

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC**

RECORDATION NO. 31838  
FILED JULY 31, 2015 3:17 PM  
SURFACE TRANSPORTATION BOARD

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410-296-2205

July 31, 2015

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 efileing 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 July 31, 2015. 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 65 tank cars numbered DPRX 258480, 258489, 258540, 258551, 258554, 258560, 258564, 258565, 258571, 258572, 258574, 258577, 258582, 258585, 258587, 258588, 258593, 258594, 258598, 258601, 256603-258606, inclusive, 258608-258610, inclusive, 258614-258622, inclusive, 258624, 258627-258631, inclusive, 258633, 258634, 258635, 258637, 258639, 258640, 258641, 258642, 258644, 258646, 258648, 258650, 258651, 258653, 258654, 258655, 258658, 258660, 258662, 258674, 258683, 258685, and 258686.

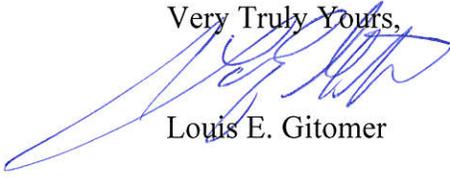
Ms. Cynthia T. Brown  
July 31, 2015  
Page 2

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 65 tank cars numbered DPRX 258480, 258489, 258540, 258551, 258554, 258560, 258564, 258565, 258571, 258572, 258574, 258577, 258582, 258585, 258587, 258588, 258593, 258594, 258598, 258601, 256603-258606, inclusive, 258608-258610, inclusive, 258614-258622, inclusive, 258624, 258627-258631, inclusive, 258633, 258634, 258635, 258637, 258639, 258640, 258641, 258642, 258644, 258646, 258648, 258650, 258651, 258653, 258654, 258655, 258658, 258660, 258662, 258674, 258683, 258685, and 258686.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of July 31, 2015

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 July \_\_, 2015 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 31, 2015, 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. 019 dated as of July 30, 2015 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.

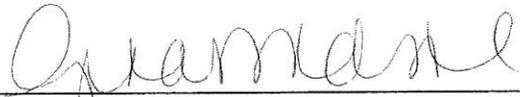
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Units on the terms set forth in the Lease.

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: **Gina M. Cabral**  
Title: **Vice President**

PBF HOLDING COMPANY LLC

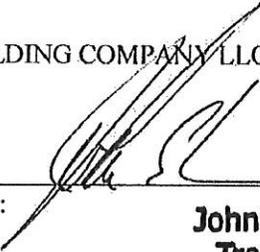
By: \_\_\_\_\_  
Name:  
Title:

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:   
Title: **John E. Luke**  
**Treasurer**

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

I HEREBY CERTIFY, that on this \_\_\_ day of July, 2015, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Gina M. Carrol, 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.

Steven J. Beadling  
Notary Public

My commission expires: Nov. 10, 2018.

STEVEN J BEADLING  
NOTARY PUBLIC  
STATE OF RHODE ISLAND  
MY COMMISSION EXPIRES NOV. 10, 2018

STATE OF New Jersey )  
COUNTY OF Morris ) ss.

I HEREBY CERTIFY, that on this 31 day of July, 2015, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared John E. Duke, 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  
 65 Trinity Coiled & Insulated Crude Oil Tank Cars with Reporting Marks:

Car Initials	Car #	Car Initials	Car #
DPRX	258540	DPRX	258622
DPRX	258560	DPRX	258624
DPRX	258564	DPRX	258628
DPRX	258572	DPRX	258629
DPRX	258593	DPRX	258630
DPRX	258605	DPRX	258631
DPRX	258551	DPRX	258633
DPRX	258554	DPRX	258634
DPRX	258571	DPRX	258635
DPRX	258582	DPRX	258637
DPRX	258587	DPRX	258639
DPRX	258608	DPRX	258640
DPRX	258614	DPRX	258641
DPRX	258617	DPRX	258642
DPRX	258618	DPRX	258646
DPRX	258627	DPRX	258648
DPRX	258480	DPRX	258651
DPRX	258489	DPRX	258653
DPRX	258565	DPRX	258655
DPRX	258574	DPRX	258660
DPRX	258577	DPRX	258662
DPRX	258585	DPRX	258644
DPRX	258588	DPRX	258650
DPRX	258594	DPRX	258654
DPRX	258598	DPRX	258658
DPRX	258601	DPRX	258674
DPRX	258603	DPRX	258683
DPRX	258604	DPRX	258685
DPRX	258606	DPRX	258686
DPRX	258609		
DPRX	258610		
DPRX	258615		
DPRX	258616		
DPRX	258619		
DPRX	258620		
DPRX	258621		