RECORDATION NO. 26308 FILED

APR 25 '06 2-03 PM

SURFACE TRANSPORTATION BOARD

APR 25 2006 RECEIVED

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

April 21, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 13, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Heritage Crystal Clean LLC 3970 W. 10th Street Suite A Indianapolis, IN 64222

A description of the railroad equipment covered by the enclosed document is one (1) 25,500 gallon capacity, insulated exterior coiled tank car, with TGOX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of $34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

Georgia Freiburger
Manager of Documentation

Enclosure
(HECC001)

RECORDATION NO. 26308 FILED

APR 25 '06 2-03 PM

SURFACE TRANSPORTATION BOARD

ASSGN. NO.: HECC001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of April, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Heritage Crystal Clean LLC ("Lessee"), an Indiana corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 13, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 6, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 13th day of April, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of April, 2006.

Notary Public

My Commission Expires:

5-2008

(Notary Public)

OFFICIAL SEAL
GEORGIA FREIBURGER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 5-18-2008

LESSEE:

HERITAGE CRYSTAL CLEAN LLC

By: Frank Fehsenfeld

Name: FRANK Fehsenfeld

Title: V.P. Operations

Executed on this 13 day of April, 2006.

ATTEST:

By: _____

Name: Steve Johnson

Title: Director of Operations

[CORPORATE SEAL]

STATE OF INDIANA

COUNTY OF Marion

I, RAMONA J. EATON, a Notary Public of the County and State aforesaid, certify that FRANK Fehsenfeld personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13 day of April, 2006.

Ramona J. Eaton
Notary Public

Commission Expires:

2/26/11
(Notary Public)

NOTARY PUBLIC SEAL STATE OF INDIANA
RAMONA J. EATON
Marion County
My Commission Expires
February 26, 2011

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS:	One (1)
DESCRIPTION OF CARS:	Insulated, exterior coiled tank car, 25,500 gallon capacity, DOT111J100W3.
CAR NUMBERS:	TGOX 1929