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June 30, 2016

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Partial Termination of Lease dated as of 6/28/16

Lessor: PBF Rail Logistics Company LLC
1 Sylvan Way, 2nd Floor
Parsippany, NJ 07054

Lessee: PBF Holding Company LLC
1 Sylvan Way, 2nd Floor
Parsippany, NJ 07054

Equipment: 70, Tank Cars – described on the attached Exhibit A,
DPRX 258677-258952, NI

Please record this agreement as a secondary document to STB Recordation #31271.
The filing fee of \$43 is enclosed. Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

**MEMORANDUM OF
PARTIAL TERMINATION OF LEASE**

between

**PBF RAIL LOGISTICS COMPANY LLC,
as Lessor**

and

**PBF HOLDING COMPANY LLC,
as Lessee**

This MEMORANDUM OF PARTIAL TERMINATION OF LEASE, dated as of June 28, 2016 (this "Memorandum"), is made by PBF RAIL LOGISTICS COMPANY LLC, a Delaware limited liability company ("Lessor"), and PBF HOLDING COMPANY LLC, a Delaware limited liability company ("Lessee").

WHEREAS, Lessor and Lessee entered into that certain Transportation Services Agreement dated as of March 26, 2014 (as amended, supplemented or otherwise modified from time to time, the "Lease"). Unless the context otherwise requires, all capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Lease.

WHEREAS, in regard to the Lease, a Memorandum of Lease was recorded with the Surface Transportation Board (the "STB") on June 27, 2014, under Recordation No. 31271, and Memoranda of Supplement to Lease were recorded with the STB on August 7, 2014, under Recordation No. 31271-A, September 30, 2014, under Recordation No. 31271-B, October 17, 2014, under Recordation No. 31271-C, December 29, 2014, under Recordation No. 31271-D, January 26, 2015, under Recordation No. 31271-F, June 2, 2015, under Recordation No. 31271-H, and July 31, 2015, under Recordation No. 31271-J, respectively, and Memoranda of Partial Termination of Lease were recorded with the STB on December 31, 2014, under Recordation No. 31271-E, March 26, 2015, under Recordation No. 31271-G, June 29, 2015, under Recordation No. 31271-I, and August 26, 2015, under Recordation No. 31271-K..

WHEREAS, Lessor and Lessee have partially terminated the Lease only as to the Units set forth on Exhibit A attached hereto (the "Release Units").

WHEREAS, the parties, by executing this Memorandum and causing it to be recorded with the appropriate governmental authorities, desire to provide public notice of the partial termination of the Lease.

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due company authority has caused this Memorandum to be executed in its respective company or corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. §1746 under penalty of perjury, that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

[Remainder of Page Intentionally Blank, Signature Pages Follow]

"Lessor"

PBF Rail Logistics Company LLC

By: [Signature]
Name: JOHN E LUKE
Title: Treasurer

State of New Jersey)
County of Morris) ss

On this 27th day of June, 2016, before me, the undersigned Notary Public in and for said County and State, personally appeared John Luke, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

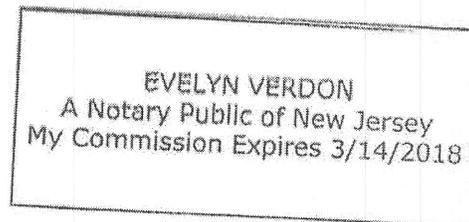
WITNESS my hand and official seal.

[Signature: Evelyn Verdon]
Notary Public

(Seal)

Notary Name: _____

My Commission Expires: _____



"Lessee"

PBF Holding Company LLC

By: [Signature]
Name: JOHN E LUKE
Title: TRUSTEE

State of New Jersey)
County of Morris) ss

On this 27th day of June, 2016, before me, the undersigned Notary Public in and for said County and State, personally appeared John Luke, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
Notary Public

(Seal)

Notary Name: _____

My Commission Expires: _____

EVELYN VERDON
A Notary Public of New Jersey
My Commission Expires 3/14/2018

Exhibit A

The Released Units, being Seventy (70) Tank Cars having the following Car Marks and Car Numbers:

<u>Car Marks</u>	<u>Car Number</u>	<u>Car Marks</u>	<u>Car Number</u>
DPRX	258677	DPRX	258881
DPRX	258723	DPRX	258882
DPRX	258734	DPRX	258883
DPRX	258735	DPRX	258884
DPRX	258736	DPRX	258885
DPRX	258739	DPRX	258888
DPRX	258744	DPRX	258889
DPRX	258747	DPRX	258890
DPRX	258751	DPRX	258892
DPRX	258753	DPRX	258894
DPRX	258757	DPRX	258895
DPRX	258762	DPRX	258898
DPRX	258763	DPRX	258899
DPRX	258768	DPRX	258900
DPRX	258769	DPRX	258901
DPRX	258771	DPRX	258903
DPRX	258776	DPRX	258904
DPRX	258778	DPRX	258905
DPRX	258781	DPRX	258906
DPRX	258784	DPRX	258909
DPRX	258789	DPRX	258911
DPRX	258790	DPRX	258914
DPRX	258796	DPRX	258919
DPRX	258820	DPRX	258921
DPRX	258831	DPRX	258925
DPRX	258832	DPRX	258926
DPRX	258833	DPRX	258930
DPRX	258834	DPRX	258942
DPRX	258836	DPRX	258949
DPRX	258844	DPRX	258952
DPRX	258847		
DPRX	258858		
DPRX	258859		
DPRX	258869		
DPRX	258870		
DPRX	258872		
DPRX	258873		
DPRX	258874		
DPRX	258877		
DPRX	258878		