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March 28, 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 March 28, 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 Plaza
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 256164, 256260, 256262, 256274, 256276, 256301, 256445, 256279, 256286, 256308, 256312, 256381, 256402, 256302, 256305, 256307, 256310, 256311, 256315, 256316, 256320, 256323, 256325, 256326, 256328, 256330, 256331, 256332, 256334, 256335, 256336, 256339, 256341, 256343, 256346, 256349, 256352, 256410, 256411, 256413, 256304, 256313, 256314, 256318, 256321, 256324, 256344, 256351, 256353, 256363, 256364, 256554, 256398, 256404, 256414, 256306, 256342, 256350, 256355, 256357, 256358, 256359, 256360, 256361, 256362,

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256367, 256371, 256373, 256376, 256317, 256303, 256309, 256319, 256348, 256354, 256366, 256372, 256388, 256390, 256392, 256393, 256395, 256396, 256397, 256400, 256447, 256448, 256421, 256428, 256996, 256369, 256462, 256490, 256511, 256516, 256530, 256545, 256264, and 256437.

A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.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 Plaza, Providence, RI 02903, and PBF Holding Company LLC, 1 Sylvan Way, Parsippany, NJ 07054, covering 99 tank cars numbered DPRX 256164, 256260, 256262, 256274, 256276, 256301, 256445, 256279, 256286, 256308, 256312, 256381, 256402, 256302, 256305, 256307, 256310, 256311, 256315, 256316, 256320, 256323, 256325, 256326, 256328, 256330, 256331, 256332, 256334, 256335, 256336, 256339, 256341, 256343, 256346, 256349, 256352, 256410, 256411, 256413, 256304, 256313, 256314, 256318, 256321, 256324, 256344, 256351, 256353, 256363, 256364, 256554, 256398, 256404, 256414, 256306, 256342, 256350, 256355, 256357, 256358, 256359, 256360, 256361, 256362, 256367, 256371, 256373, 256376, 256317, 256303, 256309, 256319, 256348, 256354, 256366, 256372, 256388, 256390, 256392, 256393, 256395, 256396, 256397, 256400, 256447, 256448, 256421, 256428, 256996, 256369, 256462, 256490, 256511, 256516, 256530, 256545, 256264, and 256437.

Very Truly Yours,

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of March 28, 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 March __, 2014 at ____: ____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 28, 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. 005 dated as of March 26, 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-Dick
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: *JOHN E. LUKE*
Title: *TREASURER*

APPROVED
LEGAL
FL
3/27/14

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

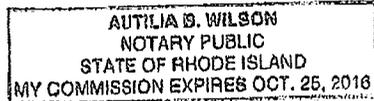
I HEREBY CERTIFY, that on this 28th day of March, 2014, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricio Smith-Disa, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to 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)
COUNTY OF Morris) ss.

I HEREBY CERTIFY, that on this 22nd day of March, 2014, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared John E. 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 officer 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: _____.

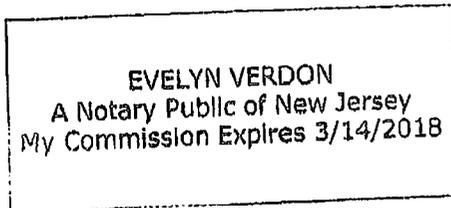


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

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

Car Initials	Car #
DPRX	256164
DPRX	256260
DPRX	256262
DPRX	256274
DPRX	256276
DPRX	256301
DPRX	256445
DPRX	256279
DPRX	256286
DPRX	256308
DPRX	256312
DPRX	256381
DPRX	256402
DPRX	256302
DPRX	256305
DPRX	256307
DPRX	256310
DPRX	256311
DPRX	256315
DPRX	256316
DPRX	256320
DPRX	256323
DPRX	256325
DPRX	256326
DPRX	256328
DPRX	256330
DPRX	256331
DPRX	256332
DPRX	256334
DPRX	256335
DPRX	256336
DPRX	256339
DPRX	256341
DPRX	256343
DPRX	256346
DPRX	256349
DPRX	256352

DPRX	256410
DPRX	256411
DPRX	256413
DPRX	256304
DPRX	256313
DPRX	256314
DPRX	256318
DPRX	256321
DPRX	256324
DPRX	256344
DPRX	256351
DPRX	256353
DPRX	256363
DPRX	256364
DPRX	256554
DPRX	256398
DPRX	256404
DPRX	256414
DPRX	256306
DPRX	256342
DPRX	256350
DPRX	256355
DPRX	256357
DPRX	256358
DPRX	256359
DPRX	256360
DPRX	256361
DPRX	256362
DPRX	256367
DPRX	256371
DPRX	256373
DPRX	256376
DPRX	256317
DPRX	256303
DPRX	256309
DPRX	256319
DPRX	256348
DPRX	256354
DPRX	256366
DPRX	256372
DPRX	256388
DPRX	256390
DPRX	256392
DPRX	256393
DPRX	256395
DPRX	256396

DPRX	256397
DPRX	256400
DPRX	256447
DPRX	256448
DPRX	256421
DPRX	256428
DPRX	256996
DPRX	256369
DPRX	256462
DPRX	256490
DPRX	256511
DPRX	256516
DPRX	256530
DPRX	256545
DPRX	256264
DPRX	256437