

**OSTER RESEARCHING SERVICES**

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June 27, 2014

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 6/24/14

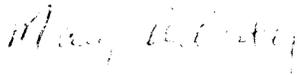
Lessor: PBF Rail Logistics Company LLC  
1 Sylvan Way, 2<sup>nd</sup> Floor  
Parsippany, NJ 07054

Lessee: PBF Holding Company LLC  
1 Sylvan Way, 2<sup>nd</sup> Floor  
Parsippany, NJ 07054

Equipment: 86, Tank Cars  
DPRX 257017-257173 NI

Please record this agreement as a primary document. The filing fee of \$44 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

**MEMORANDUM OF  
LEASE**

**between**

**PBF RAIL LOGISTICS COMPANY LLC,  
as Lessor**

**and**

**PBF HOLDING COMPANY LLC,  
as Lessee**

This MEMORANDUM OF LEASE, dated as of June 24, 2014, is made by PBF RAIL LOGISTICS COMPANY LLC, a Delaware limited liability company ("Lessor"), and PBF HOLDING COMPANY LLC, a Delaware limited liability company ("Lessee").

WHEREAS, Lessor and Lessee have entered into that certain Transportation Services Agreement dated as of March 26, 2014 (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 procure, and once procured, furnish and make available for the exclusive use by Lessee (or its designee) the Equipment set forth on Exhibit A attached hereto (and as from time to time amended, supplemented and updated).

WHEREAS, rights of Lessor under the Lease are subject to a lien and security interest in favor of Deutsche Bank Trust Company Americas, as Collateral Agent (the "Collateral Agent"), described in the Memorandum of Security Agreement dated as of June 24, 2014 (the "Memorandum of Security Agreement"), by and between Operator and the Collateral Agent, which Memorandum of Security Agreement is recorded in the records of the Surface Transportation Board.

WHEREAS, the parties, 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.





Exhibit A

The Equipment, being Eighty-Six (86) Tank Cars manufactured by and purchased from Trinity Tank Car, Inc., and having the following Marks and Car Numbers:

DPRX 257017	DPRX 257085	DPRX 257130
DPRX 257021	DPRX 257090	DPRX 257131
DPRX 257023	DPRX 257092	DPRX 257132
DPRX 257026	DPRX 257093	DPRX 257133
DPRX 257027	DPRX 257094	DPRX 257136
DPRX 257028	DPRX 257097	DPRX 257137
DPRX 257029	DPRX 257098	DPRX 257138
DPRX 257030	DPRX 257100	DPRX 257139
DPRX 257031	DPRX 257101	DPRX 257140
DPRX 257033	DPRX 257102	DPRX 257143
DPRX 257035	DPRX 257103	DPRX 257144
DPRX 257038	DPRX 257104	DPRX 257146
DPRX 257039	DPRX 257105	DPRX 257147
DPRX 257040	DPRX 257106	DPRX 257148
DPRX 257042	DPRX 257108	DPRX 257151
DPRX 257045	DPRX 257109	DPRX 257152
DPRX 257046	DPRX 257110	DPRX 257153
DPRX 257048	DPRX 257112	DPRX 257154
DPRX 257049	DPRX 257113	DPRX 257156
DPRX 257057	DPRX 257114	DPRX 257157
DPRX 257059	DPRX 257115	DPRX 257159
DPRX 257067	DPRX 257116	DPRX 257160
DPRX 257071	DPRX 257118	DPRX 257162
DPRX 257073	DPRX 257120	DPRX 257163
DPRX 257077	DPRX 257121	DPRX 257170
DPRX 257078	DPRX 257122	DPRX 257173
DPRX 257081	DPRX 257125	
DPRX 257082	DPRX 257126	
DPRX 257083	DPRX 257128	
DPRX 257084	DPRX 257129	