

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 68 tank cars numbered OCAX 004284, 001061, 001062, 004289, 004290, 004291, 001063, 004293, 001064, 004295, 004296, 004297, 004298, 004299, 004300, 004301, 004302, 004303, 004304, 088010, 088011, 088012, 088013, 088014, 088015, 088016, 088017, 088020, 088021, 088022, 088023, 088024, 088025, 088026, 088027, 088028, 088029, 088030, 088031, 088032, 088033, 088034, 088035, 088037, 088038, 088039, 088043, 088044, 088045, 088046, 088047, 088048, 088049, 088051, 088052, 088053, 088054, 088055, 088056, 088058, 088059, 088060, 088061, 088062, 088063, 088065, 088068, and 88069 (formerly numbered DCLX 004284, 004287, 004288, 004289, 004290, 004291, 004292, 004293, 004294, 004295, 004296, 004297, 004298,

Ms. Cynthia T. Brown  
September 30, 2016  
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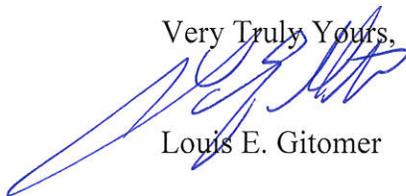
004299, 004300, 004301, 004302, 004303, 004304, 088010, 088011, 088012, 088013, 088014, 088015, 088016, 088017, 088020, 088021, 088022, 088023, 088024, 088025, 088026, 088027, 088028, 088029, 088030, 088031, 088032, 088033, 088034, 088035, 088037, 088038, 088039, 088043, 088044, 088045, 088046, 088047, 088048, 088049, 088051, 088052, 088053, 088054, 088055, 088056, 088058, 088059, 088060, 088061, 088062, 088063, 088065, 088068, 088069, respectively).

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 68 tank cars numbered OCAX 004284, 001061, 001062, 004289, 004290, 004291, 001063, 004293, 001064, 004295, 004296, 004297, 004298, 004299, 004300, 004301, 004302, 004303, 004304, 088010, 088011, 088012, 088013, 088014, 088015, 088016, 088017, 088020, 088021, 088022, 088023, 088024, 088025, 088026, 088027, 088028, 088029, 088030, 088031, 088032, 088033, 088034, 088035, 088037, 088038, 088039, 088043, 088044, 088045, 088046, 088047, 088048, 088049, 088051, 088052, 088053, 088054, 088055, 088056, 088058, 088059, 088060, 088061, 088062, 088063, 088065, 088068, and 88069 (formerly numbered DCLX 004284, 004287, 004288, 004289, 004290, 004291, 004292, 004293, 004294, 004295, 004296, 004297, 004298, 004299, 004300, 004301, 004302, 004303, 004304, 088010, 088011, 088012, 088013, 088014, 088015, 088016, 088017, 088020, 088021, 088022, 088023, 088024, 088025, 088026, 088027, 088028, 088029, 088030, 088031, 088032, 088033, 088034, 088035, 088037, 088038, 088039, 088043, 088044, 088045, 088046, 088047, 088048, 088049, 088051, 088052, 088053, 088054, 088055, 088056, 088058, 088059, 088060, 088061, 088062, 088063, 088065, 088068, 088069, 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. 023 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 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

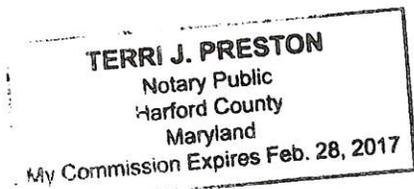


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DCLX004284	OCAX004284	2005
2	DCLX004287	OCAX001061	2005
3	DCLX004288	OCAX001062	2005
4	DCLX004289	OCAX004289	2005
5	DCLX004290	OCAX004290	2005
6	DCLX004291	OCAX004291	2005
7	DCLX004292	OCAX001063	2005
8	DCLX004293	OCAX004293	2005
9	DCLX004294	OCAX001064	2005
10	DCLX004295	OCAX004295	2005
11	DCLX004296	OCAX004296	2005
12	DCLX004297	OCAX004297	2005
13	DCLX004298	OCAX004298	2005
14	DCLX004299	OCAX004299	2005
15	DCLX004300	OCAX004300	2005
16	DCLX004301	OCAX004301	2005
17	DCLX004302	OCAX004302	2005
18	DCLX004303	OCAX004303	2005
19	DCLX004304	OCAX004304	2005
20	DOWX088010	OCAX088010	2005
21	DOWX088011	OCAX088011	2005
22	DOWX088012	OCAX088012	2005
23	DOWX088013	OCAX088013	2005
24	DOWX088014	OCAX088014	2005
25	DOWX088015	OCAX088015	2005
26	DOWX088016	OCAX088016	2005
27	DOWX088017	OCAX088017	2005
28	DOWX088020	OCAX088020	2005
29	DOWX088021	OCAX088021	2005
30	DOWX088022	OCAX088022	2005
31	DOWX088023	OCAX088023	2005
32	DOWX088024	OCAX088024	2005
33	DOWX088025	OCAX088025	2005
34	DOWX088026	OCAX088026	2005
35	DOWX088027	OCAX088027	2005
36	DOWX088028	OCAX088028	2005
37	DOWX088029	OCAX088029	2005
38	DOWX088030	OCAX088030	2005
39	DOWX088031	OCAX088031	2005
40	DOWX088032	OCAX088032	2005

41	DOWX088033	OCAX088033	2005
42	DOWX088034	OCAX088034	2005
43	DOWX088035	OCAX088035	2005
44	DOWX088037	OCAX088037	2005
45	DOWX088038	OCAX088038	2005
46	DOWX088039	OCAX088039	2005
47	DOWX088043	OCAX088043	2005
48	DOWX088044	OCAX088044	2005
49	DOWX088045	OCAX088045	2005
50	DOWX088046	OCAX088046	2005
51	DOWX088047	OCAX088047	2005
52	DOWX088048	OCAX088048	2005
53	DOWX088049	OCAX088049	2005
54	DOWX088051	OCAX088051	2005
55	DOWX088052	OCAX088052	2005
56	DOWX088053	OCAX088053	2005
57	DOWX088054	OCAX088054	2005
58	DOWX088055	OCAX088055	2005
59	DOWX088056	OCAX088056	2005
60	DOWX088058	OCAX088058	2005
61	DOWX088059	OCAX088059	2005
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63	DOWX088061	OCAX088061	2005
64	DOWX088062	OCAX088062	2005
65	DOWX088063	OCAX088063	2005
66	DOWX088065	OCAX088065	2005
67	DOWX088068	OCAX088068	2005
68	DOWX088069	OCAX088069	2005