

RECORDATION NO. 32361
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SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC

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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 29 tank cars numbered OCAX 073776, 073777, 073809, 073810, 073811, 073813, 073815, 073817- 073834, inclusive, 073843- 073846, inclusive (formerly numbered DOWX 073776, 073777, 073809, 073810, 073811, 073813, 073815, 073817- 073834, inclusive, 073843-073846, inclusive, respectively).

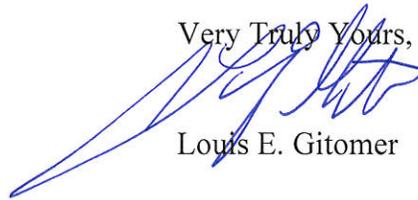
Ms. Cynthia T. Brown
September 30, 2016
Page 2

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 29 tank cars numbered OCAX 073776, 073777, 073809, 073810, 073811, 073813, 073815, 073817- 073834, inclusive, 073843- 073846, inclusive (formerly numbered DOWX 073776, 073777, 073809, 073810, 073811, 073813, 073815, 073817-073834, inclusive, 073843-073846, inclusive, 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. 024 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]

STATE OF MARYLAND)
) ss.
COUNTY OF HARFORD)

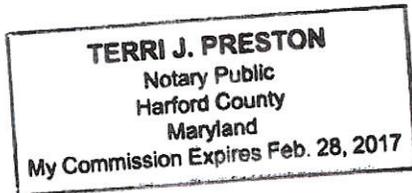
I HEREBY CERTIFY, that on this 29th day of September, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Erin M. Parks, who acknowledged herself to be the Assistant Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), 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



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	DOWX073776	OCAX073776	2010
2	DOWX073777	OCAX073777	2010
3	DOWX073809	OCAX073809	2010
4	DOWX073810	OCAX073810	2010
5	DOWX073811	OCAX073811	2010
6	DOWX073813	OCAX073813	2010
7	DOWX073815	OCAX073815	2010
8	DOWX073817	OCAX073817	2010
9	DOWX073818	OCAX073818	2010
10	DOWX073819	OCAX073819	2010
11	DOWX073820	OCAX073820	2010
12	DOWX073821	OCAX073821	2010
13	DOWX073822	OCAX073822	2010
14	DOWX073823	OCAX073823	2010
15	DOWX073824	OCAX073824	2010
16	DOWX073825	OCAX073825	2010
17	DOWX073826	OCAX073826	2010
18	DOWX073827	OCAX073827	2010
19	DOWX073828	OCAX073828	2010
20	DOWX073829	OCAX073829	2010
21	DOWX073830	OCAX073830	2010
22	DOWX073831	OCAX073831	2010
23	DOWX073832	OCAX073832	2010
24	DOWX073833	OCAX073833	2010
25	DOWX073834	OCAX073834	2010
26	DOWX073843	OCAX073843	2010
27	DOWX073844	OCAX073844	2010
28	DOWX073845	OCAX073845	2010
29	DOWX073846	OCAX073846	2010