

**OSTER RESEARCHING SERVICES**

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April 1, 2016

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

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Lease dated as of 3/23/16

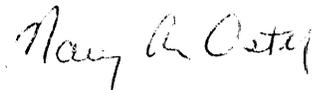
Lessor: PBF Holding Company LLC  
1 Sylvan Way  
Parsippany, NJ 07054

Lessee: Noble Americas Corp.  
Four Stamford Plaza  
107 Elm Street  
Stamford, CT 06902

Equipment: 50, Coiled and Insulated Tank Cars  
DPRX 258702-258953, NI

Please record this agreement as a primary document. The filing fee of \$43 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

**MEMORANDUM OF  
LEASE**

**between**

**PBF HOLDING COMPANY LLC,  
as Lessor**

**and**

**NOBLE AMERICAS CORP.,  
as Lessee**

This MEMORANDUM OF LEASE, dated as of March 23, 2016, is made by PBF HOLDING COMPANY LLC, a Delaware limited liability company ("Lessor"), and NOBLE AMERICAS CORP., a Delaware limited liability company ("Lessee").

WHEREAS, Lessor and Lessee have entered into that certain Railroad Car Lease Agreement dated as of March 23, 2016 (the "Lease"). Unless the context otherwise requires, all capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Lease.

WHEREAS, the Lease provides that Lessor will furnish and make available for the exclusive use by Lessee the Designated Railcars set forth on Exhibit A attached hereto (and as from time to time amended, supplemented and updated).

WHEREAS, Lessor and Lessee, by executing this Memorandum and causing it to be recorded with the appropriate governmental authorities, desire to provide public notice of the Lease.

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due company authority has caused this Memorandum of Lease to be executed in its respective company or corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. §1746 under penalty of perjury, that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

[Remainder of Page Intentionally Blank, Signature Pages Follow]

"Lessor"

PBF Holding Company LLC

By: [Signature] TJSR  
Name: JOHN E. LUKE  
Title: MEMORANDUM

State of New Jersey )  
County of Morris ) ss

On this 1st day of April, 2016, before me, EVELYN VERDON, a Notary Public in and for said County and State, personally appeared JOHN E. LUKE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(Seal)

EVELYN VERDON  
A Notary Public of New Jersey  
My Commission Expires 3/14/2018

[Signature]  
Notary Public  
My Commission Expires: \_\_\_\_\_

[Signature Page of Lessor – Memorandum of Lease]

"Lessee"

Noble Americas Corp.

By: [Signature]  
Name: Steven Hollerbach  
Title: Director

State of CT )  
 ) ss  
County of Fairfield )

On this 30<sup>th</sup> day of March, 2016, before me, Vanessa Mathieu, a Notary Public in and for said County and State, personally appeared Steven Hollerbach, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Vanessa Mathieu  
Notary Public

(Seal)

**VANESSA MATHIEU**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES APR. 30, 2020

My Commission Expires: April 30, 2020

[Signature Page of Lessee – Memorandum of Lease]

**Exhibit A**

The Designated Railcars, being Fifty (50) - 25,500 gallon coiled and insulated tank cars manufactured by Trinity Tank Car, Inc., and having the following Car Marks and Car Numbers:

<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>
DPRX	258702	DPRX	258916
DPRX	258709	DPRX	258920
DPRX	258711	DPRX	258922
DPRX	258714	DPRX	258923
DPRX	258749	DPRX	258924
DPRX	258767	DPRX	258927
DPRX	258770	DPRX	258928
DPRX	258774	DPRX	258929
DPRX	258777	DPRX	258932
DPRX	258782	DPRX	258935
DPRX	258795	DPRX	258936
DPRX	258804	DPRX	258937
DPRX	258811	DPRX	258938
DPRX	258818	DPRX	258939
DPRX	258819	DPRX	258940
DPRX	258849	DPRX	258941
DPRX	258851	DPRX	258943
DPRX	258853	DPRX	258944
DPRX	258856	DPRX	258945
DPRX	258867	DPRX	258946
DPRX	258879	DPRX	258947
DPRX	258891	DPRX	258948
DPRX	258902	DPRX	258950
DPRX	258907	DPRX	258951
DPRX	258912	DPRX	258953