



December 31, 2013

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423

**RE: PBFH03007**

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as December 23, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: PBF Holding Company LLC  
1 Sylvan Way, Second Floor  
Parsippany, NJ 07054

Lessor: The CIT Group/Equipment Financing, Inc.  
30 South Wacker Drive, Suite 2900  
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series DPRX 256975 through DPRX 256995 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico  
VP, Contracts  
CIT Rail

Enclosures

RECORDATION NO. 31029  
FILED DECEMBER 31, 2013 12:45 PM  
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23rd day of December, 2013, is made by CIT RAIL LLC a Delaware limited liability company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and PBF HOLDING COMPANY LLC, a Delaware limited liability company, with an address at 1 Sylvan Way, Second Floor, Parsippany, NJ 07054 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Net Railcar Lease (the "Agreement") dated as of September 30, 2013 and Schedule No. 07 thereto dated as of December 23, 2013 (the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

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

CIT RAIL LLC

By: THE CIT GROUP/EQUIPMENT FINANCING, INC., as Servicer

By: [Signature]  
Name: Jeffrey T Lytle  
Title: SVP

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

PBF HOLDING COMPANY LLC

By: [Signature]   
Name: Jessie S. Matley  
Title: VP Commercial Operations

By: [Signature]  
Name: Carol E. Luke  
Title: Secretary

**Schedule A**

<b><u>Quantity</u></b>	<b><u>Description</u></b>
21	25,500 gallon exterior coiled, insulated, tank car

**Reporting Marks and Numbers**

DPRX 256975  
DPRX 256976  
DPRX 256977  
DPRX 256978  
DPRX 256979  
DPRX 256980  
DPRX 256981  
DPRX 256982  
DPRX 256983  
DPRX 256984  
DPRX 256985  
DPRX 256986  
DPRX 256987  
DPRX 256988  
DPRX 256989  
DPRX 256990  
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