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September 30, 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 Supplement to Lease dated as of 9/30/14

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

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

Equipment: 176, Tank Cars
DPRX 259018-260016 NI

Please record this agreement as a secondary document to STB Recordation #31271. The filing fee of \$44 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

**MEMORANDUM OF
SUPPLEMENT TO LEASE**

between

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

and

**PBF HOLDING COMPANY LLC,
as Lessee**

This MEMORANDUM OF SUPPLEMENT TO LEASE, dated as of September 30, 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 entered into that certain Transportation Services Agreement dated as of March 26, 2014 (as amended, supplemented or otherwise modified from time to time, 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, in regard to the Lease, a Memorandum of Lease was recorded with the Surface Transportation Board (the "STB") on June 27, 2014, under Recordation No. 31271, and a Memorandum of Supplement to Lease was recorded with the STB on August 7, 2014, under Recordation No. 31271-A.

WHEREAS, by further update to the Lease dated as of September 30, 2014 (the "Additional Supplement to Lease"), the additional Units set forth on Exhibit A attached hereto have been added to the Equipment of the Lease.

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"), and in the Memorandum of Supplement to Security Agreement dated as of August 8, 2014, and in the Memorandum of Supplement to Security Agreement dated as of September 30, 2014 (collectively, the "Memoranda of Supplement"), by and between Operator and the Collateral Agent, which Memorandum of Security Agreement and Memoranda of Supplement are recorded in the records of the STB.

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 Additional Supplement to 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 Supplement to 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 Units, being One Hundred Seventy-Six (176) Tank Cars manufactured by and purchased from Trinity Tank Car, Inc., and having the following Car Marks and Car Numbers:

<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>
DPRX	259018	DPRX	259097	DPRX	259143
DPRX	259020	DPRX	259098	DPRX	259144
DPRX	259022	DPRX	259099	DPRX	259145
DPRX	259023	DPRX	259101	DPRX	259146
DPRX	259024	DPRX	259103	DPRX	259147
DPRX	259025	DPRX	259104	DPRX	259148
DPRX	259028	DPRX	259105	DPRX	259149
DPRX	259029	DPRX	259107	DPRX	259150
DPRX	259030	DPRX	259108	DPRX	259151
DPRX	259032	DPRX	259110	DPRX	259154
DPRX	259033	DPRX	259113	DPRX	259155
DPRX	259034	DPRX	259114	DPRX	259156
DPRX	259035	DPRX	259115	DPRX	259157
DPRX	259036	DPRX	259116	DPRX	259158
DPRX	259037	DPRX	259117	DPRX	259159
DPRX	259043	DPRX	259118	DPRX	259160
DPRX	259045	DPRX	259119	DPRX	259161
DPRX	259046	DPRX	259120	DPRX	259162
DPRX	259049	DPRX	259121	DPRX	259163
DPRX	259050	DPRX	259122	DPRX	259164
DPRX	259052	DPRX	259123	DPRX	259165
DPRX	259053	DPRX	259124	DPRX	259168
DPRX	259054	DPRX	259125	DPRX	259169
DPRX	259055	DPRX	259126	DPRX	259170
DPRX	259057	DPRX	259127	DPRX	259171
DPRX	259058	DPRX	259128	DPRX	259172
DPRX	259060	DPRX	259129	DPRX	259173
DPRX	259061	DPRX	259130	DPRX	259174
DPRX	259063	DPRX	259131	DPRX	259175
DPRX	259069	DPRX	259132	DPRX	259176
DPRX	259070	DPRX	259133	DPRX	259177
DPRX	259072	DPRX	259134	DPRX	259178
DPRX	259073	DPRX	259135	DPRX	259179
DPRX	259077	DPRX	259136	DPRX	259181
DPRX	259086	DPRX	259137	DPRX	259182
DPRX	259090	DPRX	259138	DPRX	259185
DPRX	259091	DPRX	259139	DPRX	259187
DPRX	259094	DPRX	259140	DPRX	259188
DPRX	259095	DPRX	259141	DPRX	259189
DPRX	259096	DPRX	259142	DPRX	259191

Exhibit A (continued)

<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>
DPRX	259198	DPRX	259973
DPRX	259200	DPRX	259987
DPRX	259201	DPRX	259988
DPRX	259211	DPRX	259991
DPRX	259350	DPRX	260005
DPRX	259351	DPRX	260006
DPRX	259356	DPRX	260007
DPRX	259362	DPRX	260008
DPRX	259363	DPRX	260009
DPRX	259364	DPRX	260010
DPRX	259365	DPRX	260011
DPRX	259366	DPRX	260012
DPRX	259372	DPRX	260013
DPRX	259375	DPRX	260014
DPRX	259376	DPRX	260015
DPRX	259377	DPRX	260016
DPRX	259378		
DPRX	259379		
DPRX	259384		
DPRX	259385		
DPRX	259386		
DPRX	259387		
DPRX	259389		
DPRX	259391		
DPRX	259392		
DPRX	259393		
DPRX	259394		
DPRX	259395		
DPRX	259396		
DPRX	259397		
DPRX	259398		
DPRX	259399		
DPRX	259400		
DPRX	259401		
DPRX	259402		
DPRX	259403		
DPRX	259404		
DPRX	259405		
DPRX	259942		
DPRX	259971		