RECORDATION NO. 31476
FILED NOVEMBER 13, 2014 04:54 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
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November 13, 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 efiling 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 November 13, 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 174 tank cars numbered DPRX 259276, 259278, 259280, 259282-259301, inclusive, 259303, 259304, 259306, 259308-259314, inclusive, 259316, 259325, 259327-259334, inclusive, 259336-259339, inclusive, 259341-259348, inclusive, 259406-259422, inclusive, 259424-259431, inclusive, 259433, 259434, 259435, 259438, 259439, 259498-259504, inclusive, 259506-259516, inclusive, 259544-259547, inclusive, 259550, 259552, 259553, 259637, 259648, 259651, 259657, 259662, 259663, 259666, 259673-259705, inclusive, 259707, 259708, 259709, 259711-259716, inclusive, 259718,

259719, 259721, 259722, 259725, 259836, 259837, 259839, 259840, 259841, 259845, 259846, 259849, 259855, 259857, and 259953.

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 174 tank cars numbered DPRX 259276, 259278, 259280, 259282-259301, inclusive, 259303, 259304, 259306, 259308-259314, inclusive, 259316, 259325, 259327-259334, inclusive, 259336-259339, inclusive, 259341-259348, inclusive, 259406-259422, inclusive, 259424-259431, inclusive, 259433, 259434, 259435, 259438, 259439, 259498-259504, inclusive, 259506-259516, inclusive, 259544-259547, inclusive, 259550, 259552, 259553, 259637, 259648, 259651, 259657, 259662, 259663, 259666, 259673-259705, inclusive, 259707, 259708, 259709, 259711-259716, inclusive, 259718, 259719, 259721, 259722, 259725, 259836, 259837, 259839, 259840, 259841, 259845, 259846, 259849, 259855, 259857, and 259953.

Very Truly Yours,

Melanie B. Yasbin

Enclosure

RECORDATION NO. 31476
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of November ___, 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 November __, 2014 at ____:____ __.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 13th, 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. 011 dated as of November 7, 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 - Dir
Name:
Title:

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

APPROVED
LEGAL
11/12/14

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

I HEREBY CERTIFY, that on this 12th day of November, 2014, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Disu, 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.

AUTILIA B. WILSON
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES OCT. 25, 2016

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

I HEREBY CERTIFY, that on this 13th day of November, 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: _____.

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
174 Trinity Non-Coiled & Non-Insulated Crude Oil Tank Cars with Reporting Marks:

Car Initials	Car #	Car Initials	Car #	Car Initials	Car #
DPRX	259303	DPRX	259709	DPRX	259286
DPRX	259704	DPRX	259711	DPRX	259288
DPRX	259702	DPRX	259712	DPRX	259666
DPRX	259705	DPRX	259714	DPRX	259677
DPRX	259300	DPRX	259715	DPRX	259684
DPRX	259306	DPRX	259311	DPRX	259648
DPRX	259308	DPRX	259313	DPRX	259637
DPRX	259310	DPRX	259314	DPRX	259651
DPRX	259298	DPRX	259316	DPRX	259657
DPRX	259304	DPRX	259721	DPRX	259663
DPRX	259312	DPRX	259725	DPRX	259674
DPRX	259293	DPRX	259713	DPRX	259675
DPRX	259299	DPRX	259716	DPRX	259679
DPRX	259292	DPRX	259513	DPRX	259680
DPRX	259309	DPRX	259515	DPRX	259662
DPRX	259291	DPRX	259547	DPRX	259673
DPRX	259297	DPRX	259836	DPRX	259676
DPRX	259301	DPRX	259839	DPRX	259678
DPRX	259695	DPRX	259329	DPRX	259681
DPRX	259694	DPRX	259331	DPRX	259682
DPRX	259693	DPRX	259339	DPRX	259683
DPRX	259686	DPRX	259501	DPRX	259685
DPRX	259690	DPRX	259516	DPRX	259550
DPRX	259692	DPRX	259837	DPRX	259553
DPRX	259696	DPRX	259840	DPRX	259280
DPRX	259701	DPRX	259845	DPRX	259287
DPRX	259703	DPRX	259846	DPRX	259295
DPRX	259688	DPRX	259849	DPRX	259406
DPRX	259697	DPRX	259855	DPRX	259421
DPRX	259698	DPRX	259857	DPRX	259424
DPRX	259699	DPRX	259691	DPRX	259425
DPRX	259700	DPRX	259689	DPRX	259428
DPRX	259284	DPRX	259276	DPRX	259431
DPRX	259289	DPRX	259290	DPRX	259419
DPRX	259294	DPRX	259278	DPRX	259418
DPRX	259296	DPRX	259282	DPRX	259420
DPRX	259707	DPRX	259283	DPRX	259422
DPRX	259708	DPRX	259285	DPRX	259426

Car Initials	Car #	Car Initials	Car #
DPRX	259427	DPRX	259415
DPRX	259429	DPRX	259417
DPRX	259433	DPRX	259408
DPRX	259430	DPRX	259409
DPRX	259434	DPRX	259407
DPRX	259435	DPRX	259411
DPRX	259438	DPRX	259413
DPRX	259439	DPRX	259953
DPRX	259328	DPRX	259325
DPRX	259333	DPRX	259327
DPRX	259345	DPRX	259330
DPRX	259347	DPRX	259336
DPRX	259507	DPRX	259337
DPRX	259332	DPRX	259544
DPRX	259503	DPRX	259545
DPRX	259334	DPRX	259546
DPRX	259504	DPRX	259552
DPRX	259338	DPRX	259841
DPRX	259506	DPRX	259416
DPRX	259341	DPRX	259718
DPRX	259508	DPRX	259719
DPRX	259342	DPRX	259722
DPRX	259509		
DPRX	259343		
DPRX	259510		
DPRX	259344		
DPRX	259511		
DPRX	259346		
DPRX	259348		
DPRX	259498		
DPRX	259499		
DPRX	259500		
DPRX	259502		
DPRX	259512		
DPRX	259514		
DPRX	259410		
DPRX	259412		
DPRX	259414		