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March 28, 2014

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 March 28, 2014. 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 47 tank cars numbered DPRX 256461, 256472, 256473, 256498, 256506, 256507, 256518, 256524, 256526, 256527, 256528, 256529, 256531, 256533, 256534, 256535, 256536, 256537, 256538, 256540, 256541, 256542, 256543, 256544, 256546, 256548, 256549, 257003, 257005, 256998, 256999, 257000, 257002, 257004, 257006, 257007, 257009, 257010, 257011, 257012, 257013, 257015, 257016, 257001, 257014, 256442, and 257008.

Ms. Cynthia T. Brown  
March 28, 2014  
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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@lgrailaw.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 47 tank cars numbered DPRX 256461, 256472, 256473, 256498, 256506, 256507, 256518, 256524, 256526, 256527, 256528, 256529, 256531, 256533, 256534, 256535, 256536, 256537, 256538, 256540, 256541, 256542, 256543, 256544, 256546, 256548, 256549, 257003, 257005, 256998, 256999, 257000, 257002, 257004, 257006, 257007, 257009, 257010, 257011, 257012, 257013, 257015, 257016, 257001, 257014, 256442, and 257008.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of March 28, 2014

between

PBF HOLDING COMPANY LLC  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

On March \_\_, 2014 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March . 28, 2014, 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. 007 dated as of March 26, 2014 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: Patricia Smith - Dick  
Name: Patricia Smith Dick  
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*

APPROVED  
LEGAL  
3/27/14

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

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of March, 2014, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Discia, 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



EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

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

Car Initials	Car #
DPRX	256461
DPRX	256472
DPRX	256473
DPRX	256498
DPRX	256506
DPRX	256507
DPRX	256518
DPRX	256524
DPRX	256526
DPRX	256527
DPRX	256528
DPRX	256529
DPRX	256531
DPRX	256533
DPRX	256534
DPRX	256535
DPRX	256536
DPRX	256537
DPRX	256538
DPRX	256540
DPRX	256541
DPRX	256542
DPRX	256543
DPRX	256544
DPRX	256546
DPRX	256548
DPRX	256549
DPRX	257003
DPRX	257005
DPRX	256998
DPRX	256999
DPRX	257000
DPRX	257002
DPRX	257004
DPRX	257006
DPRX	257007
DPRX	257009

DPRX	257010
DPRX	257011
DPRX	257012
DPRX	257013
DPRX	257015
DPRX	257016
DPRX	257001
DPRX	257014
DPRX	256442
DPRX	257008