

LAW OFFICES OF
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December 30, 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 e-filing 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 December 30, 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 52 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257389, 257408, 257417, 257421, 257426, 257440, 257441, 257477, 257964, 257971, 257973, 257976, 257978, 257980, 257982, 257984, 257986, 257987, 257988, 257989, 257994, 257995, 257996, 257997, 257999, 258000, 258003, 258005, 258007, 258008, 258009, 258010, 258011, 258013, 258014, 258016, 258017, 258018, 258019, 258020, 258022, 258023, 258026, 258027, 258029, 258030, 258031, 258032, 258036, 258037, and 258038.

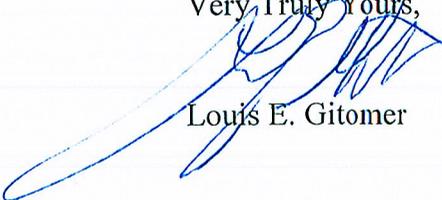
Ms. Cynthia T. Brown
December 30, 2014
Page 2

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 52 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 257389, 257408, 257417, 257421, 257426, 257440, 257441, 257477, 257964, 257971, 257973, 257976, 257978, 257980, 257982, 257984, 257986, 257987, 257988, 257989, 257994, 257995, 257996, 257997, 257999, 258000, 258003, 258005, 258007, 258008, 258009, 258010, 258011, 258013, 258014, 258016, 258017, 258018, 258019, 258020, 258022, 258023, 258026, 258027, 258029, 258030, 258031, 258032, 258036, 258037, and 258038.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 30, 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 December __, 2014 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 30, 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. 014 dated as of December 23, 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-Disu
Name: Patricia Smith-Disu
Title: Vice President

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

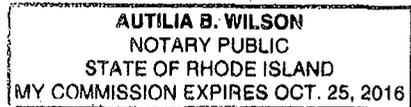
STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

I HEREBY CERTIFY, that on this 24th day of December, 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

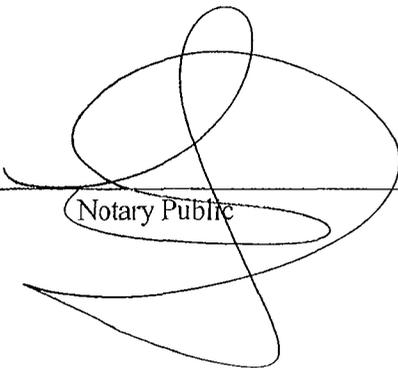
My commission expires: 10/26/16.



STATE OF NEW JERSEY)
) ss.
COUNTY OF MORRIS)

I HEREBY CERTIFY, that on t his 26th day of December, 2014, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared John E. Luke, 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.

_____ 
Notary Public

My commission expires: _____.

JESSYKA J. ORRALA
A Notary Public of New Jersey
My Commission Expires MAY 31, 2016
ID No. 2409086

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF UNITS

51 Trinity Coiled & Insulated Crude Oil Tank Cars with Reporting Marks:

Car Initials	Car #	Car Initials	Car #
DPRX	257971	DPRX	257986
DPRX	257980	DPRX	257988
DPRX	257987	DPRX	257989
DPRX	258000	DPRX	258029
DPRX	258007	DPRX	258032
DPRX	258008	DPRX	257997
DPRX	258009	DPRX	258020
DPRX	258011	DPRX	257389
DPRX	258013	DPRX	257417
DPRX	258031	DPRX	257426
DPRX	258036	DPRX	257440
DPRX	258038	DPRX	257477
DPRX	257973	DPRX	258026
DPRX	258022		
DPRX	257978		
DPRX	257994		
DPRX	257995		
DPRX	257996		
DPRX	258003		
DPRX	258010		
DPRX	258016		
DPRX	258018		
DPRX	257964		
DPRX	257976		
DPRX	257999		
DPRX	258005		
DPRX	258027		
DPRX	257982		
DPRX	258014		
DPRX	258017		
DPRX	258019		
DPRX	258030		
DPRX	257441		
DPRX	257408		
DPRX	258023		
DPRX	257984		
DPRX	258037		
DPRX	257421		