

LAW OFFICES OF
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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 efilings 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 28, 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 48 tank cars numbered DPRX 256365, 256464, 256465, 256466, 256469, 256476, 256477, 256480, 256493, 256494, 256499, 256502, 256513, 256552, 256401, 256408, 256422, 256427, 256430, 256431, 256432, 256420, 256452, 256489, 256492, 256496, 256497, 256500, 256505, 256508, 256509, 256510, 256514, 256515, 256517, 256520, 256522, 256523, 256525, 256532, 256539, 256547, 256550, 256272, 256282, 256433, 256435, and 256443.

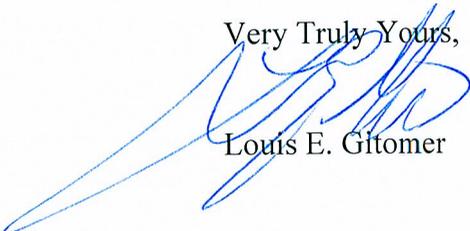
Ms. Cynthia T. Brown
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A fee of \$44.00 is enclosed. Please return one copy by email to:

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 48 tank cars numbered DPRX 256365, 256464, 256465, 256466, 256469, 256476, 256477, 256480, 256493, 256494, 256499, 256502, 256513, 256552, 256401, 256408, 256422, 256427, 256430, 256431, 256432, 256420, 256452, 256489, 256492, 256496, 256497, 256500, 256505, 256508, 256509, 256510, 256514, 256515, 256517, 256520, 256522, 256523, 256525, 256532, 256539, 256547, 256550, 256272, 256282, 256433, 256435, and 256443.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of March 28, 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

28 THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 28, 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. 006 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: JOHN E LUKE
Title: TREASURER

APPROVED
LEGAL
3/27/14

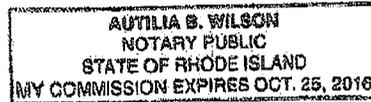
STATE OF Rhode Island)
) ss.
COUNTY OF Providence)

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-Discu, 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 Monmouth)

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: _____.

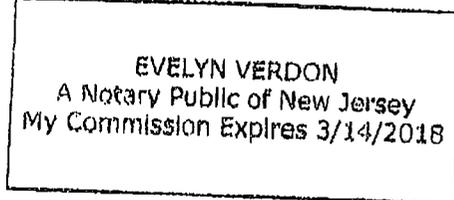


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF UNITS

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

Car Initials	Car #
DPRX	256365
DPRX	256464
DPRX	256465
DPRX	256466
DPRX	256469
DPRX	256476
DPRX	256477
DPRX	256480
DPRX	256493
DPRX	256494
DPRX	256499
DPRX	256502
DPRX	256513
DPRX	256552
DPRX	256401
DPRX	256408
DPRX	256422
DPRX	256427
DPRX	256430
DPRX	256431
DPRX	256432
DPRX	256420
DPRX	256452
DPRX	256489
DPRX	256492
DPRX	256496
DPRX	256497
DPRX	256500
DPRX	256505
DPRX	256508
DPRX	256509
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DPRX	256272
DPRX	256282
DPRX	256433
DPRX	256435
DPRX	256443