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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 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 March 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 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 70 tank cars numbered DPRX 256271, 256322, 256327, 256329, 256333, 256337, 256338, 256340, 256345, 256347, 256356, 256368, 256370, 256374, 256375, 256377, 256378, 256379, 256380, 256382, 256383, 256384, 256385, 256386, 256387, 256389, 256391, 256394, 256399, 256407, 256409, 256415, 256423, 256436, 256449, 256450, 256451, 256455, 256456, 256459, 256460, 256463, 256467, 256468, 256470, 256471, 256474, 256475, 256478, 256479, 256481, 256482, 256483, 256484, 256485, 256486, 256487, 256488, 256491, 256495, 256501, 256503, 256504, 256512, 256519, 256521, 256551, 256553, 256555, and 256556.

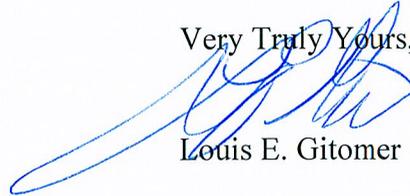
Ms. Cynthia T. Brown
March 28, 2014
Page 2

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 70 tank cars numbered DPRX 256271, 256322, 256327, 256329, 256333, 256337, 256338, 256340, 256345, 256347, 256356, 256368, 256370, 256374, 256375, 256377, 256378, 256379, 256380, 256382, 256383, 256384, 256385, 256386, 256387, 256389, 256391, 256394, 256399, 256407, 256409, 256415, 256423, 256436, 256449, 256450, 256451, 256455, 256456, 256459, 256460, 256463, 256467, 256468, 256470, 256471, 256474, 256475, 256478, 256479, 256481, 256482, 256483, 256484, 256485, 256486, 256487, 256488, 256491, 256495, 256501, 256503, 256504, 256512, 256519, 256521, 256551, 256553, 256555, and 256556.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of March 26, 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 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. 004 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-Dixon
Name: Patricia Smith-Dixon
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: *TOMAS & LUKE*
Title: *TRUSTEES*

APPROVED
LEGAL
FO
3/27/14

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

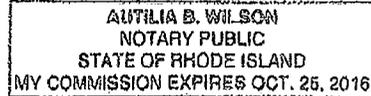
I HEREBY CERTIFY, that on this 28th day of March, 2014, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Dru, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be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

I HEREBY CERTIFY, that on this 27th day of March, 2014, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared John C. 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 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: _____

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

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

Car Initials	Car #
DPRX	256322
DPRX	256329
DPRX	256333
DPRX	256338
DPRX	256340
DPRX	256356
DPRX	256368
DPRX	256370
DPRX	256374
DPRX	256375
DPRX	256377
DPRX	256378
DPRX	256380
DPRX	256382
DPRX	256383
DPRX	256385
DPRX	256386
DPRX	256394
DPRX	256555
DPRX	256556
DPRX	256409
DPRX	256415
DPRX	256347
DPRX	256379
DPRX	256391
DPRX	256455
DPRX	256327
DPRX	256337
DPRX	256345
DPRX	256384
DPRX	256387
DPRX	256389
DPRX	256449
DPRX	256456
DPRX	256459
DPRX	256463
DPRX	256468
DPRX	256470
DPRX	256471
DPRX	256474
DPRX	256486
DPRX	256491
DPRX	256407
DPRX	256423
DPRX	256450
DPRX	256451
DPRX	256467

DPRX	256475
DPRX	256478
DPRX	256479
DPRX	256481
DPRX	256482
DPRX	256485
DPRX	256487
DPRX	256488
DPRX	256495
DPRX	256553
DPRX	256399
DPRX	256484
DPRX	256501
DPRX	256436
DPRX	256460
DPRX	256483
DPRX	256503
DPRX	256504
DPRX	256551
DPRX	256512
DPRX	256519
DPRX	256521
DPRX	256271