

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

August 22, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Schedule No. 2, dated as of June 21, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: PBF Holding Company LLC
1 Sylvan Way, Second Floor
Parsippany, NJ 07054

A description of the equipment covered by the enclosed document is:

78 tank railcars: GBRX 705345 – GBRX 705422, inclusive.

A short summary of the document to appear in the index is:

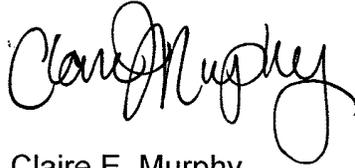
Memorandum of Lease Schedule No. 2.

Section Chief
August 22, 2016
Page 2

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "y".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 2

This is a Memorandum of Schedule No. 2 dated as of June 21, 2016, to a Master Lease Agreement dated as of June 21, 2016, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Lessor") and PBF Holding Company LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy-eight (78) 33,700 gallon DOT112J340W LPG tank railcars, bearing reporting marks and numbers as follows: GBRX 705345 through GBRX 705422, inclusive.
2. Schedule No. 2 to the Master Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Master Lease Agreement and Schedule No. 2, as each may be amended from time to time.

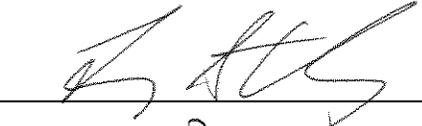
IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed effective on the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

PBF HOLDING COMPANY LLC

BY: 

BY: _____

NAME: Larry D. Stanley

NAME: _____

TITLE: Sr. Vice President

TITLE: _____

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LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

PBF HOLDING COMPANY LLC

BY: _____

BY:  _____ DP

NAME: _____

NAME: JOHN E LUKE

TITLE: _____

TITLE: TREASURER

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 22, 2016



Claire E. Murphy