

Tina Amico
VP, Contracts
CIT Rail



November 13, 2013

RECORDATION NO. 30978
FILED NOVEMBER 13, 2013 01:00 PM
SURFACE TRANSPORTATION BOARD

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RE: PBFH03003

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as November 17, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: PBF Holding Company LLC
1 Sylvan Way, Second Floor
Parsippany, NJ 07054

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series DPRX 256582 through DPRX 256732 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico
VP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t: 312.906.5907 f: 312.906.5833
Tina.Amico@cit.com

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30th day of September, 2013, is made by CIT RAIL LLC a Delaware limited liability company, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and PBF HOLDING COMPANY LLC, a Delaware limited liability company, with an address at 1 Sylvan Way, Second Floor, Parsippany, NJ 07054 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Net Railcar Lease (the "Agreement") dated as of September 30, 2013, and Schedule No. 03 thereto dated as of September 30, 2013 (the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written,

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

CIT RAIL LLC

By: THE CIT GROUP/EQUIPMENT FINANCING, INC., as Servicer

By: [Signature]
Name: Jeffrey T Lytle
Title: SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PBF HOLDING COMPANY LLC

By: [Signature]
Name: John G. Luke
Title: INTERIM CEO

By: [Signature]
Name: John O'Malley
Title: VP Commercial Operations

Schedule A

<u>Quantity</u>	<u>Description</u>
33	25,500 gallon exterior coiled, insulated, tank car

Reporting Marks and Numbers

DPRX 256582
DPRX 256584
DPRX 256585
DPRX 256633
DPRX 256634
DPRX 256636
DPRX 256641
DPRX 256652
DPRX 256658
DPRX 256660
DPRX 256664
DPRX 256667
DPRX 256668
DPRX 256670
DPRX 256674
DPRX 256677
DPRX 256685
DPRX 256686
DPRX 256693
DPRX 256694
DPRX 256695
DPRX 256696
DPRX 256698
DPRX 256699
DPRX 256703
DPRX 256704
DPRX 256705
DPRX 256709
DPRX 256717
DPRX 256719
DPRX 256720
DPRX 256731
DPRX 256732