RECORDATION NO. 31645
FILED MARCH 30, 2015 04:15 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
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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 efiling 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 130 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257515, 257517, 257518, 257526, 257531, 257540, 257545, 257554, 257555, 257564, 257565, 257696, 257728, 257730, 257731, 257732, 257733, 257734, 257735, 257736, 257737, 257739, 257740, 257741, 257742, 257743, 257744, 257745, 257746, 257747, 257748, 257749, 257750, 257752, 257753, 257754, 257755, 257756, 257757, 257758, 257759, 257760, 257761, 257762, 257763, 257764, 257765, 257766, 257767, 257768, 257769, 257770, 257771, 257772, 257773, 257774, 257775, 257776, 257777, 257778, 257779, 257780, 257781, 257782, 257783, 257784, 257785, 257786, 257788, 257789,

257790, 257791, 257792, 257793, 257794, 257795, 257796, 257797, 257798, 257799, 257800, 257801, 257802, 257803, 257804, 257805, 257806, 257807, 257808, 257809, 257810, 257811, 257812, 257813, 257814, 257815, 257816, 257817, 257818, 257819, 257820, 257821, 257822, 257823, 257824, 257825, 257826, 257827, 257828, 257829, 257830, 257832, 257834, 257835, 257838, 257839, 257841, 257843, 257845, 257846, 257847, 257848, 257850, 257853, 257855, 257859, 257860, 257861, 258063, and 258076.

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 130 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257515, 257517, 257518, 257526, 257531, 257540, 257545, 257554, 257555, 257564, 257565, 257696, 257728, 257730, 257731, 257732, 257733, 257734, 257735, 257736, 257737, 257739, 257740, 257741, 257742, 257743, 257744, 257745, 257746, 257747, 257748, 257749, 257750, 257752, 257753, 257754, 257755, 257756, 257757, 257758, 257759, 257760, 257761, 257762, 257763, 257764, 257765, 257766, 257767, 257768, 257769, 257770, 257771, 257772, 257773, 257774, 257775, 257776, 257777, 257778, 257779, 257780, 257781, 257782, 257783, 257784, 257785, 257786, 257788, 257789, 257790, 257791, 257792, 257793, 257794, 257795, 257796, 257797, 257798, 257799, 257800, 257801, 257802, 257803, 257804, 257805, 257806, 257807, 257808, 257809, 257810, 257811, 257812, 257813, 257814, 257815, 257816, 257817, 257818, 257819, 257820, 257821, 257822, 257823, 257824, 257825, 257826, 257827, 257828, 257829, 257830, 257832, 257834, 257835, 257838, 257839, 257841, 257843, 257845, 257846, 257847, 257848, 257850, 257853, 257855, 257859, 257860, 257861, 258063, and 258076.

Very Truly Yours,

Louis E. Gitomer

Enclosure

RECORDATION NO. 31645
FILED MARCH 30, 2015 04:15 PM
SURFACE TRANSPORTATION BOARD

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. 016 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: Alison 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.

AUTILIA B. WILSON
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES OCT 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.

Evelyn Verdon
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

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

Car Initials	Car #	Car Initials	Car #	Car Initials	Car #	Car Initials	Car #
DPRX	257545	DPRX	257768	DPRX	257830	DPRX	257742
DPRX	257554	DPRX	257771	DPRX	257832	DPRX	257743
DPRX	257555	DPRX	257772	DPRX	257732	DPRX	257744
DPRX	258076	DPRX	257776	DPRX	257735	DPRX	257747
DPRX	257517	DPRX	257777	DPRX	257745	DPRX	257780
DPRX	257565	DPRX	257781	DPRX	257791	DPRX	257784
DPRX	257696	DPRX	257782	DPRX	257728	DPRX	257790
DPRX	257515	DPRX	257786	DPRX	257794	DPRX	257792
DPRX	257518	DPRX	257801	DPRX	257799	DPRX	257814
DPRX	257531	DPRX	257731	DPRX	257815	DPRX	257816
DPRX	257540	DPRX	257733	DPRX	257818	DPRX	257829
DPRX	257564	DPRX	257746	DPRX	257819	DPRX	257835
DPRX	257736	DPRX	257774	DPRX	257750	DPRX	257838
DPRX	257739	DPRX	257778	DPRX	257828	DPRX	257847
DPRX	257748	DPRX	257785	DPRX	257839	DPRX	257848
DPRX	257749	DPRX	257788	DPRX	257845	DPRX	257855
DPRX	257752	DPRX	257789	DPRX	257853	DPRX	257861
DPRX	257754	DPRX	257804	DPRX	257860	DPRX	258063
DPRX	257755	DPRX	257810	DPRX	257756	DPRX	257526
DPRX	257757	DPRX	257765	DPRX	257770		
DPRX	257762	DPRX	257802	DPRX	257796		
DPRX	257764	DPRX	257805	DPRX	257798		
DPRX	257773	DPRX	257793	DPRX	257807		
DPRX	257740	DPRX	257795	DPRX	257808		
DPRX	257769	DPRX	257797	DPRX	257817		
DPRX	257775	DPRX	257800	DPRX	257823		
DPRX	257759	DPRX	257803	DPRX	257825		
DPRX	257763	DPRX	257806	DPRX	257827		
DPRX	257779	DPRX	257809	DPRX	257834		
DPRX	257783	DPRX	257811	DPRX	257841		
DPRX	257741	DPRX	257812	DPRX	257843		
DPRX	257753	DPRX	257813	DPRX	257846		
DPRX	257758	DPRX	257820	DPRX	257850		
DPRX	257760	DPRX	257821	DPRX	257859		
DPRX	257761	DPRX	257822	DPRX	257730		
DPRX	257766	DPRX	257824	DPRX	257734		
DPRX	257767	DPRX	257826	DPRX	257737		