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September 29, 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 September 26, 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 83 tank cars numbered DPRX 259017, 259021, 259026, 259027, 259031, 259038-259042, inclusive, 259044, 259048, 259051, 259059, 259062, 259064-259068, inclusive, 259071, 259074, 259075, 259076, 259078-259085, inclusive, 259087, 259088, 259089, 259092, 259093, 259349, 259352-259355, inclusive, 259357, 259359, 259360, 259361, 259367-259371, inclusive, 259373, 259374, 259380, 259381, 259382, 259383, 259388, 259390, 259888, 259916, 259918, 259921, 259931, 259935, 259940, 259941, 259944, 259951, 259952, 259956, 259959, 259960, 259969, 259970, 259974-259977, inclusive, 259979, 259981, 259989, and 259997.

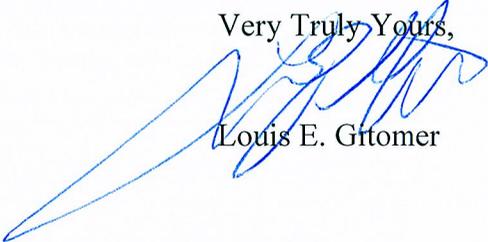
Ms. Cynthia T. Brown  
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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 83 tank cars numbered DPRX 259017, 259021, 259026, 259027, 259031, 259038-259042, inclusive, 259044, 259048, 259051, 259059, 259062, 259064-259068, inclusive, 259071, 259074, 259075, 259076, 259078-259085, inclusive, 259087, 259088, 259089, 259092, 259093, 259349, 259352-259355, inclusive, 259357, 259359, 259360, 259361, 259367-259371, inclusive, 259373, 259374, 259380, 259381, 259382, 259383, 259388, 259390, 259888, 259916, 259918, 259921, 259931, 259935, 259940, 259941, 259944, 259951, 259952, 259956, 259959, 259960, 259969, 259970, 259974-259977, inclusive, 259979, 259981, 259989, and 259997.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of September 26, 2014

between

PBF HOLDING COMPANY LLC  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

On September \_\_, 2014 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 26, 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. 010 dated as of September 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: \_\_\_\_\_  
Name:  
Title:

PBF HOLDING COMPANY LLC

APPROVED  
LEGAL  
*PL*

By: \_\_\_\_\_  
Name: *Tom E Luke*  
Title: *Insurance*

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:

STATE OF New Jersey )  
 ) ss.  
COUNTY OF Morris )

I HEREBY CERTIFY, that on this 19<sup>th</sup> day of September, 2014, before me, the undersigned, a Notary Public of the State of New Jersey personally appeared John E. Lake, 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

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

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of September, 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.

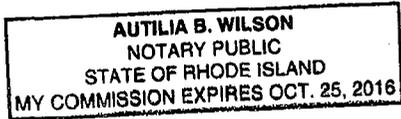


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

83 Trinity Non-Coiled & Non-Insulated Crude Oil Tank Cars with Reporting Marks:

Car Initials	Car #	Car Initials	Car #	Car Initials	Car #
DPRX	259888	DPRX	259354	DPRX	259981
DPRX	259916	DPRX	259355	DPRX	259997
DPRX	259918	DPRX	259357	DPRX	259931
DPRX	259921	DPRX	259359	DPRX	259944
DPRX	259940	DPRX	259360	DPRX	259956
DPRX	259941	DPRX	259361	DPRX	259026
DPRX	259951	DPRX	259367	DPRX	259031
DPRX	259952	DPRX	259368		
DPRX	259959	DPRX	259369		
DPRX	259960	DPRX	259370		
DPRX	259974	DPRX	259371		
DPRX	259977	DPRX	259373		
DPRX	259059	DPRX	259374		
DPRX	259062	DPRX	259380		
DPRX	259064	DPRX	259382		
DPRX	259065	DPRX	259383		
DPRX	259066	DPRX	259388		
DPRX	259067	DPRX	259390		
DPRX	259071	DPRX	259068		
DPRX	259074	DPRX	259381		
DPRX	259075	DPRX	259969		
DPRX	259076	DPRX	259989		
DPRX	259078	DPRX	259027		
DPRX	259079	DPRX	259935		
DPRX	259080	DPRX	259017		
DPRX	259081	DPRX	259038		
DPRX	259082	DPRX	259042		
DPRX	259083	DPRX	259044		
DPRX	259084	DPRX	259039		
DPRX	259085	DPRX	259040		
DPRX	259087	DPRX	259041		
DPRX	259088	DPRX	259048		
DPRX	259089	DPRX	259051		
DPRX	259092	DPRX	259021		
DPRX	259093	DPRX	259970		
DPRX	259349	DPRX	259975		
DPRX	259352	DPRX	259976		
DPRX	259353	DPRX	259979		