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January 26, 2015

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 1/26/15

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: 245, Tank Cars
DPRX 257397-259833 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 January 26, 2015, 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 (the "STB") on June 27, 2014, under Recordation No. 31270; Memoranda of Supplement to Security Agreement were recorded with the STB on August 7, 2014, under Recordation No. 31270-A, September 30, 2014, under Recordation No. 31270-B, October 17, 2014, under Recordation No. 31270-C, and December 29, 2014, under Recordation No. 31270-D, respectively; and a Partial Termination of Security Interest was recorded with the STB on December 31, 2014, under Recordation No. 31270-E.

WHEREAS, by an additional Security Agreement Supplement dated as of January 26, 2015, 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.

Exhibit A

The Units, being Two Hundred Forty-Five (245) 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	257397	DPRX	257607	DPRX	257651
DPRX	257488	DPRX	257608	DPRX	257652
DPRX	257507	DPRX	257609	DPRX	257653
DPRX	257509	DPRX	257611	DPRX	257654
DPRX	257511	DPRX	257612	DPRX	257655
DPRX	257512	DPRX	257615	DPRX	257656
DPRX	257520	DPRX	257617	DPRX	257657
DPRX	257522	DPRX	257618	DPRX	257658
DPRX	257523	DPRX	257619	DPRX	257659
DPRX	257525	DPRX	257620	DPRX	257660
DPRX	257527	DPRX	257621	DPRX	257661
DPRX	257529	DPRX	257622	DPRX	257662
DPRX	257530	DPRX	257623	DPRX	257663
DPRX	257535	DPRX	257624	DPRX	257664
DPRX	257537	DPRX	257625	DPRX	257665
DPRX	257538	DPRX	257626	DPRX	257666
DPRX	257539	DPRX	257627	DPRX	257667
DPRX	257541	DPRX	257628	DPRX	257668
DPRX	257542	DPRX	257629	DPRX	257669
DPRX	257552	DPRX	257630	DPRX	257670
DPRX	257568	DPRX	257631	DPRX	257671
DPRX	257569	DPRX	257632	DPRX	257672
DPRX	257571	DPRX	257633	DPRX	257673
DPRX	257576	DPRX	257634	DPRX	257674
DPRX	257579	DPRX	257635	DPRX	257675
DPRX	257581	DPRX	257636	DPRX	257676
DPRX	257583	DPRX	257637	DPRX	257677
DPRX	257585	DPRX	257638	DPRX	257678
DPRX	257589	DPRX	257639	DPRX	257679
DPRX	257593	DPRX	257640	DPRX	257680
DPRX	257595	DPRX	257641	DPRX	257681
DPRX	257596	DPRX	257642	DPRX	257682
DPRX	257597	DPRX	257643	DPRX	257683
DPRX	257599	DPRX	257644	DPRX	257684
DPRX	257600	DPRX	257645	DPRX	257685
DPRX	257601	DPRX	257646	DPRX	257686
DPRX	257603	DPRX	257647	DPRX	257687
DPRX	257604	DPRX	257648	DPRX	257688
DPRX	257605	DPRX	257649	DPRX	257689
DPRX	257606	DPRX	257650	DPRX	257690

Exhibit A (continued)

<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	257691	DPRX	258045	DPRX	258088
DPRX	257692	DPRX	258046	DPRX	258089
DPRX	257693	DPRX	258047	DPRX	258090
DPRX	257694	DPRX	258048	DPRX	258091
DPRX	257695	DPRX	258049	DPRX	258092
DPRX	257697	DPRX	258050	DPRX	258093
DPRX	257698	DPRX	258051	DPRX	258094
DPRX	257699	DPRX	258052	DPRX	258095
DPRX	257700	DPRX	258053	DPRX	258096
DPRX	257701	DPRX	258054	DPRX	258097
DPRX	257702	DPRX	258055	DPRX	258099
DPRX	257703	DPRX	258056	DPRX	258100
DPRX	257704	DPRX	258057	DPRX	258101
DPRX	257705	DPRX	258058	DPRX	258102
DPRX	257706	DPRX	258059	DPRX	258103
DPRX	257707	DPRX	258060	DPRX	258104
DPRX	257708	DPRX	258061	DPRX	258105
DPRX	257709	DPRX	258062	DPRX	258106
DPRX	257710	DPRX	258064	DPRX	258107
DPRX	257711	DPRX	258065	DPRX	258108
DPRX	257712	DPRX	258066	DPRX	258109
DPRX	257713	DPRX	258067	DPRX	258111
DPRX	257714	DPRX	258068	DPRX	258112
DPRX	257715	DPRX	258069	DPRX	258113
DPRX	257716	DPRX	258070	DPRX	258114
DPRX	257717	DPRX	258071	DPRX	258115
DPRX	257718	DPRX	258072	DPRX	258116
DPRX	257719	DPRX	258073	DPRX	258118
DPRX	257720	DPRX	258074	DPRX	258119
DPRX	257721	DPRX	258075	DPRX	258120
DPRX	257722	DPRX	258078	DPRX	258121
DPRX	257723	DPRX	258079	DPRX	258122
DPRX	257724	DPRX	258080	DPRX	258123
DPRX	257725	DPRX	258081	DPRX	258124
DPRX	257726	DPRX	258082	DPRX	258125
DPRX	257727	DPRX	258083	DPRX	258127
DPRX	258040	DPRX	258084	DPRX	258128
DPRX	258041	DPRX	258085	DPRX	258130
DPRX	258043	DPRX	258086	DPRX	259787
DPRX	258044	DPRX	258087	DPRX	259789

Exhibit A (continued)

<u>Car Marks</u>	<u>Car Number</u>
DPRX	259790
DPRX	259811
DPRX	259812
DPRX	259813
DPRX	259833