

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW

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

November 30, 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 Assignment and Assumption Agreement, dated as of November 30, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 1 previously filed with the Board under Recordation Number 32313.

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

Assignor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, OR 97035
Assignee:	Aquarius Railcars, LLC c/o Mitsubishi UFJ Lease & Finance Co. Ltd. 5-1, Marunouchi, 1-Chome Chiyodaku, Tokyo 100-6525 Japan
[Lessee:	PBF Holding Company LLC 1 Sylvan Way, Second Floor Parsippany, NJ 07054]

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

90 tank railcars: GBRX 705255 through GBRX 705344, inclusive.

Section Chief  
November 30, 2016  
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A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$45.00 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/sem  
Enclosures

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*MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT*

*BETWEEN*

*GREENBRIER LEASING COMPANY LLC*

*AND*

*AQUARIUS RAILCARS, LLC*

*NOVEMBER 30, 2016*

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Memorandum of Assignment and Assumption Agreement (this “Memorandum”) made and entered into as of November 30, 2016, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company (“Assignor”), and Aquarius Railcars, LLC, a Delaware limited liability company (“Assignee”).

W I T N E S S E T H:

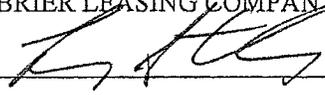
1. Assignor, as lessor, leased to PBF Holding Company LLC, as lessee (“Lessee”), ninety (90) 33,700 gallon DOT112J340W pressurized LPG tank railcars bearing marks and numbers GBRX 705255 through GBRX 705344, inclusive (the “Cars”) which have been leased pursuant to that certain Master Lease Agreement dated as of June 21, 2016 (the “Lease Agreement”), and that certain Schedule No. 1 thereto dated as of June 21, 2016 (the “Schedule” and the Schedule incorporating by reference the terms and conditions of the Lease Agreement, the “Lease”).
2. Assignor filed a Memorandum of Lease with the STB with respect to the Lease under recordation number 32313 on September 13, 2016 at 11:30 a.m.
3. Assignor has agreed to sell and assign to Assignee and Assignee has agreed to purchase and assume from Assignor, the Cars and certain interests under the Lease, and this Memorandum is being filed with the STB to reflect such assignment and assumption.
4. This Memorandum may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true and correct.*

GREENBRIER LEASING COMPANY LLC

By: 

Title: Senior Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its Board of Managers and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury that the foregoing is true and correct.*

AQUARIUS RAILCARS, LLC

By: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true and correct.*

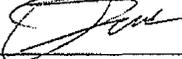
GREENBRIER LEASING COMPANY LLC

By: \_\_\_\_\_

Title: \_\_\_\_\_

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignee by authority of its Board of Managers and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignee. I further declare under penalty of perjury that the foregoing is true and correct.*

~~AQUARIUS RAILCARS, LLC~~

By:  \_\_\_\_\_

Title: President

**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: November 30, 2016

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria