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April 21, 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 Assignment of Lease, a secondary document, dated as of April 21, 2015. The primary document to which this is connected is recorded under Recordation No. 31646. We request that this document be recorded under Recordation No. 31646-A.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Assignor:

Banc of America Leasing and Capital, LLC
One Financial Center
Providence, RI 02903

Assignee:

MassMutual Asset Finance LLC
2 Hampshire Street, Suite 101
Foxborough, MA 02035

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 79 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257508, 257510, 257513, 257514, 257516, 257519, 257521, 257524, 257528, 257532, 257533, 257534, 257536, 257543, 257544, 257546, 257547, 257548, 257549, 257550, 257551, 257553, 257556, 257557, 257558, 257559, 257560, 257561, 257562, 257563, 257566,

Ms. Cynthia T. Brown
April 21, 2015
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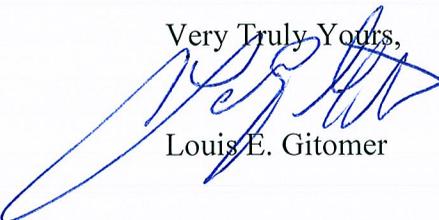
257729, 257738, 257787, 257831, 257833, 257840, 257842, 257844, 257849, 257852, 257854, 257856, 257857, 257858, 257862, 257863, 257864, 257870, 257871, 257872, 257873, 257874, 257875, 257876, 257877, 257878, 257880, 257881, 257882, 257883, 257884, 257885, 257886, 257888, 257890, 257891, 257892, 257893, 257894, 257895, 257896, 257897, 258077, 258098, 258110, 258117, 258126, and 258129.

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 Assignment of Lease between Banc of America Leasing and Capital, LLC, One Financial Center, Providence, RI 02903, and MassMutual Asset Finance LLC, 2 Hampshire Street, Suite 101, Foxborough, MA 02035, covering 79 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257508, 257510, 257513, 257514, 257516, 257519, 257521, 257524, 257528, 257532, 257533, 257534, 257536, 257543, 257544, 257546, 257547, 257548, 257549, 257550, 257551, 257553, 257556, 257557, 257558, 257559, 257560, 257561, 257562, 257563, 257566, 257729, 257738, 257787, 257831, 257833, 257840, 257842, 257844, 257849, 257852, 257854, 257856, 257857, 257858, 257862, 257863, 257864, 257870, 257871, 257872, 257873, 257874, 257875, 257876, 257877, 257878, 257880, 257881, 257882, 257883, 257884, 257885, 257886, 257888, 257890, 257891, 257892, 257893, 257894, 257895, 257896, 257897, 258077, 258098, 258110, 258117, 258126, and 258129.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of April 21, 2015

between

MASSMUTUAL ASSET FINANCE LLC

as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on April ____, 2015 at ____:____.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of April 21, 2015, by and between MASSMUTAL ASSET FINANCE LLC (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as lessor, and PBF HOLDING COMPANY LLC, as lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of December 30, 2013, and, pursuant thereto, that certain Schedule No. 017 dated March 30, 2015 (collectively, the "Lease"), pertaining to the railcars set forth therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of August 26, 2004 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

Assignor filed a Memorandum of Lease with the STB on March 30, 2015 with respect to the Railcars which is awaiting a Recordation Number. The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

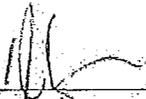
This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: 
Name: David C. Carter
Title: President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

MASSMUTUAL ASSET FINANCE LLC

By: _____
Name:
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Annemarie R. Warren
Name: Annemarie L. Warren
Title: Vice President

STATE OF Massachusetts)
) ss.
COUNTY OF Norfolk)

I HEREBY CERTIFY, that on this 20th day of April 2015, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared David Coutu, who acknowledged himself to be the President of MASSMUTAL ASSET FINANCE 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 President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal.

Alison C. Oldmixon
Notary Public

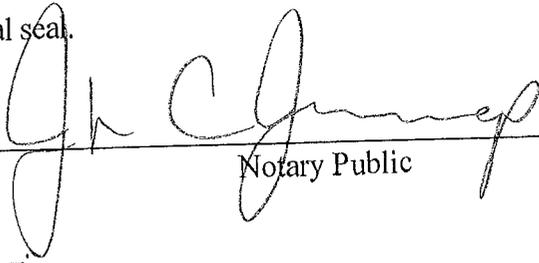
My commission expires: 10/22/21



COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK

I HEREBY CERTIFY, that on this 16th day of April, 2015, before me, the undersigned, a Notary Public of the Commonwealth of Massachusetts, personally appeared Annemarie L. Warren, who acknowledged herself 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 she 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 herself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: _____



JENNIFER C. JENNINGS
Notary Public
Commonwealth of Massachusetts
My Commission Expires
March 16, 2018

EXHIBIT NO. 1
 TO MEMORANDUM OF LEASE AGREEMENT
 DESCRIPTION OF UNITS

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

Car Initials	Car #	Car Initials	Car #	Car Initials	Car #
DPRX	258110	DPRX	257892	DPRX	257563
DPRX	257844	DPRX	257893	DPRX	257566
DPRX	257729	DPRX	257894	DPRX	258077
DPRX	257840	DPRX	257895	DPRX	257516
DPRX	257842	DPRX	257896	DPRX	257534
DPRX	257849	DPRX	257897		
DPRX	257852	DPRX	258098		
DPRX	257854	DPRX	258117		
DPRX	257856	DPRX	258126		
DPRX	257857	DPRX	258129		
DPRX	257858	DPRX	257508		
DPRX	257833	DPRX	257510		
DPRX	257787	DPRX	257513		
DPRX	257738	DPRX	257514		
DPRX	257831	DPRX	257519		
DPRX	257862	DPRX	257521		
DPRX	257870	DPRX	257524		
DPRX	257873	DPRX	257528		
DPRX	257874	DPRX	257532		
DPRX	257877	DPRX	257533		
DPRX	257885	DPRX	257536		
DPRX	257888	DPRX	257543		
DPRX	257863	DPRX	257544		
DPRX	257882	DPRX	257546		
DPRX	257883	DPRX	257547		
DPRX	257886	DPRX	257548		
DPRX	257891	DPRX	257549		
DPRX	257864	DPRX	257550		
DPRX	257871	DPRX	257551		
DPRX	257872	DPRX	257553		
DPRX	257875	DPRX	257556		
DPRX	257876	DPRX	257557		
DPRX	257878	DPRX	257558		
DPRX	257880	DPRX	257559		
DPRX	257881	DPRX	257560		
DPRX	257884	DPRX	257561		
DPRX	257890	DPRX	257562		