

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 LEASE AGREEMENT, a primary document, dated as of June 29, 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: 70 coiled/insulated tank rail cars, marked and numbered as follows DPRX 257836 - 258450 NI.

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

Sincerely,



Adam R. Nazette

MEMORANDUM OF LEASE AGREEMENT

Dated as of June 29, 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 June 29, 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”).

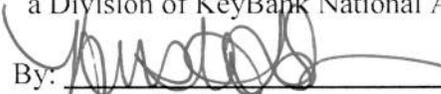
1. The parties hereto entered into that certain Rail Equipment Net Leasing Agreement (the “Agreement”), dated as of December 31, 2014, whereby Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto (the “Units”).
2. All of such Units are more fully described in that certain Schedule Number 013 dated as of June 29, 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 29th day of June, 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 Parsippany, New Jersey.



Notary Public
My commission expires:

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

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, 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 June, 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 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, 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,

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

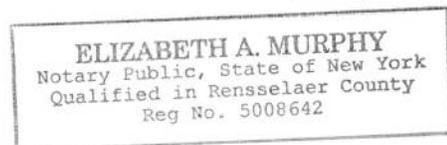


EXHIBIT A
TO MEMORANDUM OF LEASE

DESCRIPTION OF UNITS

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

Mark	Car #	Mark	Car #	Mark	Car #
DPRX	257836	DPRX	257922	DPRX	258146
DPRX	257867	DPRX	257925	DPRX	258147
DPRX	257879	DPRX	257927	DPRX	258148
DPRX	257898	DPRX	257929	DPRX	258149
DPRX	257899	DPRX	257930	DPRX	258150
DPRX	257900	DPRX	257931	DPRX	258151
DPRX	257901	DPRX	257933	DPRX	258152
DPRX	257902	DPRX	257935	DPRX	258153
DPRX	257903	DPRX	257936	DPRX	258157
DPRX	257905	DPRX	257939	DPRX	258158
DPRX	257907	DPRX	257940	DPRX	258160
DPRX	257909	DPRX	257941	DPRX	258161
DPRX	257910	DPRX	257945	DPRX	258162
DPRX	257911	DPRX	257946	DPRX	258163
DPRX	257912	DPRX	257947	DPRX	258165
DPRX	257913	DPRX	257949	DPRX	258166
DPRX	257914	DPRX	257951	DPRX	258167
DPRX	257915	DPRX	257954	DPRX	258168
DPRX	257916	DPRX	257959	DPRX	258169
DPRX	257917	DPRX	258131	DPRX	258171
DPRX	257918	DPRX	258142	DPRX	258356
DPRX	257919	DPRX	258143	DPRX	258431
DPRX	257920	DPRX	258144	DPRX	258450
DPRX	257921				