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August 5, 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 efileing 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 August 5, 2015. The primary document to which this is connected is recorded under Recordation No. 31838. We request that this document be recorded under Recordation No. 31838-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 65 tank cars numbered DPRX 258480, 258489, 258540, 258551, 258554, 258560, 258564, 258565, 258571, 258572, 258574, 258577, 258582, 258585, 258587, 258588, 258593, 258594, 258598, 258601, 256603-258606, inclusive, 258608-258610, inclusive, 258614-258622, inclusive, 258624, 258627-258631, inclusive, 258633, 258634, 258635, 258637, 258639, 258640, 258641, 258642, 258644, 258646, 258648, 258650, 258651, 258653, 258654, 258655, 258658, 258660, 258662, 258674, 258683, 258685, and 258686.

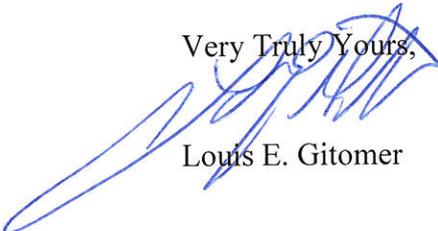
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.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 65 tank cars numbered DPRX 258480, 258489, 258540, 258551, 258554, 258560, 258564, 258565, 258571, 258572, 258574, 258577, 258582, 258585, 258587, 258588, 258593, 258594, 258598, 258601, 256603-258606, inclusive, 258608-258610, inclusive, 258614-258622, inclusive, 258624, 258627-258631, inclusive, 258633, 258634, 258635, 258637, 258639, 258640, 258641, 258642, 258644, 258646, 258648, 258650, 258651, 258653, 258654, 258655, 258658, 258660, 258662, 258674, 258683, 258685, and 258686.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of August 5, 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 August __, 2015 at __:__.m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of August 5, 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. 019 dated July 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 July 31, 2015, under Recordation Number 31838, with respect to the Railcars. 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:

Title:

John F. Pedro
Senior Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name:

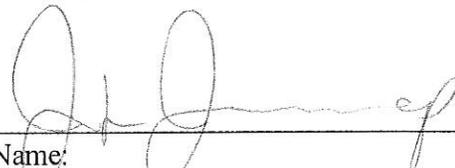
Title:

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:

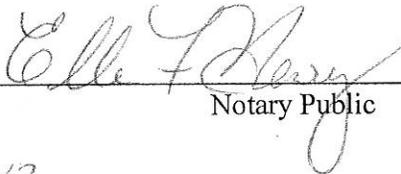
BANC OF AMERICA LEASING & CAPITAL, LLC

By:  _____
Name: **Jennifer Jennings**
Title: **Vice President**

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

I HEREBY CERTIFY, that on this 4th day of August, 2015, before me, the undersigned, a Notary Public of the Commonwealth of Massachusetts, personally appeared Jennifer Jennings, 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: February 3, 2017

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	258540	DPRX	258622
DPRX	258560	DPRX	258624
DPRX	258564	DPRX	258628
DPRX	258572	DPRX	258629
DPRX	258593	DPRX	258630
DPRX	258605	DPRX	258631
DPRX	258551	DPRX	258633
DPRX	258554	DPRX	258634
DPRX	258571	DPRX	258635
DPRX	258582	DPRX	258637
DPRX	258587	DPRX	258639
DPRX	258608	DPRX	258640
DPRX	258614	DPRX	258641
DPRX	258617	DPRX	258642
DPRX	258618	DPRX	258646
DPRX	258627	DPRX	258648
DPRX	258480	DPRX	258651
DPRX	258489	DPRX	258653
DPRX	258565	DPRX	258655
DPRX	258574	DPRX	258660
DPRX	258577	DPRX	258662
DPRX	258585	DPRX	258644
DPRX	258588	DPRX	258650
DPRX	258594	DPRX	258654
DPRX	258598	DPRX	258658
DPRX	258601	DPRX	258674
DPRX	258603	DPRX	258683
DPRX	258604	DPRX	258685
DPRX	258606	DPRX	258686
DPRX	258609		
DPRX	258610		
DPRX	258615		
DPRX	258616		
DPRX	258619		
DPRX	258620		
DPRX	258621		