

LAW OFFICES OF
LOUIS E. GITOMER, LLC

RECORDATION NO. 31840
FILED JULY 31, 2015 4:26 PM
SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2205

July 31, 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 July 31, 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 66 tank cars numbered DPRX 258458, 258459, 258461, 258491, 258548, 258561, 258583, 258584, 258586, 258590, 258599, 258602, 258611, 258613, 258623, 258625, 258626, 258632, 258636, 258638, 258643, 258645, 258647, 258649, 258652, 258656, 258657, 258659, 258661, 258663, 258664, 258665, 258666, 258668, 258669, 258671, 258672, 258673, 258676, 258678, 258679, 258680, 258681, 258682, 258684, 258687, 258688, 258689, 258690, 258691, 258693, 258694, 258695, 258696, 258699, 258701, 258704, 258707, 258718, 258719, 258722, 258759, 258761, 258780, 258787, and 258791.

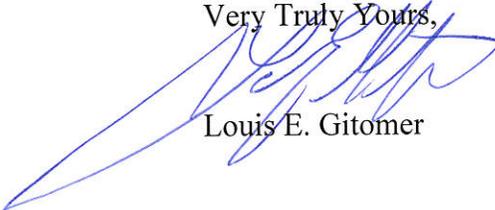
Ms. Cynthia T. Brown
July 31, 2015
Page 2

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 66 tank cars numbered DPRX 258458, 258459, 258461, 258491, 258548, 258561, 258583, 258584, 258586, 258590, 258599, 258602, 258611, 258613, 258623, 258625, 258626, 258632, 258636, 258638, 258643, 258645, 258647, 258649, 258652, 258656, 258657, 258659, 258661, 258663, 258664, 258665, 258666, 258668, 258669, 258671, 258672, 258673, 258676, 258678, 258679, 258680, 258681, 258682, 258684, 258687, 258688, 258689, 258690, 258691, 258693, 258694, 258695, 258696, 258699, 258701, 258704, 258707, 258718, 258719, 258722, 258759, 258761, 258780, 258787, and 258791.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of July 31st, 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 July __, 2015 at ____: ____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July , 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. 020 dated as of July 30, 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.

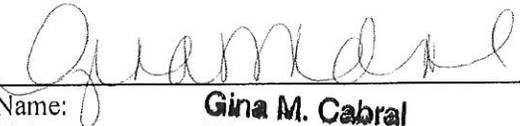
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Units on the terms set forth in the Lease.

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: **Gina M. Cabral**
Title: **Vice President**

PBF HOLDING COMPANY LLC

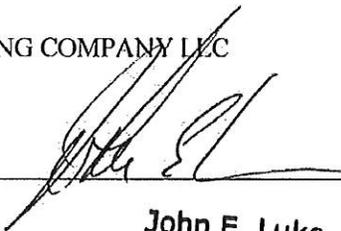
By: _____
Name:
Title:

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: 
Title: **John E. Luke**
Treasurer

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

I HEREBY CERTIFY, that on this _____ day of July, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Gina McAbra, 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.

Steven J Beadling
Notary Public

My commission expires: Nov. 10, 2018.

STEVEN J BEADLING
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES NOV. 10, 2018

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

I HEREBY CERTIFY, that on this 31st day of July, 2015, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared John C. Duke, 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.

Evelyn Verdon
Notary Public

My commission expires: _____.

EVELYN VERDON
A Notary Public of New Jersey
My Commission Expires 3/14/2018

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

Car Initials	Car #	Car Initials	Car #
DPRX	258458	DPRX	258759
DPRX	258459	DPRX	258761
DPRX	258491	DPRX	258668
DPRX	258548	DPRX	258669
DPRX	258561	DPRX	258671
DPRX	258583	DPRX	258672
DPRX	258584	DPRX	258673
DPRX	258590	DPRX	258676
DPRX	258599	DPRX	258678
DPRX	258602	DPRX	258679
DPRX	258611	DPRX	258680
DPRX	258613	DPRX	258681
DPRX	258623	DPRX	258682
DPRX	258625	DPRX	258684
DPRX	258626	DPRX	258687
DPRX	258632	DPRX	258688
DPRX	258638	DPRX	258689
DPRX	258643	DPRX	258690
DPRX	258645	DPRX	258691
DPRX	258647	DPRX	258693
DPRX	258649	DPRX	258694
DPRX	258652	DPRX	258695
DPRX	258657	DPRX	258696
DPRX	258661	DPRX	258699
DPRX	258663	DPRX	258701
DPRX	258664	DPRX	258704
DPRX	258665	DPRX	258707
DPRX	258666	DPRX	258718
DPRX	258586	DPRX	258719
DPRX	258636	DPRX	258722
DPRX	258461		
DPRX	258656		
DPRX	258659		
DPRX	258780		
DPRX	258787		
DPRX	258791		