

LAW OFFICES OF  
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December 30, 2014

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:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 30, 2014. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing and Capital, LLC  
One Financial Center  
Providence, RI 02903

Lessee:

PBF Holding Company LLC  
1 Sylvan Way  
Parsippany, NJ 07054

A description of the equipment covered by the Memorandum of Lease Agreement consists of 119 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257387, 257388, 257390, 257391, 257392, 257395, 257396, 257398, 257399, 257400, 257402, 257403, 257404, 257405, 257406, 257407, 257409, 257410, 257411, 257412, 257413, 257414, 257416, 257418, 257419, 257420, 257422, 257423, 257424, 257427, 257428, 257429, 257430, 257431, 257433, 257435, 257436, 257437, 257438, 257439, 257442, 257443, 257445, 257446, 257447, 257448, 257449, 257451, 257452, 257453, 257454, 257456, 257457, 257458, 257459, 257460, 257461, 257462, 257463, 257464, 257466, 257467, 257468, 257469, 257470, 257471, 257473, 257474, 257476, 257478,

Ms. Cynthia T. Brown  
December 30, 2014  
Page 2

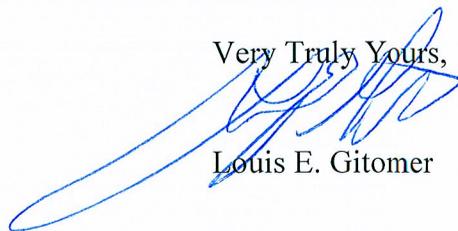
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, One Financial Center, Providence, RI 02903, and PBF Holding Company LLC, 1 Sylvan Way, Parsippany, NJ 07054, covering 119 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257387, 257388, 257390, 257391, 257392, 257395, 257396, 257398, 257399, 257400, 257402, 257403, 257404, 257405, 257406, 257407, 257409, 257410, 257411, 257412, 257413, 257414, 257416, 257418, 257419, 257420, 257422, 257423, 257424, 257427, 257428, 257429, 257430, 257431, 257433, 257435, 257436, 257437, 257438, 257439, 257442, 257443, 257445, 257446, 257447, 257448, 257449, 257451, 257452, 257453, 257454, 257456, 257457, 257458, 257459, 257460, 257461, 257462, 257463, 257464, 257466, 257467, 257468, 257469, 257470, 257471, 257473, 257474, 257476, 257478, 257479, 257481, 257482, 257483, 257484, 257485, 257486, 257487, 257490, 257492, 257494, 257495, 257499, 257500, 257505, 257567, 257570, 257572, 257573, 257574, 257575, 257577, 257578, 257580, 257582, 257584, 257586, 257587, 257588, 257590, 257591, 257592, 257594, 257598, 257602, 257610, 257613, 257614, 257616, 257966, 257967, 257990, 257993, 257998, 258004, 258024, 258035, 258039, and 258042.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of December 30, 2014

between

PBF HOLDING COMPANY LLC  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

On December \_\_, 2014 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 30, 2014, by and between PBF HOLDING COMPANY LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Units").

All of such Units are more fully described in that certain Schedule No. 013 dated as of December 23, 2014 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Rail Equipment Net Leasing Agreement No. 26673-90000 dated as of December 30, 2013 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Units on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Patricia Smith-Disc  
Name: Patricia Smith-Disc  
Title: Vice President

PBF HOLDING COMPANY LLC

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: \_\_\_\_\_  
Name:  
Title:

PBF HOLDING COMPANY LLC

By:  \_\_\_\_\_  
Name: John E. Luke  
Title: Treasurer

STATE OF Rhode Island )  
 ) ss.  
COUNTY OF Providence )

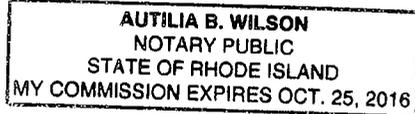
I HEREBY CERTIFY, that on this 24<sup>th</sup> day of December, 2014, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith Osu, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President

AS WITNESS my hand and notarial seal.

