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June 29, 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 June 29, 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 65 tank cars numbered DPRX 258419, 258422, 258471, 258477, 258479, 258483, 258484, 258486, 258500, 258505, 258507, 258508, 258512, 258513, 258515, 258517, 258518, 258519, 258520, 258522, 258525, 258527, 258528, 258530, 258532, 258536, 258537, 258538, 258539, 258541, 258542, 258543, 258544, 258545, 258547, 258552, 258553, 258555, 258556, 258557, 258558, 258559, 258562, 258563, 258566, 258567, 258568, 258569, 258570, 258573, 258575, 258576, 258578, 258579, 258580, 258581, 258589, 258591, 258592, 258595, 258596, 258597, 258600, 258607, and 258612.

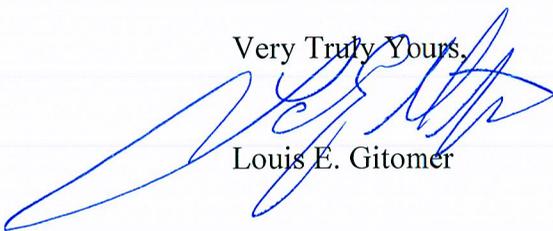
Ms. Cynthia T. Brown
June 29, 2015
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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 65 tank cars numbered DPRX 258419, 258422, 258471, 258477, 258479, 258483, 258484, 258486, 258500, 258505, 258507, 258508, 258512, 258513, 258515, 258517, 258518, 258519, 258520, 258522, 258525, 258527, 258528, 258530, 258532, 258536, 258537, 258538, 258539, 258541, 258542, 258543, 258544, 258545, 258547, 258552, 258553, 258555, 258556, 258557, 258558, 258559, 258562, 258563, 258566, 258567, 258568, 258569, 258570, 258573, 258575, 258576, 258578, 258579, 258580, 258581, 258589, 258591, 258592, 258595, 258596, 258597, 258600, 258607, and 258612.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of June 29, 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 June __, 2015 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 29, 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. 018 dated as of June 24, 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.

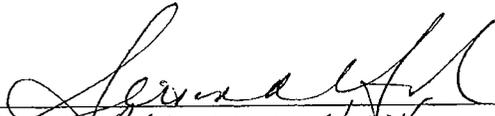
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Units on the terms set forth in the Lease.

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 K HOOD
Title: Vice President

PBF HOLDING COMPANY LLC

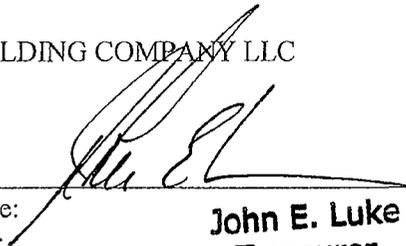
By: _____
Name:
Title:

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**

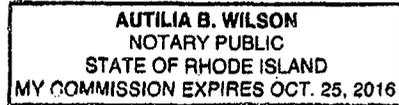
STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

I HEREBY CERTIFY, that on this 24th day of June, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Alison R. 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

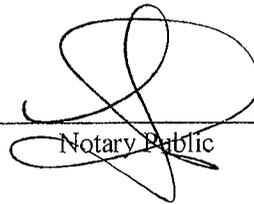
My commission expires: 10/25/2016.



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

I HEREBY CERTIFY, that on this 25th day of June, 2015, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared John 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: _____.

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

EXHIBIT NO. 1
 TO MEMORANDUM OF LEASE AGREEMENT
 DESCRIPTION OF UNITS
 65 Trinity Coiled & Insulated Crude Oil Tank Cars with Reporting Marks:

Car Initials	Car #	Car Initials	Car #
DPRX	258419	DPRX	258547
DPRX	258422	DPRX	258553
DPRX	258505	DPRX	258555
DPRX	258517	DPRX	258557
DPRX	258520	DPRX	258558
DPRX	258522	DPRX	258559
DPRX	258541	DPRX	258562
DPRX	258542	DPRX	258563
DPRX	258552	DPRX	258566
DPRX	258556	DPRX	258567
DPRX	258471	DPRX	258568
DPRX	258479	DPRX	258569
DPRX	258500	DPRX	258570
DPRX	258507	DPRX	258573
DPRX	258508	DPRX	258575
DPRX	258512	DPRX	258576
DPRX	258513	DPRX	258578
DPRX	258515	DPRX	258579
DPRX	258518	DPRX	258580
DPRX	258519	DPRX	258581
DPRX	258525	DPRX	258589
DPRX	258528	DPRX	258591
DPRX	258532	DPRX	258592
DPRX	258536	DPRX	258595
DPRX	258537	DPRX	258596
DPRX	258539	DPRX	258597
DPRX	258543	DPRX	258600
DPRX	258477	DPRX	258607
DPRX	258483	DPRX	258612
DPRX	258484		
DPRX	258486		
DPRX	258527		
DPRX	258530		
DPRX	258538		
DPRX	258544		
DPRX	258545		