

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC**

LOUIS E. GITOMER  
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

September 30, 2016

MELANIE B. YASBIN  
Melanie@lgrailaw.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 14 tank cars numbered OCAX 072004, 072007, 072040, 072045, 072051, 072068, 072070, 072100, 072107, 072122, 072124, 072140, 072146, and 072152 (formerly numbered DOWX 072004, 072007, 072040, 072045, 072051, 072068, 072070, 072100, 072107, 072122, 072124, 072140, 072146, 072152, respectively).

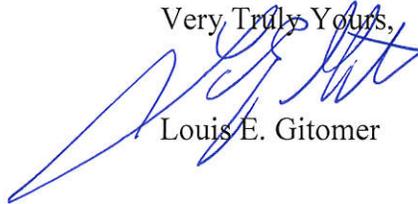
Ms. Cynthia T. Brown  
September 30, 2016  
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A fee of \$45.00 is enclosed. Please return one copy by email to:

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 14 tank cars numbered OCAX 072004, 072007, 072040, 072045, 072051, 072068, 072070, 072100, 072107, 072122, 072124, 072140, 072146, and 072152 (formerly numbered DOWX 072004, 072007, 072040, 072045, 072051, 072068, 072070, 072100, 072107, 072122, 072124, 072140, 072146, 072152, 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. 019 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**

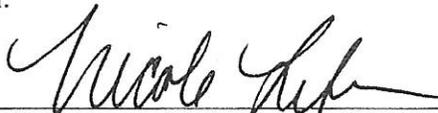
BLUE CUBE OPERATIONS LLC

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



EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DOWX072004	OCAX072004	2002
2	DOWX072007	OCAX072007	2002
3	DOWX072040	OCAX072040	2002
4	DOWX072045	OCAX072045	2002
5	DOWX072051	OCAX072051	2002
6	DOWX072068	OCAX072068	2002
7	DOWX072070	OCAX072070	2002
8	DOWX072100	OCAX072100	2002
9	DOWX072107	OCAX072107	2002
10	DOWX072122	OCAX072122	2002
11	DOWX072124	OCAX072124	2002
12	DOWX072140	OCAX072140	2002
13	DOWX072146	OCAX072146	2002
14	DOWX072152	OCAX072152	2002