

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 61 tank cars numbered OCAX 082140, 082141, 082142, 082143, 082146, 082147, 082148, 082149, 082151, 082152, 082153, 082154, 082155, 082156, 082158, 082161, 082165, 082166, 082173, 082180, 082183, 082184, 082186, 082190, 082194, 082196, 082198, 082199, DOWX 082200, OCAX 082201, 082202, 082203, 082209, 082215, 082221, 082222, 082223, 082226, 082227, 082229, 082230, DOWX 082232, OCAX 082237, 082239, 082243, 082244, 082245, DOWX 082267, OCAX 082268, 082269, DOWX 082270, OCAX 082272, 082274, DOWX 082275, OCAX 082282, 082285, DOWX 082287, OCAX 082288, 082289, 082290, and 082291 (formerly numbered DOWX 082140, 082141, 082142, 082143, 082146, 082147, 082148, 082149,

Ms. Cynthia T. Brown
September 30, 2016
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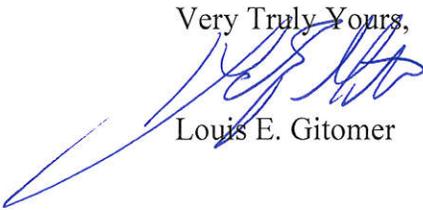
082151, 082152, 082153, 082154, 082155, 082156, 082158, 082161, 082165, 082166, 082173, 82180, 082183, 082184, 082186, 082190, 082194, 082196, 082198, 082199, 082200, 082201, 082202, 082203, 082209, 082215, 082221, 082222, 082223, 082226, 082227, 082229, 082230, 082232, 082237, 082239, 082243, 082244, 082245, 082267, 082268, 082269, 082270, 082272, 082274, 082275, 082282, 082285, 082287, 082288, 082289, 082290, 082291, 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 61 tank cars numbered OCAX 082140, 082141, 082142, 082143, 082146, 082147, 082148, 082149, 082151, 082152, 082153, 082154, 082155, 082156, 082158, 082161, 082165, 082166, 082173, 082180, 082183, 082184, 082186, 082190, 082194, 082196, 082198, 082199, DOWX 082200, OCAX 082201, 082202, 082203, 082209, 082215, 082221, 082222, 082223, 082226, 082227, 082229, 082230, DOWX 082232, OCAX 082237, 082239, 082243, 082244, 082245, DOWX 082267, OCAX 082268, 082269, DOWX 082270, OCAX 082272, 082274, DOWX 082275, OCAX 082282, 082285, DOWX 082287, OCAX 082288, 082289, 082290, and 082291 (formerly numbered DOWX 082140, 082141, 082142, 082143, 082146, 082147, 082148, 082149, 082151, 082152, 082153, 082154, 082155, 082156, 082158, 082161, 082165, 082166, 082173, 82180, 082183, 082184, 082186, 082190, 082194, 082196, 082198, 082199, 082200, 082201, 082202, 082203, 082209, 082215, 082221, 082222, 082223, 082226, 082227, 082229, 082230, 082232, 082237, 082239, 082243, 082244, 082245, 082267, 082268, 082269, 082270, 082272, 082274, 082275, 082282, 082285, 082287, 082288, 082289, 082290, 082291, 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. 016 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 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

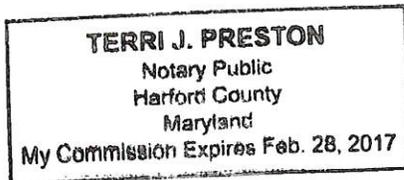


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DOWX082140	OCAX082140	2001
2	DOWX082141	OCAX082141	2001
3	DOWX082142	OCAX082142	2001
4	DOWX082143	OCAX082143	2001
5	DOWX082146	OCAX082146	2001
6	DOWX082147	OCAX082147	2001
7	DOWX082148	OCAX082148	2001
8	DOWX082149	OCAX082149	2001
9	DOWX082151	OCAX082151	2001
10	DOWX082152	OCAX082152	2001
11	DOWX082153	OCAX082153	2001
12	DOWX082154	OCAX082154	2001
13	DOWX082155	OCAX082155	2001
14	DOWX082156	OCAX082156	2001
15	DOWX082158	OCAX082158	2001
16	DOWX082161	OCAX082161	2001
17	DOWX082165	OCAX082165	2001
18	DOWX082166	OCAX082166	2001
19	DOWX082173	OCAX082173	2001
20	DOWX082180	OCAX082180	2001
21	DOWX082183	OCAX082183	2001
22	DOWX082184	OCAX082184	2001
23	DOWX082186	OCAX082186	2001
24	DOWX082190	OCAX082190	2001
25	DOWX082194	OCAX082194	2001
26	DOWX082196	OCAX082196	2001
27	DOWX082198	OCAX082198	2001
28	DOWX082199	OCAX082199	2001
29	DOWX082200	DOWX082200	2001
30	DOWX082201	OCAX082201	2001
31	DOWX082202	OCAX082202	2001
32	DOWX082203	OCAX082203	2001
33	DOWX082209	OCAX082209	2001
34	DOWX082215	OCAX082215	2001
35	DOWX082221	OCAX082221	2001
36	DOWX082222	OCAX082222	2001
37	DOWX082223	OCAX082223	2001
38	DOWX082226	OCAX082226	2001
39	DOWX082227	OCAX082227	2001
40	DOWX082229	OCAX082229	2001

41	DOWX082230	OCAX082230	2001
42	DOWX082232	DOWX082232	2001
43	DOWX082237	OCAX082237	2001
44	DOWX082239	OCAX082239	2001
45	DOWX082243	OCAX082243	2001
46	DOWX082244	OCAX082244	2001
47	DOWX082245	OCAX082245	2001
48	DOWX082267	DOWX082267	2001
49	DOWX082268	OCAX082268	2001
50	DOWX082269	OCAX082269	2001
51	DOWX082270	DOWX082270	2001
52	DOWX082272	OCAX082272	2001
53	DOWX082274	OCAX082274	2001
54	DOWX082275	DOWX082275	2001
55	DOWX082282	OCAX082282	2001
56	DOWX082285	OCAX082285	2001
57	DOWX082287	DOWX082287	2001
58	DOWX082288	OCAX082288	2001
59	DOWX082289	OCAX082289	2001
60	DOWX082290	OCAX082290	2001
61	DOWX082291	OCAX082291	2001