Autilia B. Wilson

Notary Public

My commission expires: 10/25/16.

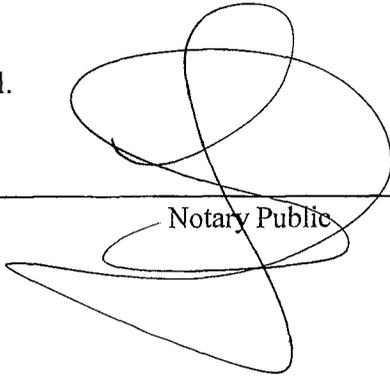


STATE OF NEW JERSEY            )  
  ) ss.  
COUNTY OF MORRIS            )

I HEREBY CERTIFY, that on t his 26th day of December, 2014, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared John E. Luke, who acknowledged himself to be the Treasurer of PBF HOLDING COMPANY LLC known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Treasurer of said company by signing the name of the company by himself as the Treasurer.

AS WITNESS my hand and notarial seal.

\_\_\_\_\_  
Notary Public



My commission expires:\_\_\_\_\_.

JESSYKA J. ORRALA  
A Notary Public of New Jersey  
My Commission Expires MAY 31, 2016  
ID No. 2409086

EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT  
DESCRIPTION OF UNITS

119 Trinity Coiled & Insulated Crude Oil Tank Cars with Reporting Marks:

Car Initials	Car #						
DPRX	257387	DPRX	257431	DPRX	257399	DPRX	257614
DPRX	257390	DPRX	257452	DPRX	257407	DPRX	257616
DPRX	257391	DPRX	257453	DPRX	257410	DPRX	257572
DPRX	257402	DPRX	257456	DPRX	257412	DPRX	257582
DPRX	257413	DPRX	257457	DPRX	257423	DPRX	258042
DPRX	257430	DPRX	257459	DPRX	257427		
DPRX	257435	DPRX	257460	DPRX	257473		
DPRX	257437	DPRX	257462	DPRX	257479		
DPRX	257439	DPRX	257464	DPRX	257482		
DPRX	257446	DPRX	257470	DPRX	257966		
DPRX	257449	DPRX	257471	DPRX	257967		
DPRX	257466	DPRX	257481	DPRX	257990		
DPRX	257476	DPRX	257485	DPRX	257998		
DPRX	257405	DPRX	257487	DPRX	258004		
DPRX	257388	DPRX	257492	DPRX	258024		
DPRX	257406	DPRX	257494	DPRX	258035		
DPRX	257414	DPRX	257495	DPRX	258039		
DPRX	257418	DPRX	257500	DPRX	257993		
DPRX	257424	DPRX	257396	DPRX	257567		
DPRX	257428	DPRX	257409	DPRX	257570		
DPRX	257429	DPRX	257442	DPRX	257573		
DPRX	257436	DPRX	257445	DPRX	257574		
DPRX	257438	DPRX	257468	DPRX	257575		
DPRX	257443	DPRX	257474	DPRX	257577		
DPRX	257447	DPRX	257484	DPRX	257578		
DPRX	257448	DPRX	257505	DPRX	257580		
DPRX	257451	DPRX	257392	DPRX	257584		
DPRX	257454	DPRX	257395	DPRX	257586		
DPRX	257461	DPRX	257398	DPRX	257587		
DPRX	257467	DPRX	257404	DPRX	257588		
DPRX	257469	DPRX	257419	DPRX	257590		
DPRX	257486	DPRX	257433	DPRX	257591		
DPRX	257400	DPRX	257458	DPRX	257592		
DPRX	257403	DPRX	257478	DPRX	257594		
DPRX	257411	DPRX	257483	DPRX	257598		
DPRX	257416	DPRX	257490	DPRX	257602		
DPRX	257420	DPRX	257499	DPRX	257610		
DPRX	257422	DPRX	257463	DPRX	257613		