

RECORDATION NO. 31033
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SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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December 31, 2013

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 31, 2013. 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 Plaza
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 66 tank cars numbered DPRX 256224, 256233, 256235, 256237, 256238, 256243-256245, inclusive, 256247, 256251-256254, inclusive, 256256, 256257, 256265, 256269, 256273, 256275, 256277, 256280, 256281, 256285, 256287-256290, inclusive, 256292, 256293, 256297, 256298, 256575, 256580, 256583, 256762, 256824, 256825, 256837, 256842, 256849, 256853-256857, inclusive, 256860, 256861, 256863-256867, inclusive, 256869-256874, inclusive, 256876, 256877, 256881, 256882, 256886, 256892, 256894, and 256911.

Ms. Cynthia T. Brown
December 31, 2013
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A fee of \$44.00 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 Plaza, Providence, RI 02903, and PBF Holding Company LLC, 1 Sylvan Way, Parsippany, NJ 07054, covering 66 tank cars numbered DPRX 256224, 256233, 256235, 256237, 256238, 256243-256245, inclusive, 256247, 256251-256254, inclusive, 256256, 256257, 256265, 256269, 256273, 256275, 256277, 256280, 256281, 256285, 256287-256290, inclusive, 256292, 256293, 256297, 256298, 256575, 256580, 256583, 256762, 256824, 256825, 256837, 256842, 256849, 256853-256857, inclusive, 256860, 256861, 256863-256867, inclusive, 256869-256874, inclusive, 256876, 256877, 256881, 256882, 256886, 256892, 256894, and 256911.

Very Truly Yours,

A handwritten signature in cursive script that reads "L. Gitomer (mby)".

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 31, 2013

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 December __, 2013 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December ~~3~~⁴, 2013, 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. 003 dated as of December ~~3~~², 2013 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 ~~3~~², 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-Dier
Name: Patricia Smith-Dier
Title: Vice President

PBF HOLDING COMPANY LLC

By: [Signature]
Name: JOHN E LUKO
Title: TREASURER

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: *Jason E. Luker*
Title: *Treasurer*

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

I HEREBY CERTIFY, that on this ____ day of December, 2013, 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.

Jessyka Orjala
Notary Public

My commission expires: 5-31-2016

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

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

I HEREBY CERTIFY, that on this 31 day of December, 2013, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Dusa, 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.


Notary Public

My commission expires:

LUCILLE CORRADO DIONNE
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES FEB. 28, 2014

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

66 Trinity Coiled & Insulated crude oil Tank Cars with Reporting Marks:

DPRX 256238
DPRX 256251
DPRX 256252
DPRX 256253
DPRX 256256
DPRX 256257
DPRX 256265
DPRX 256269
DPRX 256273
DPRX 256275
DPRX 256277
DPRX 256280
DPRX 256281
DPRX 256285
DPRX 256287
DPRX 256288
DPRX 256289
DPRX 256290
DPRX 256292
DPRX 256293
DPRX 256297
DPRX 256298
DPRX 256575
DPRX 256580
DPRX 256583
DPRX 256762
DPRX 256824
DPRX 256825
DPRX 256837
DPRX 256842
DPRX 256849
DPRX 256853
DPRX 256854
DPRX 256855

DPRX 256856
DPRX 256857
DPRX 256860
DPRX 256861
DPRX 256863
DPRX 256864
DPRX 256865
DPRX 256866
DPRX 256867
DPRX 256869
DPRX 256870
DPRX 256871
DPRX 256873
DPRX 256874
DPRX 256876
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DPRX 256882
DPRX 256886
DPRX 256892
DPRX 256224
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DPRX 256243
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DPRX 256245
DPRX 256247
DPRX 256254
DPRX 256872
DPRX 256877
DPRX 256894
DPRX 256911