

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 9 tank cars number OCAX 080755, 080758, 080771, 080778, 080779, 080801, 080807, DOWX 080810, and OCAX 080838 (formerly number DOWX 080755, 080758, 080771, 080778, 080779, 080801, 080807, 080810, and 080838, respectively).

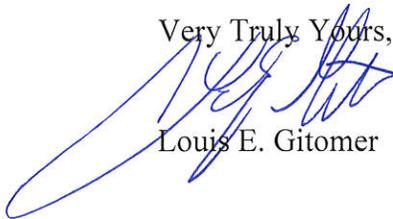
Ms. Cynthia T. Brown
September 30, 2016
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A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.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 9 tank cars number OCAX 080755, 080758, 080771, 080778, 080779, 080801, 080807, DOWX 080810, and OCAX 080838 (formerly number DOWX 080755, 080758, 080771, 080778, 080779, 080801, 080807, 080810, and 080838, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosure

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

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. 010 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 herself as the Assistant Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: Feb 28, 2017

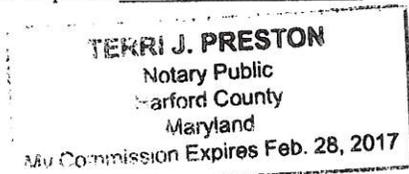


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

| | Old Car Mark | New Car Mark | Year Built |
|---|--------------|--------------|------------|
| 1 | DOWX080755 | OCAX080755 | 1999 |
| 2 | DOWX080758 | OCAX080758 | 1999 |
| 3 | DOWX080771 | OCAX080771 | 1999 |
| 4 | DOWX080778 | OCAX080778 | 1999 |
| 5 | DOWX080779 | OCAX080779 | 1999 |
| 6 | DOWX080801 | OCAX080801 | 1999 |
| 7 | DOWX080807 | OCAX080807 | 1999 |
| 8 | DOWX080810 | DOWX080810 | 1999 |
| 9 | DOWX080838 | OCAX080838 | 1999 |