

LAW OFFICES OF
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March 30, 2015

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 March 30, 2015. 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 79 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257508, 257510, 257513, 257514, 257516, 257519, 257521, 257524, 257528, 257532, 257533, 257534, 257536, 257543, 257544, 257546, 257547, 257548, 257549, 257550, 257551, 257553, 257556, 257557, 257558, 257559, 257560, 257561, 257562, 257563, 257566, 257729, 257738, 257787, 257831, 257833, 257840, 257842, 257844, 257849, 257852, 257854, 257856, 257857, 257858, 257862, 257863, 257864, 257870, 257871, 257872, 257873, 257874, 257875, 257876, 257877, 257878, 257880, 257881, 257882, 257883,

Ms. Cynthia T. Brown
March 30, 2015
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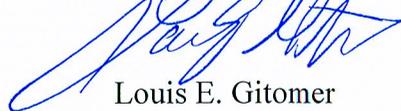
257884, 257885, 257886, 257888, 257890, 257891, 257892, 257893, 257894, 257895,
257896, 257897, 258077, 258098, 258110, 258117, 258126, and 258129.

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 79 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257508, 257510, 257513, 257514, 257516, 257519, 257521, 257524, 257528, 257532, 257533, 257534, 257536, 257543, 257544, 257546, 257547, 257548, 257549, 257550, 257551, 257553, 257556, 257557, 257558, 257559, 257560, 257561, 257562, 257563, 257566, 257729, 257738, 257787, 257831, 257833, 257840, 257842, 257844, 257849, 257852, 257854, 257856, 257857, 257858, 257862, 257863, 257864, 257870, 257871, 257872, 257873, 257874, 257875, 257876, 257877, 257878, 257880, 257881, 257882, 257883, 257884, 257885, 257886, 257888, 257890, 257891, 257892, 257893, 257894, 257895, 257896, 257897, 258077, 258098, 258110, 258117, 258126, and 258129.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of March 30, 2015

between

PBF HOLDING COMPANY LLC
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

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

On March __, 2015 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 30, 2015, 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. 017 dated as of March 26, 2015 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.

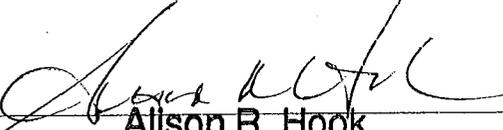
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Units on the terms set forth in the Lease.

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: 
Name: **Allison R. Hook**
Title: **Vice President**

PBF HOLDING COMPANY LLC

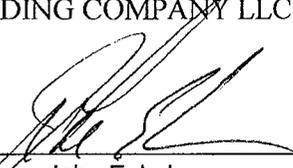
By: _____
Name:
Title:

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)

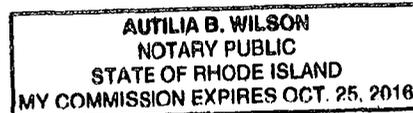
I HEREBY CERTIFY, that on this 27th day of March, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Alison Hook, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person 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: 10/25/2016.



STATE OF New Jersey)
) ss.
COUNTY OF Morris)

I HEREBY CERTIFY, that on this 27th day of March, 2015, 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: _____.

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

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

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

Car Initials	Car #	Car Initials	Car #	Car Initials	Car #
DPRX	258110	DPRX	257892	DPRX	257563
DPRX	257844	DPRX	257893	DPRX	257566
DPRX	257729	DPRX	257894	DPRX	258077
DPRX	257840	DPRX	257895	DPRX	257516
DPRX	257842	DPRX	257896	DPRX	257534
DPRX	257849	DPRX	257897		
DPRX	257852	DPRX	258098		
DPRX	257854	DPRX	258117		
DPRX	257856	DPRX	258126		
DPRX	257857	DPRX	258129		
DPRX	257858	DPRX	257508		
DPRX	257833	DPRX	257510		
DPRX	257787	DPRX	257513		
DPRX	257738	DPRX	257514		
DPRX	257831	DPRX	257519		
DPRX	257862	DPRX	257521		
DPRX	257870	DPRX	257524		
DPRX	257873	DPRX	257528		
DPRX	257874	DPRX	257532		
DPRX	257877	DPRX	257533		
DPRX	257885	DPRX	257536		
DPRX	257888	DPRX	257543		
DPRX	257863	DPRX	257544		
DPRX	257882	DPRX	257546		
DPRX	257883	DPRX	257547		
DPRX	257886	DPRX	257548		
DPRX	257891	DPRX	257549		
DPRX	257864	DPRX	257550		
DPRX	257871	DPRX	257551		
DPRX	257872	DPRX	257553		
DPRX	257875	DPRX	257556		
DPRX	257876	DPRX	257557		
DPRX	257878	DPRX	257558		
DPRX	257880	DPRX	257559		
DPRX	257881	DPRX	257560		
DPRX	257884	DPRX	257561		
DPRX	257890	DPRX	257562		