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August 26, 2015

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 8/26/15

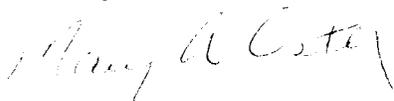
Lessor: PBF Rail Logistics Company LLC  
1 Sylvan Way, 2<sup>nd</sup> Floor  
Parsippany, NJ 07054

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

Equipment: 72. Tank Cars  
DPRX 258175-258524 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 August 26, 2015 (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, and June 29, 2015, under Recordation No. 31271-I.

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 25 day of August, 2015, before me, the undersigned Notary Public in and for said County and State, personally appeared John E. 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)

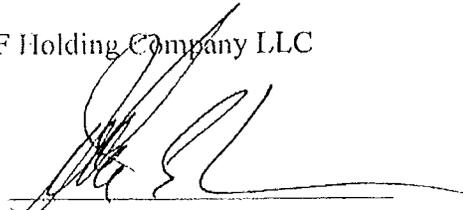
Notary Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

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

"Lessee"

PBF Holding Company LLC

By: 

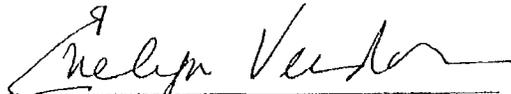
Name: John E. Luke

Title: Treasurer

State of New Jersey )  
 ) ss  
County of Morris )

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WITNESS my hand and official seal.

  
\_\_\_\_\_  
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-Two (72) 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	258175	DPRX	258436
DPRX	258176	DPRX	258438
DPRX	258185	DPRX	258439
DPRX	258186	DPRX	258440
DPRX	258192	DPRX	258442
DPRX	258198	DPRX	258443
DPRX	258214	DPRX	258445
DPRX	258221	DPRX	258447
DPRX	258226	DPRX	258448
DPRX	258227	DPRX	258451
DPRX	258246	DPRX	258454
DPRX	258249	DPRX	258468
DPRX	258355	DPRX	258472
DPRX	258368	DPRX	258473
DPRX	258369	DPRX	258476
DPRX	258378	DPRX	258485
DPRX	258389	DPRX	258487
DPRX	258392	DPRX	258492
DPRX	258393	DPRX	258496
DPRX	258400	DPRX	258499
DPRX	258404	DPRX	258501
DPRX	258409	DPRX	258502
DPRX	258410	DPRX	258504
DPRX	258413	DPRX	258506
DPRX	258415	DPRX	258509
DPRX	258417	DPRX	258510
DPRX	258418	DPRX	258511
DPRX	258420	DPRX	258514
DPRX	258421	DPRX	258516
DPRX	258423	DPRX	258521
DPRX	258425	DPRX	258523
DPRX	258426	DPRX	258524
DPRX	258427		
DPRX	258428		
DPRX	258429		
DPRX	258430		
DPRX	258432		
DPRX	258433		
DPRX	258434		
DPRX	258435		