERATIONS