

June 29, 2015

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

Dear Section Chief:

Please find enclosed for e-filing the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The document is a MEMORANDUM OF LEASE AGREEMENT, a primary document, dated as of June 29, 2015.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor: Key Equipment Finance, a Division of KeyBank National Association  
1000 South McCaslin Boulevard  
Superior, Colorado 80027

Lessee: PBF Holding Company LLC  
One Sylvan Way, 2nd Floor  
Parsippany, New Jersey 07054

A description of the equipment covered by the document is as follows: 82 coiled/insulated tank rail cars, marked and numbered as follows DPRX 258267 - 258550 NI.

The filing fee of \$43.00 is enclosed. Thank you.

Sincerely,



Adam R. Nazette

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MEMORANDUM OF LEASE AGREEMENT

Dated as of June 29, 2015

between

PBF HOLDING COMPANY LLC  
as Lessee

and

KEY EQUIPMENT FINANCE,  
a Division of KeyBank National Association  
as Lessor

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on \_\_\_\_\_, 2015, at \_\_\_\_:\_\_\_\_.M.  
Recordation Number \_\_\_\_\_

## MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE AGREEMENT (this “Memorandum”) is made and entered into as of June 29, 2015, by and between PBF HOLDING COMPANY LLC, a Delaware limited liability company (“Lessee”), and KEY EQUIPMENT FINANCE, a Division of KeyBank National Association (“Lessor”).

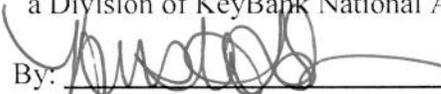
1. The parties hereto entered into that certain Rail Equipment Net Leasing Agreement (the “Agreement”), dated as of December 31, 2014, whereby Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto (the “Units”).
2. All of such Units are more fully described in that certain Schedule Number 006 dated as of June 29, 2015 between Lessor and Lessee and executed pursuant to and incorporating by reference the terms and conditions of the Agreement (together with all of the riders, schedules and other attachments thereto, collectively, the “Lease”).
3. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extensions of such term to the extent provided for in the Lease .
4. The Lease contains an option by Lessee to purchase the Units on the terms set forth in the Lease.

This Memorandum may be executed in any number of counterparts, by different parties hereto in separate counterparts and by facsimile or other electronic signature, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same agreement.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, each of the undersigned pursuant to due association and company authority, as applicable, has caused this Memorandum to be executed by its respective duly authorized officer, 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 first set forth above.

KEY EQUIPMENT FINANCE,  
a Division of KeyBank National Association

By:   
\_\_\_\_\_  
Krista Spada  
Vice President

PBF HOLDING COMPANY LLC

By: \_\_\_\_\_  
John E. Luke  
Treasurer

IN WITNESS WHEREOF, each of the undersigned pursuant to due association and company authority, as applicable, has caused this Memorandum to be executed by its respective duly authorized officer, 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 first set forth above.

KEY EQUIPMENT FINANCE,  
a Division of KeyBank National Association

By: \_\_\_\_\_  
Krista Spada  
Vice President

PBF HOLDING COMPANY LLC

By: \_\_\_\_\_  
John E. Luke  
Treasurer



STATE OF )  
 ) SS:  
COUNTY OF )

On this \_\_\_\_ day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared John E. Luke, the Treasurer of PBF Holding Company LLC, a Delaware limited liability company, who acknowledged the signing of the foregoing instrument on behalf of said limited liability company to be his/her free act and deed and the free act and deed of said limited liability company, duly authorized, for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at \_\_\_\_\_,  
\_\_\_\_\_.

Notary Public  
My commission expires:

STATE OF New York )  
 ) SS:  
COUNTY OF Albany )

On this 25<sup>th</sup> day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Krista Spada, the Vice President of Key Equipment Finance, a Division of KeyBank National Association, a national banking association, who acknowledged the signing of the foregoing instrument on behalf of said national banking association to be his/her free act and deed and the free act and deed of said national banking association, duly authorized, for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Albany,  
New York,

Elizabeth A. Murphy  
Notary Public  
My commission expires: 2/22/19

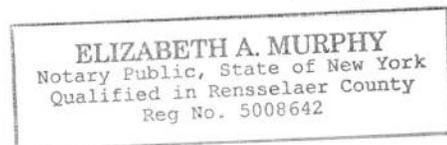


EXHIBIT A  
TO MEMORANDUM OF LEASE

DESCRIPTION OF UNITS

82 coiled/insulated tank rail cars, marked and numbered as follows:

<b>Mark</b>	<b>Car #</b>	<b>Mark</b>	<b>Car #</b>	<b>Mark</b>	<b>Car #</b>
DPRX	258267	DPRX	258306	DPRX	258411
DPRX	258268	DPRX	258307	DPRX	258412
DPRX	258269	DPRX	258309	DPRX	258457
DPRX	258270	DPRX	258310	DPRX	258460
DPRX	258271	DPRX	258311	DPRX	258462
DPRX	258272	DPRX	258312	DPRX	258463
DPRX	258274	DPRX	258314	DPRX	258464
DPRX	258275	DPRX	258323	DPRX	258467
DPRX	258276	DPRX	258330	DPRX	258470
DPRX	258277	DPRX	258331	DPRX	258475
DPRX	258278	DPRX	258332	DPRX	258481
DPRX	258279	DPRX	258336	DPRX	258488
DPRX	258280	DPRX	258337	DPRX	258493
DPRX	258281	DPRX	258339	DPRX	258494
DPRX	258282	DPRX	258342	DPRX	258495
DPRX	258284	DPRX	258346	DPRX	258497
DPRX	258285	DPRX	258352	DPRX	258498
DPRX	258286	DPRX	258353	DPRX	258503
DPRX	258287	DPRX	258359	DPRX	258526
DPRX	258289	DPRX	258365	DPRX	258529
DPRX	258291	DPRX	258371	DPRX	258531
DPRX	258294	DPRX	258382	DPRX	258533
DPRX	258295	DPRX	258386	DPRX	258534
DPRX	258296	DPRX	258398	DPRX	258535
DPRX	258297	DPRX	258402	DPRX	258546
DPRX	258298	DPRX	258405	DPRX	258549
DPRX	258299	DPRX	258408	DPRX	258550
DPRX	258304				