

RECORDATION NO. 31890
FILED AUGUST 26, 2015 3:27 PM
SURFACE TRANSPORTATION BOARD

August 26, 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 August 26, 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: 72 coiled/insulated tank rail cars, marked and numbered as follows DPRX 258175 - 258524 NI.

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

Sincerely,



Adam R. Nazette

MEMORANDUM OF LEASE AGREEMENT

Dated as of August 26, 2015

between

PBF HOLDING COMPANY LLC
as Lessee

and

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

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 August 26, 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”).

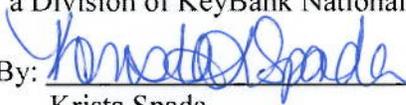
1. The parties hereto entered into that certain Rail Equipment Net Leasing Agreement (the “Agreement”), dated as of December 31, 2014, whereby Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto (the “Units”).
2. All of such Units are more fully described in that certain Schedule Number 009 dated as of August 26, 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

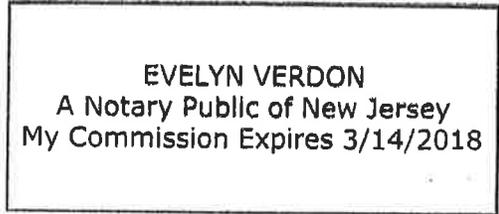
By: _____
John E. Luke
Treasurer

STATE OF NEW JERSEY)
) SS:
COUNTY OF MORRIS)

On this 25 day of August, 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 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 Parsippany, New Jersey.


Notary Public
My commission expires:



STATE OF)
) SS:
COUNTY OF)

On this ____ day of August, 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 _____,
_____.

Notary Public
My commission expires:

STATE OF)
) SS:
COUNTY OF)

On this ____ day of August, 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.

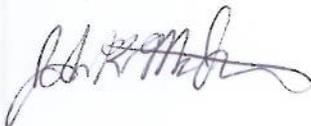
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at _____,
_____.

Notary Public
My commission expires:

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

On this 17th day of August, 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.



Notary Public
My commission expires:
JOSH K. MCINTYRE
Notary Public, State of New York
Qualified in Saratoga County 19
My Commission Expires April 9, 2019

EXHIBIT A
TO MEMORANDUM OF LEASE

DESCRIPTION OF UNITS

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

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