

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: Wintrust Commercial Finance, a division of Beverly Bank & Trust Company,
National Association
2801 Network Boulevard, Suite 505
Frisco, Texas 75034

A description of the equipment covered by the document is as follows: 70 general purpose tank rail cars, marked and numbered as follows DPRX 259018 - 259991 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

WINTRUST COMMERCIAL FINANCE,
a Division of Beverly Bank & Trust Company, National Association
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 WINTRUST COMMERCIAL FINANCE, a Division of Beverly Bank & Trust Company, National Association (“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. 008 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 June 23, 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.

WINTRUST COMMERCIAL FINANCE,
a Division of Beverly Bank & Trust
Company, National Association

By: 
Name: PAUL HALLAGAN
Title: EVP-CCO

KEY EQUIPMENT FINANCE,
a Division of KeyBank National Association

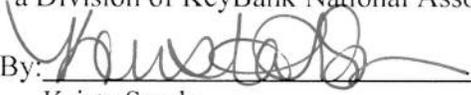
By: _____
Krista Spada
Vice President

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.

WINTRUST COMMERCIAL FINANCE,
a Division of Beverly Bank & Trust
Company, National Association

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 25TH day of June, 2015, before me, a Notary Public in and for said County and State, personally appeared PAUL HALLAWAY, the ENR / CCO of Wintrust Commercial Finance, a division of Beverly Bank & Trust Company, 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 Frisco, TEXAS.



Notary Public Kellee D
My commission expires: 10/15/2016

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 Wintrust Commercial Finance, a division of Beverly Bank & Trust Company, 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 *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.

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



EXHIBIT A
TO MEMORANDUM OF ASSIGNMENT OF LEASE

DESCRIPTION OF UNITS

70 general purpose tank rail cars, marked and numbered as follows:

| Mark | Car # | Mark | Car # |
|-------------|--------------|-------------|--------------|
| DPRX | 259018 | DPRX | 259161 |
| DPRX | 259020 | DPRX | 259162 |
| DPRX | 259022 | DPRX | 259163 |
| DPRX | 259023 | DPRX | 259164 |
| DPRX | 259024 | DPRX | 259165 |
| DPRX | 259025 | DPRX | 259168 |
| DPRX | 259049 | DPRX | 259169 |
| DPRX | 259053 | DPRX | 259170 |
| DPRX | 259099 | DPRX | 259171 |
| DPRX | 259101 | DPRX | 259172 |
| DPRX | 259105 | DPRX | 259173 |
| DPRX | 259107 | DPRX | 259174 |
| DPRX | 259108 | DPRX | 259175 |
| DPRX | 259110 | DPRX | 259176 |
| DPRX | 259119 | DPRX | 259177 |
| DPRX | 259121 | DPRX | 259178 |
| DPRX | 259136 | DPRX | 259179 |
| DPRX | 259137 | DPRX | 259181 |
| DPRX | 259138 | DPRX | 259182 |
| DPRX | 259139 | DPRX | 259185 |
| DPRX | 259140 | DPRX | 259187 |
| DPRX | 259141 | DPRX | 259188 |
| DPRX | 259146 | DPRX | 259189 |
| DPRX | 259147 | DPRX | 259191 |
| DPRX | 259148 | DPRX | 259198 |
| DPRX | 259149 | DPRX | 259200 |
| DPRX | 259150 | DPRX | 259201 |
| DPRX | 259151 | DPRX | 259211 |
| DPRX | 259154 | DPRX | 259364 |
| DPRX | 259155 | DPRX | 259942 |
| DPRX | 259156 | DPRX | 259971 |
| DPRX | 259157 | DPRX | 259973 |
| DPRX | 259158 | DPRX | 259987 |
| DPRX | 259159 | DPRX | 259988 |
| DPRX | 259160 | DPRX | 259991 |