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July 11, 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 7/8/16

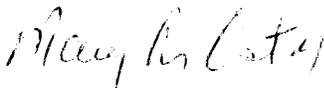
Lessor: PBF Rail Logistics Company LLC
1 Sylvan Way, 2nd Floor
Parsippany, NJ 07054

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

Equipment: 35. Tank Cars – described on the attached Exhibit A,
DPRX 258716-258933, 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 July 8, 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, August 26, 2015, under Recordation No. 31271-K, and June 30, 2016, under Recordation No. 31271-L.

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]

"Lessee"

PBF Holding Company LLC

By: [Signature]
Name: JOHN E LONG
Title: TREASURER

State of New Jersey)
) ss
County of Morris)

On this 8th day of July, 2016, before me, the undersigned Notary Public in and for said County and State, personally appeared John E. Long, 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 Thirty-Five (35) Tank Cars having the following Car Marks and Car Numbers:

<u>Car Marks</u>	<u>Car Number</u>
DPRX	258716
DPRX	258737
DPRX	258743
DPRX	258756
DPRX	258758
DPRX	258772
DPRX	258786
DPRX	258803
DPRX	258821
DPRX	258824
DPRX	258828
DPRX	258839
DPRX	258840
DPRX	258845
DPRX	258848
DPRX	258854
DPRX	258855
DPRX	258861
DPRX	258864
DPRX	258865
DPRX	258868
DPRX	258871
DPRX	258875
DPRX	258876
DPRX	258880
DPRX	258886
DPRX	258887
DPRX	258893
DPRX	258896
DPRX	258908
DPRX	258913
DPRX	258915
DPRX	258917
DPRX	258918
DPRX	258933