

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

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

September 29, 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 efilng 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 September 26, 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 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 99 tank cars numbered DPRX 257217-257315, inclusive.

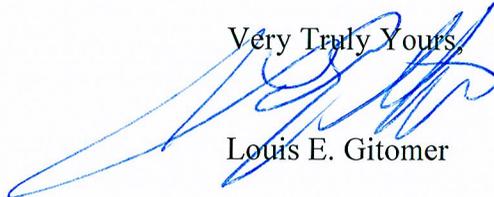
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@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 99 tank cars numbered DPRX 257217-257315, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of September 26, 2014

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 September __, 2014 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 26, 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. 009 dated as of September 23, 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-Disu
Name: Patricia Smith-Disu
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: *VICTOR E LUKE*
Title: *TREASURER*

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

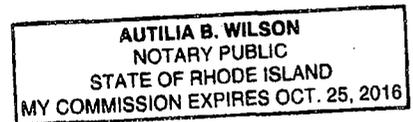
I HEREBY CERTIFY, that on this 25th day of September, 2014, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Dow, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), 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 19th day of September, 2014, 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: _____.

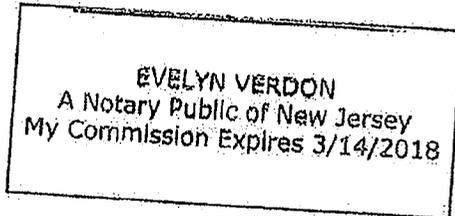


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

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

Car Initials	Car #	Car Initials	Car #	Car Initials	Car #
DPRX	257251	DPRX	257252	DPRX	257299
DPRX	257259	DPRX	257253	DPRX	257278
DPRX	257261	DPRX	257254	DPRX	257300
DPRX	257262	DPRX	257255	DPRX	257302
DPRX	257267	DPRX	257256	DPRX	257304
DPRX	257268	DPRX	257257	DPRX	257305
DPRX	257274	DPRX	257219	DPRX	257306
DPRX	257275	DPRX	257258	DPRX	257307
DPRX	257282	DPRX	257263	DPRX	257309
DPRX	257308	DPRX	257264	DPRX	257311
DPRX	257288	DPRX	257266	DPRX	257312
DPRX	257248	DPRX	257269	DPRX	257313
DPRX	257303	DPRX	257270	DPRX	257280
DPRX	257226	DPRX	257271	DPRX	257315
DPRX	257228	DPRX	257220	DPRX	257273
DPRX	257230	DPRX	257221	DPRX	257276
DPRX	257232	DPRX	257222	DPRX	257277
DPRX	257233	DPRX	257223	DPRX	257281
DPRX	257235	DPRX	257224	DPRX	257284
DPRX	257279	DPRX	257225	DPRX	257285
DPRX	257260	DPRX	257229	DPRX	257286
DPRX	257314	DPRX	257243	DPRX	257287
DPRX	257217	DPRX	257265	DPRX	257289
DPRX	257227	DPRX	257283		
DPRX	257231	DPRX	257301		
DPRX	257234	DPRX	257310		
DPRX	257236	DPRX	257247		
DPRX	257237	DPRX	257249		
DPRX	257238	DPRX	257272		
DPRX	257239	DPRX	257290		
DPRX	257240	DPRX	257291		
DPRX	257241	DPRX	257292		
DPRX	257242	DPRX	257293		
DPRX	257218	DPRX	257294		
DPRX	257244	DPRX	257295		
DPRX	257245	DPRX	257296		
DPRX	257246	DPRX	257297		
DPRX	257250	DPRX	257298		