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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 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 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 39 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 258001, 257970, 257343, 257370, 257965, 257969, 257975, 257977, 257979, 257981, 257985, 257991, 257992, 257318, 257319, 257321, 257325, 257346, 257357, 257361, 257366, 257368, 257371, 257373, 257379, 257962, 257963, 258012, 258015, 258021, 258025, 258028, 258033, 258034, 257983, 257972, 257974, 258002, 258006.

Ms. Cynthia T. Brown
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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 39 Trinity Coiled & Insulated Crude Oil Tank Cars numbered DPRX 258001, 257970, 257343, 257370, 257965, 257969, 257975, 257977, 257979, 257981, 257985, 257991, 257992, 257318, 257319, 257321, 257325, 257346, 257357, 257361, 257366, 257368, 257371, 257373, 257379, 257962, 257963, 258012, 258015, 258021, 258025, 258028, 258033, 258034, 257983, 257972, 257974, 258002, 258006.

Very Truly Yours,



Melanie B. Yasbin

Enclosure

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 12th, 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. 012 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 - Sena
Name: Patricia Smith - Sena
Title: Assistant 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**

APPROVED
LEGAL
11/2/14

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 Monmouth)

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 G. Auletta, 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
39 Trinity Coiled & Insulated Crude Oil Tank Cars with Reporting Marks:

Car Initials	Car #
DPRX	257970
DPRX	257343
DPRX	257370
DPRX	257965
DPRX	257969
DPRX	257975
DPRX	257977
DPRX	257979
DPRX	257981
DPRX	257985
DPRX	257991
DPRX	257992
DPRX	257318
DPRX	257319
DPRX	257321
DPRX	257325
DPRX	257346
DPRX	257357
DPRX	257361
DPRX	257366
DPRX	257368
DPRX	257373
DPRX	257379
DPRX	257962
DPRX	257963
DPRX	258012
DPRX	258015
DPRX	258025
DPRX	258028
DPRX	258034
DPRX	257371
DPRX	257983
DPRX	258001
DPRX	258021
DPRX	257972
DPRX	257974
DPRX	258002
DPRX	258006
DPRX	258033