

RECORDATION NO 30603

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

January 4, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Regions Equipment Finance Corporation  
1900 Fifth Ave N, 24th Floor  
Birmingham, Alabama 35203

Lessee: Safety-Kleen Systems, Inc.  
2600 North Central Expressway  
Suite 400  
Richardson, Texas 75080

Chief, Section of Administration  
January 4, 2013  
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A description of the railroad equipment covered by the enclosed document is:

42 tank railcars within the series SKSX 101001 – SKSX 10158 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Edward M. Luria

EML/sem  
Enclosures



(Rail Tank Cars) SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of this 21st day of December, 2012, is made by REGIONS EQUIPMENT FINANCE CORPORATION, with an address at 1900 Fifth Avenue North, 24<sup>th</sup> Floor, Birmingham, Alabama 35203 (the "Lessor"), and SAFETY-KLEEN SYSTEMS, INC., with an address at 2600 North Central Expressway, Suite 400, Richardson, Texas 75080 (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 Agreement dated December 21, 2012 and Schedule No. 1 dated December 28, 2012 and will, from time to time, enter into True Lease Schedules (collectively, the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment")

WHEREAS, the Interim Schedule provides for payment of the Equipment when delivered, the Parties will, from time to time, enter into True Lease Schedules related to the Equipment which will provide the final terms and conditions on which the Equipment will be leased.

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 General Partner 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 under the Laws of the United States of America that the foregoing is true and correct.

REGIONS EQUIPMENT FINANCE CORPORATION

By:   
 Name: **B. Scott McClain**  
 Title: **Senior Vice President**

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 under the Laws of the United States of America that the foregoing is true and correct.

SAFETY-KLEEN SYSTEMS, INC.

By:   
 Name: **Paul T. Low**  
 Title: **Vice President, Insurance**

EXHIBIT A

RAILCARS: 42 - TRINITY TANKCAR INC  
T12058 29 188WF, 166-1/4 ID, C&I  
DOT111A100W1 RAILROAD TANK CARS

RUNNING #'S:

SKSX 101001	SKSX 101032
SKSX 101002	SKSX 101033
SKSX 101003	SKSX 101034
SKSX 101004	SKSX 101035
SKSX 101005	SKSX 101036
SKSX 101006	SKSX 101037
SKSX 101007	SKSX 101038
SKSX 101008	SKSX 101043
SKSX 101009	SKSX 101053
SKSX 101010	SKSX 101055
SKSX 101011	SKSX 101058
SKSX 101012	
SKSX 101013	
SKSX 101014	
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SKSX 101029	
SKSX 101030	
SKSX 101031	

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1-4-13

Edward M Luria

Edward M. Luria