

May 1, 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 ASSIGNMENT OF LEASE, a secondary document, dated as of May 1, 2015. The primary document to which this is connected has a Recordation Number of 31552. We request that this assignment be cross indexed.

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

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

Assignee: Stonebriar Commercial Finance LLC  
5800 Granite Parkway, Suite 860  
Plano, Texas 75024

A description of the equipment covered by the document is as follows: 70 general purpose tank rail cars marked and numbered DPRX 259239 - 259972 NI.

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

Sincerely,



Adam R. Nazette

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MEMORANDUM OF ASSIGNMENT OF LEASE

Dated as of May 1, 2015

between

STONEBRIAR COMMERCIAL FINANCE LLC  
as Assignee

and

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

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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 ASSIGNMENT OF LEASE

This MEMORANDUM OF ASSIGNMENT OF LEASE (this “Memorandum”) is made and entered into as of May 1, 2015, by and between STONEBRIAR COMMERCIAL FINANCE LLC, a Delaware limited liability company (“Assignee”), and KEY EQUIPMENT FINANCE, a Division of KeyBank National Association (“Assignor”).

1. Assignor, as lessor, and PBF Holding Company LLC, a Delaware limited liability company, as lessee, have executed that certain Rail Equipment Net Leasing Agreement dated as of December 31, 2014, and, pursuant thereto, that certain Schedule No. 003 dated December 31, 2014 (collectively, the “Lease”), pertaining to the railcars set forth therein and further described on Exhibit A attached hereto (the “Units”).
2. Assignor, as assignor, and Assignee, as assignee, have executed that certain (a) Master Assignment Agreement dated as of April 24, 2015, and (b) that certain Specification of Assigned Schedule to the Master Assignment Agreement dated as of the date hereof, pursuant to which (i) Assignor has assigned to Assignee all of Assignor’s rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor’s rights and obligations under the Lease, in each case, solely with respect to the assigned Units, and (ii) Assignor has sold the assigned Units to the Assignee.
3. Assignor, as lessor, filed a Memorandum of Lease Agreement with the Surface and Transportation Board on December 31, 2014 with respect to the Units. Such filing has a Recordation Number of 31552. The parties hereto wish to show for public record this Memorandum to provide for notice of such assignment.
4. This Memorandum relates only to the sale by Assignor to Assignee of the assigned Units described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Units.

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.

STONEBRIAR COMMERCIAL FINANCE  
LLC

By: Jeffrey L. Wilkinson  
Name: Jeffrey L. Wilkinson  
Title: SUP & Chief Credit Officer

KEY EQUIPMENT FINANCE,  
a Division of KeyBank National Association

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

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.

STONEBRIAR COMMERCIAL FINANCE  
LLC

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

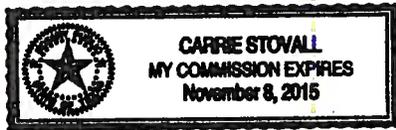
KEY EQUIPMENT FINANCE,  
a Division of KeyBank National Association

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

STATE OF Collin )  
 ) SS:  
COUNTY OF Texas )

On this 1st day of May, 2015, before me, a Notary Public in and for said County and State, personally appeared Jeffrey L. Wilkinson, the SUP & Chief Credit Officer of Stonebriar Commercial Finance 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 for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Plano, TX.



Notary Public Carrie Stovall  
My commission expires: 11/8/15

STATE OF )  
 ) SS:  
COUNTY OF )

On this \_\_\_ day of \_\_\_\_\_, 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 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 )  
 ) SS:  
COUNTY OF )

On this \_\_\_\_ day of \_\_\_\_\_, 2015, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, the \_\_\_\_\_ of Stonebriar Commercial Finance 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 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 1st day of May, 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 for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Albany, NY.

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

**ELIZABETH A. MURPHY**  
Notary Public, State of New York  
Qualified in Rensselaer County  
Reg No. 5008642

EXHIBIT A  
TO MEMORANDUM OF ASSIGNMENT OF LEASE

DESCRIPTION OF UNITS

70 general purpose railcars, marked and numbered as follows:

<u>Mark</u>	<u>Car #</u>	<u>Mark</u>	<u>Car #</u>	<u>Mark</u>	<u>Car #</u>
DPRX	259864	DPRX	259917	DPRX	259972
DPRX	259859	DPRX	259919	DPRX	259239
DPRX	259861	DPRX	259922	DPRX	259242
DPRX	259865	DPRX	259923	DPRX	259243
DPRX	259872	DPRX	259925	DPRX	259245
DPRX	259875	DPRX	259926	DPRX	259246
DPRX	259883	DPRX	259929	DPRX	259247
DPRX	259893	DPRX	259930	DPRX	259248
DPRX	259894	DPRX	259932	DPRX	259249
DPRX	259895	DPRX	259933	DPRX	259250
DPRX	259897	DPRX	259936	DPRX	259654
DPRX	259899	DPRX	259937	DPRX	259652
DPRX	259900	DPRX	259938	DPRX	259660
DPRX	259901	DPRX	259939	DPRX	259270
DPRX	259902	DPRX	259945	DPRX	259268
DPRX	259904	DPRX	259949	DPRX	259269
DPRX	259906	DPRX	259950	DPRX	259655
DPRX	259907	DPRX	259954	DPRX	259656
DPRX	259908	DPRX	259957	DPRX	259658
DPRX	259909	DPRX	259958	DPRX	259266
DPRX	259910	DPRX	259961	DPRX	259267
DPRX	259911	DPRX	259965	DPRX	259275
DPRX	259912	DPRX	259967		
DPRX	259915	DPRX	259968		