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August 7, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Supplement to Security Agreement dated as of 8/8/14

Collateral Agent: Deutsche Bank Trust Company Americas
60 Wall Street, 16th Floor
New York, NY 10005

Borrower: PBF Rail Logistics Company LLC
1 Sylvan Way, 2nd Floor
Parsippany, NJ 07054

Equipment: 114, Tank Cars
DPRX 257018-257216 NI

Please record this agreement as a secondary document to STB Recordation #31270. The filing fee of \$44 is enclosed. Thank you.

Sincerely,

Mary Ann Oster
Research Consultant

**MEMORANDUM OF
SUPPLEMENT TO SECURITY AGREEMENT**

made by

PBF RAIL LOGISTICS COMPANY LLC

in favor of

DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent

This MEMORANDUM OF SUPPLEMENT TO SECURITY AGREEMENT, dated as of August 8, 2014, is made by PBF RAIL LOGISTICS COMPANY LLC, a Delaware limited liability company (the "Borrower"), and DEUTSCHE BANK TRUST COMPANY AMERICAS, in its capacity as Collateral Agent (the "Collateral Agent") for the Secured Parties referred to in the Security Agreement (referred to below).

WHEREAS, the Borrower and the Collateral Agent, together with other parties, entered into that certain Security Agreement dated as of March 26, 2014 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), which secures, among other things, (a) all of the Secured Obligations under that certain Loan Agreement dated as of March 26, 2014 (as amended, supplemented or otherwise modified from time to time, the "Loan Agreement"), among the Borrower, the Collateral Agent, the banks and other lending institutions from time to time party thereto (each a "Lender" and, collectively, the "Lenders"), the Administrative Agent, the Lead Arranger, the Syndication Agent, and the Co-Documentation Agents referred to in the Loan Agreement, and (b) all of the obligations of the Borrower under the Loan Agreement and under the other Loan Documents. Unless the context otherwise requires, all capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Security Agreement or in the Loan Agreement.

WHEREAS, in regard to the Security Agreement, a Memorandum of Security Agreement was recorded with the Surface Transportation Board on June 27, 2014, under Recordation No. 31270.

WHEREAS, by Security Agreement Supplement dated as of August 8, 2014, the Borrower grants to the Collateral Agent for the benefit of the Secured Parties a security interest in, and the Borrower pledges and assigns to the Collateral Agent for the benefit of the Secured Parties, a first priority security interest (the "Security Interest") in all Pledged Railcars of the Borrower, including the "Additional Railcars" listed on Schedule A attached hereto, and all the Additional Railcars to be listed on other Security Agreement Supplements, and all Assigned Agreements, including, without limitation, the TSA listed on Schedule A, and all Proceeds therefrom.

WHEREAS, the parties, by executing this Memorandum and causing it to be recorded with the appropriate governmental authorities, desire to provide public notice of the Security Interest.

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due company and corporate authority has caused this Memorandum of Supplement to Security Agreement to be executed in its respective company or corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. §1746 under penalty of perjury, that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

Schedule A

The Additional Railcars, being One Hundred Fourteen (114) Tank Cars manufactured by and purchased from Trinity Tank Car, Inc., and having the following Car Marks and Car Numbers:

<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>
DPRX	257018	DPRX	257086	DPRX	257179
DPRX	257019	DPRX	257087	DPRX	257180
DPRX	257020	DPRX	257088	DPRX	257181
DPRX	257022	DPRX	257089	DPRX	257182
DPRX	257024	DPRX	257091	DPRX	257183
DPRX	257025	DPRX	257095	DPRX	257184
DPRX	257032	DPRX	257096	DPRX	257185
DPRX	257034	DPRX	257099	DPRX	257186
DPRX	257036	DPRX	257107	DPRX	257187
DPRX	257037	DPRX	257111	DPRX	257188
DPRX	257041	DPRX	257117	DPRX	257189
DPRX	257043	DPRX	257119	DPRX	257190
DPRX	257044	DPRX	257123	DPRX	257191
DPRX	257047	DPRX	257124	DPRX	257192
DPRX	257050	DPRX	257127	DPRX	257193
DPRX	257051	DPRX	257134	DPRX	257194
DPRX	257052	DPRX	257135	DPRX	257195
DPRX	257053	DPRX	257141	DPRX	257196
DPRX	257054	DPRX	257142	DPRX	257197
DPRX	257055	DPRX	257145	DPRX	257198
DPRX	257056	DPRX	257149	DPRX	257199
DPRX	257058	DPRX	257150	DPRX	257200
DPRX	257060	DPRX	257155	DPRX	257201
DPRX	257061	DPRX	257158	DPRX	257202
DPRX	257062	DPRX	257161	DPRX	257203
DPRX	257063	DPRX	257164	DPRX	257204
DPRX	257064	DPRX	257165	DPRX	257205
DPRX	257065	DPRX	257166	DPRX	257206
DPRX	257066	DPRX	257167	DPRX	257207
DPRX	257068	DPRX	257168	DPRX	257208
DPRX	257069	DPRX	257169	DPRX	257209
DPRX	257070	DPRX	257171	DPRX	257210
DPRX	257072	DPRX	257172	DPRX	257211
DPRX	257074	DPRX	257174	DPRX	257212
DPRX	257075	DPRX	257175	DPRX	257213
DPRX	257076	DPRX	257176	DPRX	257214
DPRX	257079	DPRX	257177	DPRX	257215
DPRX	257080	DPRX	257178	DPRX	257216

The TSA, being that certain Transportation Services Agreement dated as of March 26, 2014, by and between PBF Rail Logistics Company LLC, a Delaware limited liability company, and PBF Holding Company LLC, a Delaware limited liability company, as amended, restated, extended, supplemented or otherwise modified in writing from time to time.

"Borrower"

PBF Rail Logistics Company LLC

APPROVED
LEGAL
TC
8/6/14

By:

Name: JOHN E LUKE

Title: TREASURER

State of New Jersey)
County of Monmouth) ss

On this 6th day of August, 2014, before me, Evelyn Verdon,
a Notary Public in and for said County and State, personally appeared
John E. Luke, personally known to me (or proved to me on the basis
of satisfactory evidence) to be the person whose name is subscribed to the within instrument
and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that
by his/~~her~~ signature on the instrument the entity upon behalf of which the person acted,
executed the instrument.

WITNESS my hand and official seal.

Evelyn Verdon
Notary Public

(Seal)

My Commission Expires: _____

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

