

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

April 1, 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 March 29, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 30603.

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

April 1, 2013

Page 2

A description of the railroad equipment covered by the enclosed document is:

76 tank railcars within the series SKSX 101039 – SKSX 101111 and SKSX 101711 – SKSX 101720 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

MEMORANDUM OF LEASE
(Rail Tank Cars)

THIS MEMORANDUM OF LEASE dated as of this 29th day of March, 2013, is made by REGIONS EQUIPMENT FINANCE CORPORATION, with an address at 1900 Fifth Avenue North, 24th 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. 2 dated March 29, 2013 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: Denise Colangelo All
Name: Denise Colangelo
Title: Assistant 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: Paul Lee
Name: PAUL T. LEE
Title: VICE PRESIDENT, TREASURER

EXHIBIT A

RAILCARS: 76 - TRINITY TANKCAR INC
T12058 29 188WF, 166-1/4 ID, C&I
DOT111A100W1 RAILROAD TANK CARS

RUNNING #'S:

SKSX 101042	SKSX 101089
SKSX 101051	SKSX 101719
SKSX 101054	SKSX 101078
SKSX 101044	SKSX 101081
SKSX 101048	SKSX 101086
SKSX 101050	SKSX 101090
SKSX 101059	SKSX 101091
SKSX 101061	SKSX 101093
SKSX 101063	SKSX 101094
SKSX 101049	SKSX 101095
SKSX 101056	SKSX 101096
SKSX 101057	SKSX 101097
SKSX 101060	SKSX 101098
SKSX 101064	SKSX 101102
SKSX 101041	SKSX 101103
SKSX 101046	SKSX 101106
SKSX 101065	SKSX 101107
SKSX 101040	SKSX 101108
SKSX 101052	SKSX 101109
SKSX 101039	SKSX 101110
SKSX 101067	SKSX 101092
SKSX 101069	SKSX 101099
SKSX 101071	SKSX 101100
SKSX 101047	SKSX 101101
SKSX 101062	SKSX 101104
SKSX 101711	SKSX 101105
SKSX 101714	SKSX 101111
SKSX 101717	
SKSX 101045	
SKSX 101066	
SKSX 101068	
SKSX 101070	
SKSX 101072	
SKSX 101073	
SKSX 101074	
SKSX 101075	
SKSX 101076	
SKSX 101712	
SKSX 101713	
SKSX 101720	
SKSX 101080	
SKSX 101079	
SKSX 101077	
SKSX 101082	
SKSX 101083	
SKSX 101084	
SKSX 101085	
SKSX 101087	
SKSX 101088	

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: 4/1/13

Edward M Luria
Edward M. Luria