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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 38 tank cars numbered OCAX 004037, 004038, 004060, 004061, 004062, 004064, 004066, 004067, 004069, 004070, 004071, 004073, 004074, 004075, 004076, 004077, 004078, 004079, 004082, 004083, 004084, 004087, 004088, 004089, 004090, 004091, 004092, 004093, 004094, 004095, 004097, 004098, 004099, 004101, 004102, 004104, 004106, and 004107 (formerly numbered DCLX 004037, 4038, 004060, 004061, 004062, 004064, 004066, 004067, 004069, 004070, 004071, 004073, 004074, 004075, 004076, 004077, 004078, 004079, 004082, 004083, 004084, 004087, 004088, 004089, 004090, 004091, 004092, 004093, 004094, 004095, 004097, 004098, 004099, 004101, 004102, 004104, 004106, and 004107, respectively).

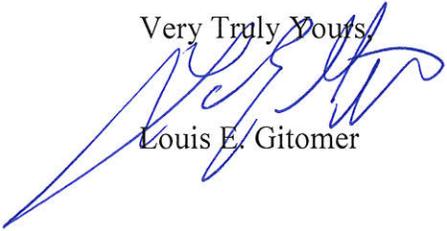
Ms. Cynthia T. Brown
September 30, 2016
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A fee of \$45.00 is enclosed. Please return one copy by email to:

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 38 tank cars numbered OCAX 004037, 004038, 004060, 004061, 004062, 004064, 004066, 004067, 004069, 004070, 004071, 004073, 004074, 004075, 004076, 004077, 004078, 004079, 004082, 004083, 004084, 004087, 004088, 004089, 004090, 004091, 004092, 004093, 004094, 004095, 004097, 004098, 004099, 004101, 004102, 004104, 004106, and 004107 (formerly numbered DCLX 004037, 4038, 004060, 004061, 004062, 004064, 004066, 004067, 004069, 004070, 004071, 004073, 004074, 004075, 004076, 004077, 004078, 004079, 004082, 004083, 004084, 004087, 004088, 004089, 004090, 004091, 004092, 004093, 004094, 004095, 004097, 004098, 004099, 004101, 004102, 004104, 004106, and 004107, 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. 005 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 MARYLAND)
) ss.
COUNTY OF HARFORD)

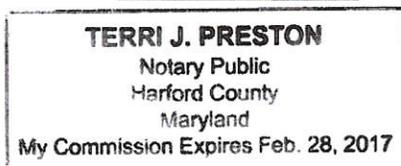
I HEREBY CERTIFY, that on this 29th day of September, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Erin M. Parks, who acknowledged herself to be the Assistant Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven),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

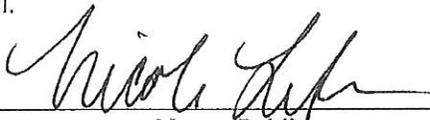
My commission expires: Feb 28, 2017.



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 #13506906

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

	Old Car Mark	New Car Mark	Year Built
1	DCLX004037	OCAX004037	1998
2	DCLX004038	OCAX004038	1998
3	DCLX004060	OCAX004060	1998
4	DCLX004061	OCAX004061	1998
5	DCLX004062	OCAX004062	1998
6	DCLX004064	OCAX004064	1998
7	DCLX004066	OCAX004066	1998
8	DCLX004067	OCAX004067	1998
9	DCLX004069	OCAX004069	1998
10	DCLX004070	OCAX004070	1998
11	DCLX004071	OCAX004071	1998
12	DCLX004073	OCAX004073	1998
13	DCLX004074	OCAX004074	1998
14	DCLX004075	OCAX004075	1998
15	DCLX004076	OCAX004076	1998
16	DCLX004077	OCAX004077	1998
17	DCLX004078	OCAX004078	1998
18	DCLX004079	OCAX004079	1998
19	DCLX004082	OCAX004082	1998
20	DCLX004083	OCAX004083	1998
21	DCLX004084	OCAX004084	1998
22	DCLX004087	OCAX004087	1998
23	DCLX004088	OCAX004088	1998
24	DCLX004089	OCAX004089	1998
25	DCLX004090	OCAX004090	1998
26	DCLX004091	OCAX004091	1998
27	DCLX004092	OCAX004092	1998
28	DCLX004093	OCAX004093	1998
29	DCLX004094	OCAX004094	1998
30	DCLX004095	OCAX004095	1998
31	DCLX004097	OCAX004097	1998
32	DCLX004098	OCAX004098	1998
33	DCLX004099	OCAX004099	1998
34	DCLX004101	OCAX004101	1998
35	DCLX004102	OCAX004102	1998
36	DCLX004104	OCAX004104	1998
37	DCLX004106	OCAX004106	1998
38	DCLX004107	OCAX004107	1998