

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 Assignment of Lease, a secondary document, dated as of September 30, 2016. The primary document to which this is connected is recorded under Recordation No. "New". We request that this document be recorded under Recordation No. New-A.

The names and addresses of the parties to the Memorandum of Assignment of Lease Agreement are:

Assignor:

Banc of America Leasing & Capital, LLC  
11333 McCormick Road  
Hunt Valley, MD 21031

Assignee:

The Huntington National Bank  
105 East Fourth Street, Suite 120  
Cincinnati, OH 45202

A description of the equipment covered by the Memorandum of Assignment of Lease Agreement consists of 83 tank cars numbered OCAX 086016- 086036, inclusive, 086038-086076, inclusive, DOWX 086077, OCAX 086078- 086094, inclusive DOWX 086095, OCAX 086096, 086097, 086098, and 086099 (formerly DOWX 086017-086036, inclusive, 086038-086099, inclusive, respectively).

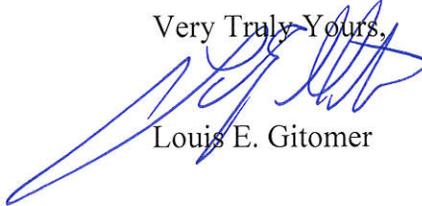
Ms. Cynthia T. Brown  
September 30, 2016  
Page 2

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@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease Agreement between Banc of America Leasing & Capital, LLC, 11333 McCormick Road, Hunt Valley, MD 21031, and The Huntington National Bank, 105 East Fourth Street, Suite 120, Cincinnati, OH 45202, covering 83 tank cars numbered OCAX 086016- 086036, inclusive, 086038-086076, inclusive, DOWX 086077, OCAX 086078- 086094, inclusive DOWX 086095, OCAX 086096, 086097, 086098, and 086099 (formerly DOWX 086017-086036, inclusive, 086038-086099, inclusive, 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.

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MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of September 30, 2016

between

THE HUNTINGTON NATIONAL BANK

as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC

as Assignor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on September \_\_\_\_, 2016 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of September 30, 2016 by and between THE HUNTINGTON NATIONAL BANK (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and Blue Cube Operations LLC, as lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement No. 31877-90000 dated September 30, 2016, and, pursuant thereto, that certain Schedule No. 014 dated September 30, 2016 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of March 6, 2003 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

Assignor filed a Memorandum of Lease with the STB on September 30, 2016 with respect to the Railcars which is awaiting a Recordation Number. The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

THE HUNTINGTON NATIONAL BANK

By: Stephanie Middle  
Name: Stephanie Middle  
Title: Sales Coordinator

BANC OF AMERICA LEASING & CAPITAL,  
LLC

By: \_\_\_\_\_  
Name:  
Title:

STATE OF Ohio )  
 ) ss.  
COUNTY OF Hamilton )

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of September, 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Stephanie Mudd, who acknowledged himself/herself to be the Sales Coordinator of THE HUNTINGTON NATIONAL BANK, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized Sales Coordinator of said national banking association by signing the name of the association by himself/herself as the Sales Coordinator.

AS WITNESS my hand and notarial seal.

  
\_\_\_\_\_  
Notary Public

My commission expires: N/A



ALEXANDRA DRESSMAN  
Attorney at Law  
Notary Public, State of Ohio  
My Comm. has no Expiration Date  
Section 147.03 O.R.C.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

THE HUNTINGTON NATIONAL BANK

By: \_\_\_\_\_  
Name:  
Title:

BANC OF AMERICA LEASING & CAPITAL,  
LLC

By: Steffanie Ragland  
Name:  
Title: Steffanie Ragland  
Vice President

STATE OF GEORGIA )  
 ) ss.  
COUNTY OF DEKALB )

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of Sept, 2014, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Steffanie Rugland who acknowledged herself to be the 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 Vice President of said company by signing the name of the company by herself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: Aug 30, 2019.

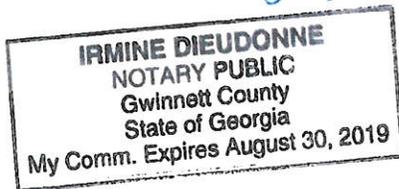


EXHIBIT NO. 1  
 TO MEMORANDUM OF ASSIGNMENT OF LEASE  
 DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DOWX086016	OCAX086016	2000
2	DOWX086017	OCAX086017	2000
3	DOWX086018	OCAX086018	2000
4	DOWX086019	OCAX086019	2000
5	DOWX086020	OCAX086020	2000
6	DOWX086021	OCAX086021	2000
7	DOWX086022	OCAX086022	2000
8	DOWX086023	OCAX086023	2000
9	DOWX086024	OCAX086024	2000
10	DOWX086025	OCAX086025	2000
11	DOWX086026	OCAX086026	2000
12	DOWX086027	OCAX086027	2000
13	DOWX086028	OCAX086028	2000
14	DOWX086029	OCAX086029	2000
15	DOWX086030	OCAX086030	2000
16	DOWX086031	OCAX086031	2000
17	DOWX086032	OCAX086032	2000
18	DOWX086033	OCAX086033	2000
19	DOWX086034	OCAX086034	2000
20	DOWX086035	OCAX086035	2000
21	DOWX086036	OCAX086036	2000
22	DOWX086038	OCAX086038	2000
23	DOWX086039	OCAX086039	2000
24	DOWX086040	OCAX086040	2000
25	DOWX086041	OCAX086041	2000
26	DOWX086042	OCAX086042	2000
27	DOWX086043	OCAX086043	2000
28	DOWX086044	OCAX086044	2000
29	DOWX086045	OCAX086045	2000
30	DOWX086046	OCAX086046	2000
31	DOWX086047	OCAX086047	2000
32	DOWX086048	OCAX086048	2000
33	DOWX086049	OCAX086049	2000
34	DOWX086050	OCAX086050	2000
35	DOWX086051	OCAX086051	2000
36	DOWX086052	OCAX086052	2000
37	DOWX086053	OCAX086053	2000
38	DOWX086054	OCAX086054	2000

39	DOWX086055	OCAX086055	2000
40	DOWX086056	OCAX086056	2000
41	DOWX086057	OCAX086057	2000
42	DOWX086058	OCAX086058	2000
43	DOWX086059	OCAX086059	2000
44	DOWX086060	OCAX086060	2000
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46	DOWX086062	OCAX086062	2000
47	DOWX086063	OCAX086063	2000
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51	DOWX086067	OCAX086067	2000
52	DOWX086068	OCAX086068	2000
53	DOWX086069	OCAX086069	2000
54	DOWX086070	OCAX086070	2000
55	DOWX086071	OCAX086071	2000
56	DOWX086072	OCAX086072	2000
57	DOWX086073	OCAX086073	2000
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76	DOWX086092	OCAX086092	2000
77	DOWX086093	OCAX086093	2000
78	DOWX086094	OCAX086094	2000
79	DOWX086095	DOWX086095	2000

80	DOWX086096	OCAX086096	2000
81	DOWX086097	OCAX086097	2000
82	DOWX086098	OCAX086098	2000
83	DOWX086099	OCAX086099	2000