

RECORDATION NO. 30042 FILED

DEC 28 '11 - 1 2 0 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, DC
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 28, 2011

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:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 28, 2011, 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: Trinity Rail Leasing Warehouse Trust
2525 Stemmons Freeway
Dallas, Texas 75207

[Lessee: PBF Holding Company LLC
1 Sylvan Way
Parsippany, New Jersey 07054]

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

100 railcars: TILX 254590 - TILX 254689

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 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,



Edward M. Luria

EML/bhs
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on December ~~28~~ 29, 2011 by Trinity Rail Leasing Warehouse Trust (successor in interest to Trinity Rail Leasing Trust II), a Delaware statutory trust (as assignee of TILC (as defined below), the "Lessor").

W I T N E S S E T H:

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and PBF Holding Company LLC, a Delaware limited liability company (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of February 1, 2011, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Five (5) to Railroad Car Lease Agreement, effective March 16, 2011 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY RAIL LEASING
WAREHOUSE TRUST**

By: 
Name: Jared Richardson
Title: Secretary

Executed on this 27th day of December, 2011

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of December 2011, before a Notary Public in an for said County and State, personally appeared Jared Richardson, who being by me duly sworn, says that he is the Secretary of Trinity Rail Leasing Warehouse Trust, that said instrument was signed on December 27, 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary E. Koftan
Name: Mary E. Koftan
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant County



[Memorandum of Lease Agreement]

EXHIBIT A

Equipment: 25,498 nominal gallon capacity, DOT 111A100W1
coiled and insulated railroad tank cars

Quantity: One Hundred (100)

Road Numbers: See attached Exhibit B

EXHIBIT B

<u>ROAD NUMBERS</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX254590	PBF HOLDING CO LLC	5
TILX254591	PBF HOLDING CO LLC	5
TILX254592	PBF HOLDING CO LLC	5
TILX254593	PBF HOLDING CO LLC	5
TILX254594	PBF HOLDING CO LLC	5
TILX254595	PBF HOLDING CO LLC	5
TILX254596	PBF HOLDING CO LLC	5
TILX254597	PBF HOLDING CO LLC	5
TILX254598	PBF HOLDING CO LLC	5
TILX254599	PBF HOLDING CO LLC	5
TILX254600	PBF HOLDING CO LLC	5
TILX254601	PBF HOLDING CO LLC	5
TILX254602	PBF HOLDING CO LLC	5
TILX254603	PBF HOLDING CO LLC	5
TILX254604	PBF HOLDING CO LLC	5
TILX254605	PBF HOLDING CO LLC	5
TILX254606	PBF HOLDING CO LLC	5
TILX254607	PBF HOLDING CO LLC	5
TILX254608	PBF HOLDING CO LLC	5
TILX254609	PBF HOLDING CO LLC	5
TILX254610	PBF HOLDING CO LLC	5
TILX254611	PBF HOLDING CO LLC	5
TILX254612	PBF HOLDING CO LLC	5
TILX254613	PBF HOLDING CO LLC	5
TILX254614	PBF HOLDING CO LLC	5
TILX254615	PBF HOLDING CO LLC	5
TILX254616	PBF HOLDING CO LLC	5
TILX254617	PBF HOLDING CO LLC	5
TILX254618	PBF HOLDING CO LLC	5
TILX254619	PBF HOLDING CO LLC	5
TILX254620	PBF HOLDING CO LLC	5
TILX254621	PBF HOLDING CO LLC	5
TILX254622	PBF HOLDING CO LLC	5
TILX254623	PBF HOLDING CO LLC	5
TILX254624	PBF HOLDING CO LLC	5
TILX254625	PBF HOLDING CO LLC	5
TILX254626	PBF HOLDING CO LLC	5
TILX254627	PBF HOLDING CO LLC	5
TILX254628	PBF HOLDING CO LLC	5

[Memorandum of Lease Agreement]

TILX254629	PBF HOLDING CO LLC	5
TILX254630	PBF HOLDING CO LLC	5
TILX254631	PBF HOLDING CO LLC	5
TILX254632	PBF HOLDING CO LLC	5
TILX254633	PBF HOLDING CO LLC	5
TILX254634	PBF HOLDING CO LLC	5
TILX254635	PBF HOLDING CO LLC	5
TILX254636	PBF HOLDING CO LLC	5
TILX254637	PBF HOLDING CO LLC	5
TILX254638	PBF HOLDING CO LLC	5
TILX254639	PBF HOLDING CO LLC	5
TILX254640	PBF HOLDING CO LLC	5
TILX254641	PBF HOLDING CO LLC	5
TILX254642	PBF HOLDING CO LLC	5
TILX254643	PBF HOLDING CO LLC	5
TILX254644	PBF HOLDING CO LLC	5
TILX254645	PBF HOLDING CO LLC	5
TILX254646	PBF HOLDING CO LLC	5
TILX254647	PBF HOLDING CO LLC	5
TILX254648	PBF HOLDING CO LLC	5
TILX254649	PBF HOLDING CO LLC	5
TILX254650	PBF HOLDING CO LLC	5
TILX254651	PBF HOLDING CO LLC	5
TILX254652	PBF HOLDING CO LLC	5
TILX254653	PBF HOLDING CO LLC	5
TILX254654	PBF HOLDING CO LLC	5
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TILX254656	PBF HOLDING CO LLC	5
TILX254657	PBF HOLDING CO LLC	5
TILX254658	PBF HOLDING CO LLC	5
TILX254659	PBF HOLDING CO LLC	5
TILX254660	PBF HOLDING CO LLC	5
TILX254661	PBF HOLDING CO LLC	5
TILX254662	PBF HOLDING CO LLC	5
TILX254663	PBF HOLDING CO LLC	5
TILX254664	PBF HOLDING CO LLC	5
TILX254665	PBF HOLDING CO LLC	5
TILX254666	PBF HOLDING CO LLC	5
TILX254667	PBF HOLDING CO LLC	5
TILX254668	PBF HOLDING CO LLC	5
TILX254669	PBF HOLDING CO LLC	5
TILX254670	PBF HOLDING CO LLC	5
TILX254671	PBF HOLDING CO LLC	5

[Memorandum of Lease Agreement]

TILX254672	PBF HOLDING CO LLC	5
TILX254673	PBF HOLDING CO LLC	5
TILX254674	PBF HOLDING CO LLC	5
TILX254675	PBF HOLDING CO LLC	5
TILX254676	PBF HOLDING CO LLC	5
TILX254677	PBF HOLDING CO LLC	5
TILX254678	PBF HOLDING CO LLC	5
TILX254679	PBF HOLDING CO LLC	5
TILX254680	PBF HOLDING CO LLC	5
TILX254681	PBF HOLDING CO LLC	5
TILX254682	PBF HOLDING CO LLC	5
TILX254683	PBF HOLDING CO LLC	5
TILX254684	PBF HOLDING CO LLC	5
TILX254685	PBF HOLDING CO LLC	5
TILX254686	PBF HOLDING CO LLC	5
TILX254687	PBF HOLDING CO LLC	5
TILX254688	PBF HOLDING CO LLC	5
TILX254689	PBF HOLDING CO LLC	5

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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 12-28-11

Edward M Luria
Edward M Luria