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September 30, 2016

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 27 tank cars numbered DOWX 080617, OCAX 080627, 080628, 080629, 080635, 080638, 080647, 080656, 080659, 080679, DOWX 080685, OCAX 080698, 080700, 080702, 080704, 080705, 080707, DOWX 080719, OCAX 080720, 080723, 080724, 080733, 080742, 080743, 080744, 082024, and 082033 (formerly numbered DOWX 080617, 080627, 080628, 080629, 080635, 080638, 080647, 080656, 080659, 080679, 080685, 080698, 080700, 080702, 080704, 080705, 080707, 080719, 080720, 080723, 080724, 080733, 080742, 080743, 080744, 082024, and 082033, respectively).

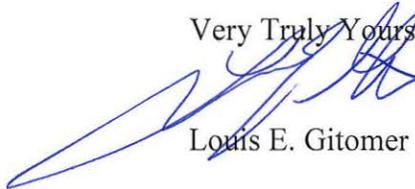
Ms. Cynthia T. Brown  
September 30, 2016  
Page 2

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@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 27 tank cars numbered DOWX 080617, OCAX 080627, 080628, 080629, 080635, 080638, 080647, 080656, 080659, 080679, DOWX 080685, OCAX 080698, 080700, 080702, 080704, 080705, 080707, DOWX 080719, OCAX 080720, 080723, 080724, 080733, 080742, 080743, 080744, 082024, and 082033 (formerly numbered DOWX 080617, 080627, 080628, 080629, 080635, 080638, 080647, 080656, 080659, 080679, 080685, 080698, 080700, 080702, 080704, 080705, 080707, 080719, 080720, 080723, 080724, 080733, 080742, 080743, 080744, 082024, and 082033, 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. 008 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**

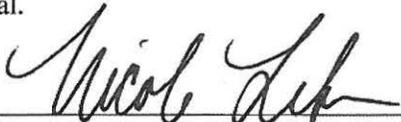
BLUE CUBE OPERATIONS LLC

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.

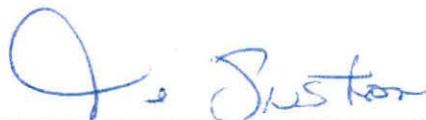


NICOLE LEFEBVRE  
My Commission Expires  
July 24, 2017  
St. Louis County  
Commission #13506986

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

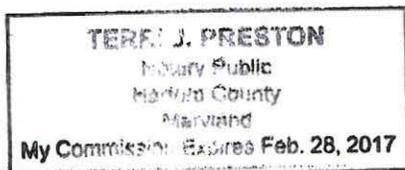


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DOWX080617	DOWX080617	1998
2	DOWX080627	OCAX080627	1998
3	DOWX080628	OCAX080628	1998
4	DOWX080629	OCAX080629	1998
5	DOWX080635	OCAX080635	1998
6	DOWX080638	OCAX080638	1998
7	DOWX080647	OCAX080647	1998
8	DOWX080656	OCAX080656	1998
9	DOWX080659	OCAX080659	1998
10	DOWX080679	OCAX080679	1998
11	DOWX080685	DOWX080685	1998
12	DOWX080698	OCAX080698	1998
13	DOWX080700	OCAX080700	1998
14	DOWX080702	OCAX080702	1998
15	DOWX080704	OCAX080704	1998
16	DOWX080705	OCAX080705	1998
17	DOWX080707	OCAX080707	1998
18	DOWX080719	DOWX080719	1998
19	DOWX080720	OCAX080720	1998
20	DOWX080723	OCAX080723	1998
21	DOWX080724	OCAX080724	1998
22	DOWX080733	OCAX080733	1998
23	DOWX080742	OCAX080742	1998
24	DOWX080743	OCAX080743	1998
25	DOWX080744	OCAX080744	1998
26	DOWX082024	OCAX082024	1998
27	DOWX082033	OCAX082033	1998