

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC**

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September 30, 2016

MELANIE B. YASBIN  
Melanie@lgraillaw.com  
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 29 tank cars numbered OCAX 070420, 070421, 070452- 070459, inclusive, DOWX 070460, 070461- 070475, inclusive, 070487, 070488, and 070489 (formerly numbered DOWX 070420, 070421, 070452-070475, inclusive, 070487, 070488, and 070489, respectively).

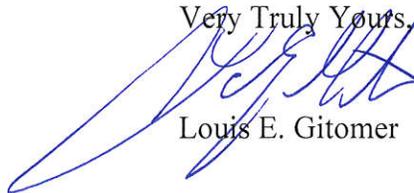
Ms. Cynthia T. Brown  
September 30, 2016  
Page 2

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 29 tank cars numbered OCAX 070420, 070421, 070452- 070459, inclusive, DOWX 070460, 070461- 070475, inclusive, 070487, 070488, and 070489 (formerly numbered DOWX 070420, 070421, 070452-070475,inclusive, 070487, 070488, and 070489, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of September 30, 2016

between

BLUE CUBE OPERATIONS LLC,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on September \_\_, 2016 at \_\_\_\_:\_\_\_\_.m.

## 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. 004 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.

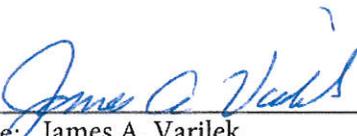
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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:   
Name: **Erin M. Parks**  
Title: **Assistant Vice President**

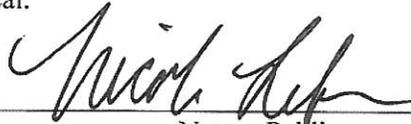
BLUE CUBE OPERATIONS LLC

By:   
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 30th 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.

**TERRI J. PRESTON**  
Notary Public  
Harford County  
Maryland  
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	DOWX070420	OCAX070420	1998
2	DOWX070421	OCAX070421	1998
3	DOWX070452	OCAX070452	1998
4	DOWX070453	OCAX070453	1998
5	DOWX070454	OCAX070454	1998
6	DOWX070455	OCAX070455	1998
7	DOWX070456	OCAX070456	1998
8	DOWX070457	OCAX070457	1998
9	DOWX070458	OCAX070458	1998
10	DOWX070459	OCAX070459	1998
11	DOWX070460	DOWX070460	1998
12	DOWX070461	OCAX070461	1998
13	DOWX070462	OCAX070462	1998
14	DOWX070463	OCAX070463	1998
15	DOWX070464	OCAX070464	1998
16	DOWX070465	OCAX070465	1998
17	DOWX070466	OCAX070466	1998
18	DOWX070467	OCAX070467	1998
19	DOWX070468	OCAX070468	1998
20	DOWX070469	OCAX070469	1998
21	DOWX070470	OCAX070470	1998
22	DOWX070471	OCAX070471	1998
23	DOWX070472	OCAX070472	1998
24	DOWX070473	OCAX070473	1998
25	DOWX070474	OCAX070474	1998
26	DOWX070475	OCAX070475	1998
27	DOWX070487	OCAX070487	1998
28	DOWX070488	OCAX070488	1998
29	DOWX070489	OCAX070489	1998