

LAW OFFICES OF
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September 30, 2016

MELANIE B. YASBIN
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410-296-2205

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 September 30, 2016. 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 & Capital, LLC
11333 McCormick Road
Hunt Valley, MD 21031

Lessee:

Blue Cube Operations LLC
190 Carondelet Plaza, Suite 1530
Clayton, MO 63105-3443

A description of the equipment covered by the Memorandum of Lease Agreement consists of 83 tank cars numbered OCAX 086016- 086036, inclusive, 086038-086076, inclusive, DOWX 086077, OCAX 086078- 086094, inclusive DOWX 086095, OCAX 086096, 086097, 086098, and 086099 (formerly DOWX 086017-086036, inclusive, 086038-086099, inclusive, respectively).

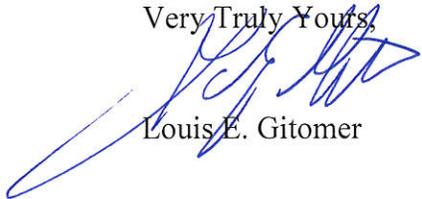
Ms. Cynthia T. Brown
September 30, 2016
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A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 11333 McCormick Road, Hunt Valley, MD 21031, and Blue Cube Operations LLC, 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105-3443, covering 83 tank cars numbered OCAX 086016- 086036, inclusive, 086038-086076, inclusive, DOWX 086077, OCAX 086078- 086094, inclusive DOWX 086095, OCAX 086096, 086097, 086098, and 086099 (formerly DOWX 086017-086036, inclusive, 086038-086099, inclusive, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 30, 2016, by and between BLUE CUBE OPERATIONS LLC, a Delaware limited liability company (the "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 that certain Rail Equipment Net Leasing Agreement No. 31877-90000 dated as of September 30, 2016, and Schedule No. 014 thereto and incorporating the terms thereof, dated as of September 30, 2016 (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: Erin M Parks
Name: **Erin M. Parks**
Title: **Assistant Vice President**

BLUE CUBE OPERATIONS LLC

By: James A. Varilek
Name: **James A. Varilek**
Title: **Vice President**

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

I HEREBY CERTIFY, that on this 27th day of September, 2016, before me, the undersigned, a Notary Public of the State of Missouri, personally appeared James A. Varilek, who acknowledged himself to be the Vice President of BLUE CUBE OPERATIONS 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: July 24, 2017.



NICOLE LEFEBVRE
My Commission Expires
July 24, 2017
St. Louis County
Commission #13506986

STATE OF MARYLAND)
) ss.
COUNTY OF HARFORD)

I HEREBY CERTIFY, that on this 29th day of September, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Erin M. Parks, who acknowledged herself to be the Assistant 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 she executed the same for the purposes therein contained as the duly authorized Assistant Vice President of said company by signing the name of the company by himself as the Assistant Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: Feb 28, 2017

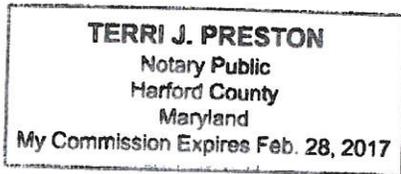


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DOWX086016	OCAX086016	2000
2	DOWX086017	OCAX086017	2000
3	DOWX086018	OCAX086018	2000
4	DOWX086019	OCAX086019	2000
5	DOWX086020	OCAX086020	2000
6	DOWX086021	OCAX086021	2000
7	DOWX086022	OCAX086022	2000
8	DOWX086023	OCAX086023	2000
9	DOWX086024	OCAX086024	2000
10	DOWX086025	OCAX086025	2000
11	DOWX086026	OCAX086026	2000
12	DOWX086027	OCAX086027	2000
13	DOWX086028	OCAX086028	2000
14	DOWX086029	OCAX086029	2000
15	DOWX086030	OCAX086030	2000
16	DOWX086031	OCAX086031	2000
17	DOWX086032	OCAX086032	2000
18	DOWX086033	OCAX086033	2000
19	DOWX086034	OCAX086034	2000
20	DOWX086035	OCAX086035	2000
21	DOWX086036	OCAX086036	2000
22	DOWX086038	OCAX086038	2000
23	DOWX086039	OCAX086039	2000
24	DOWX086040	OCAX086040	2000
25	DOWX086041	OCAX086041	2000
26	DOWX086042	OCAX086042	2000
27	DOWX086043	OCAX086043	2000
28	DOWX086044	OCAX086044	2000
29	DOWX086045	OCAX086045	2000
30	DOWX086046	OCAX086046	2000
31	DOWX086047	OCAX086047	2000
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38	DOWX086054	OCAX086054	2000
39	DOWX086055	OCAX086055	2000
40	DOWX086056	OCAX086056	2000

41	DOWX086057	OCAX086057	2000
42	DOWX086058	OCAX086058	2000
43	DOWX086059	OCAX086059	2000
44	DOWX086060	OCAX086060	2000
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47	DOWX086063	OCAX086063	2000
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81	DOWX086097	OCAX086097	2000
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