

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 ASSIGNMENT OF LEASE, a secondary document, dated as of June 29, 2015. The primary document to which this is connected is awaiting a Recordation Number. 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: 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

MEMORANDUM OF ASSIGNMENT OF LEASE

Dated as of June 29, 2015

between

STONEBRIAR COMMERCIAL FINANCE LLC
as Assignee

and

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

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 June 29, 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. 006 dated June 29, 2015 (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 June 29, 2015 with respect to the Units. Such filing is awaiting a Recordation Number. 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. Wilkison
Name: Jeffrey L. Wilkison
Title: SVP & Chief Credit Officer

KEY EQUIPMENT FINANCE,
a Division of KeyBank National Association

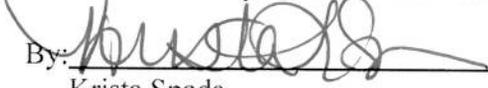
By: _____
Krista Spada
Vice President

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: _____

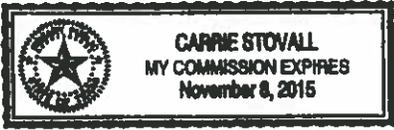
KEY EQUIPMENT FINANCE,
a Division of KeyBank National Association

By:  _____
Krista Spada
Vice President

STATE OF Texas)
) SS:
COUNTY OF Collin)

On this 29th day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared Jeffrey L. Wilkison, the Senior Vice President 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 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 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 June, 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.

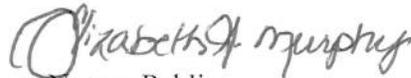
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at _____, _____.

Notary Public
My commission expires:

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

On this 25th 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 for the uses and purposes set forth therein.

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


Notary Public
My commission expires: 2/22/19

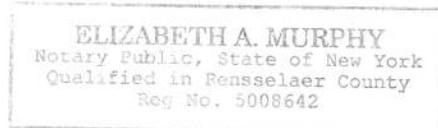


EXHIBIT A
TO MEMORANDUM OF ASSIGNMENT OF LEASE

DESCRIPTION OF UNITS

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

Mark	Car #	Mark	Car #	Mark	Car #
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				