

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 43 tank cars numbered OCAX 070422, 070423, DOWX 070424, OCAX 070425, 070426, 070427, 070428, 070429, 070430, 070431, 070432, 070433, 070434, 070435, 070436, 070437, 070438, 070439, 070440, 070441, 070442, 070443, 070444, 070445, 070446, 070447, 070448, 070449, 070450, 070451, 070476, 070477, 070478, 070479, 070480, 070481, 070482, 070483, 070484, 070485, 070486, 070492, and 0704949 (formerly numbered DOWX070422, 070423, 070424, 070425, 070426, 070427, 070428, 070429, 070430, 070431, 070432, 070433, 070434, 070435, 070436, 070437, 070438, 070439, 070440, 070441, 070442, 070443, 070444, 070445, 070446,

Ms. Cynthia T. Brown  
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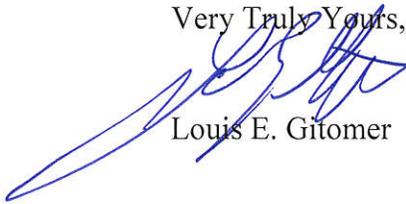
070447, 070448, 070449, 070450, 070451, 070476, 070477, 070478, 070479, 070480, 070481, 070482, 070483, 070484, X070485, 070486, 070492, and 070494, respectively).

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 43 tank cars numbered OCAX 070422, 070423, DOWX 070424, OCAX 070425, 070426, 070427, 070428, 070429, 070430, 070431, 070432, 070433, 070434, 070435, 070436, 070437, 070438, 070439, 070440, 070441, 070442, 070443, 070444, 070445, 070446, 070447, 070448, 070449, 070450, 070451, 070476, 070477, 070478, 070479, 070480, 070481, 070482, 070483, 070484, 070485, 070486, 070492, and 0704949 (formerly numbered DOWX070422, 070423, 070424, 070425, 070426, 070427, 070428, 070429, 070430, 070431, 070432, 070433, 070434, 070435, 070436, 070437, 070438, 070439, 070440, 070441, 070442, 070443, 070444, 070445, 070446, 070447, 070448, 070449, 070450, 070451, 070476, 070477, 070478, 070479, 070480, 070481, 070482, 070483, 070484, X070485, 070486, 070492, and 070494, 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. 003 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.

<p><b>TERRI J. PRESTON</b> Notary Public Harford County Maryland My Commission Expires Feb. 28, 2017</p>
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EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DOWX070422	OCAX070422	1998
2	DOWX070423	OCAX070423	1998
3	DOWX070424	DOWX070424	1998
4	DOWX070425	OCAX070425	1998
5	DOWX070426	OCAX070426	1998
6	DOWX070427	OCAX070427	1998
7	DOWX070428	OCAX070428	1998
8	DOWX070429	OCAX070429	1998
9	DOWX070430	OCAX070430	1998
10	DOWX070431	OCAX070431	1998
11	DOWX070432	OCAX070432	1998
12	DOWX070433	OCAX070433	1998
13	DOWX070434	OCAX070434	1998
14	DOWX070435	OCAX070435	1998
15	DOWX070436	OCAX070436	1998
16	DOWX070437	OCAX070437	1998
17	DOWX070438	OCAX070438	1998
18	DOWX070439	OCAX070439	1998
19	DOWX070440	OCAX070440	1998
20	DOWX070441	OCAX070441	1998
21	DOWX070442	OCAX070442	1998
22	DOWX070443	OCAX070443	1998
23	DOWX070444	OCAX070444	1998
24	DOWX070445	OCAX070445	1998
25	DOWX070446	OCAX070446	1998
26	DOWX070447	OCAX070447	1998
27	DOWX070448	OCAX070448	1998
28	DOWX070449	OCAX070449	1998
29	DOWX070450	OCAX070450	1998
30	DOWX070451	OCAX070451	1998
31	DOWX070476	OCAX070476	1998
32	DOWX070477	OCAX070477	1998
33	DOWX070478	OCAX070478	1998
34	DOWX070479	OCAX070479	1998
35	DOWX070480	OCAX070480	1998
36	DOWX070481	OCAX070481	1998
37	DOWX070482	OCAX070482	1998
38	DOWX070483	OCAX070483	1998
39	DOWX070484	OCAX070484	1998
40	DOWX070485	OCAX070485	1998

41	DOWX070486	OCAX070486	1998
42	DOWX070492	OCAX070492	1998
43	DOWX070494	OCAX070494	1998