

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 23 tank cars numbered OCAX 070900, 070901, 070902, 070903, 070904, 070905, 070906, 070907, 070908, 070909, 070910, 070911, 070912, 070913, 070914, 070915, 070916, 070917, 070918, 070919, 070920, 070921, and 071109 (formerly numbered DOWX 070900, 070901, 070902, 070903, 070904, 070905, 070906, 070907, 070908, 070909, 070910, 070911, 070912, 070913, 070914, 070915, 070916, 070917, 070918, 070919, 070920, 070921, 071109, respectively).

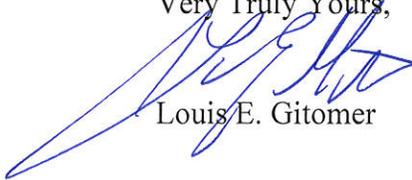
Ms. Cynthia T. Brown  
September 30, 2016  
Page 2

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 23 tank cars numbered OCAX 070900, 070901, 070902, 070903, 070904, 070905, 070906, 070907, 070908, 070909, 070910, 070911, 070912, 070913, 070914, 070915, 070916, 070917, 070918, 070919, 070920, 070921, and 071109 (formerly numbered DOWX 070900, 070901, 070902, 070903, 070904, 070905, 070906, 070907, 070908, 070909, 070910, 070911, 070912, 070913, 070914, 070915, 070916, 070917, 070918, 070919, 070920, 070921, 071109, 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. 012 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:  
Title:

**Erin M. Parks**  
**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



EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DOWX070900	OCAX070900	1999
2	DOWX070901	OCAX070901	1999
3	DOWX070902	OCAX070902	1999
4	DOWX070903	OCAX070903	1999
5	DOWX070904	OCAX070904	1999
6	DOWX070905	OCAX070905	1999
7	DOWX070906	OCAX070906	1999
8	DOWX070907	OCAX070907	1999
9	DOWX070908	OCAX070908	1999
10	DOWX070909	OCAX070909	1999
11	DOWX070910	OCAX070910	1999
12	DOWX070911	OCAX070911	1999
13	DOWX070912	OCAX070912	1999
14	DOWX070913	OCAX070913	1999
15	DOWX070914	OCAX070914	1999
16	DOWX070915	OCAX070915	1999
17	DOWX070916	OCAX070916	1999
18	DOWX070917	OCAX070917	1999
19	DOWX070918	OCAX070918	1999
20	DOWX070919	OCAX070919	1999
21	DOWX070920	OCAX070920	1999
22	DOWX070921	OCAX070921	1999
23	DOWX071109	OCAX071109	1999