

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: 85 coiled/insulated tank rail cars, marked and numbered as follows DPRX 258288 - 258490 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”).

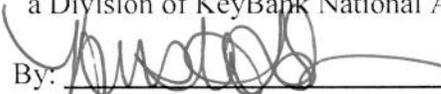
1. The parties hereto entered into that certain Rail Equipment Net Leasing Agreement (the “Agreement”), dated as of December 31, 2014, whereby Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit A attached hereto (the “Units”).
2. All of such Units are more fully described in that certain Schedule Number 007 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)
) 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

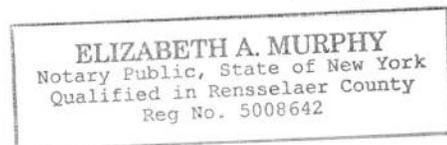


EXHIBIT A
TO MEMORANDUM OF LEASE

DESCRIPTION OF UNITS

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

Mark	Car #	Mark	Car #	Mark	Car #
DPRX	258288	DPRX	258351	DPRX	258394
DPRX	258290	DPRX	258354	DPRX	258395
DPRX	258292	DPRX	258357	DPRX	258396
DPRX	258293	DPRX	258358	DPRX	258397
DPRX	258317	DPRX	258360	DPRX	258399
DPRX	258318	DPRX	258361	DPRX	258401
DPRX	258319	DPRX	258362	DPRX	258403
DPRX	258320	DPRX	258363	DPRX	258406
DPRX	258321	DPRX	258364	DPRX	258407
DPRX	258322	DPRX	258366	DPRX	258414
DPRX	258324	DPRX	258367	DPRX	258416
DPRX	258325	DPRX	258370	DPRX	258424
DPRX	258326	DPRX	258372	DPRX	258437
DPRX	258327	DPRX	258373	DPRX	258441
DPRX	258328	DPRX	258374	DPRX	258444
DPRX	258329	DPRX	258375	DPRX	258446
DPRX	258333	DPRX	258376	DPRX	258449
DPRX	258334	DPRX	258377	DPRX	258452
DPRX	258335	DPRX	258379	DPRX	258453
DPRX	258338	DPRX	258380	DPRX	258455
DPRX	258340	DPRX	258381	DPRX	258456
DPRX	258341	DPRX	258383	DPRX	258465
DPRX	258343	DPRX	258384	DPRX	258466
DPRX	258344	DPRX	258385	DPRX	258469
DPRX	258345	DPRX	258387	DPRX	258474
DPRX	258347	DPRX	258388	DPRX	258478
DPRX	258348	DPRX	258390	DPRX	258482
DPRX	258349	DPRX	258391	DPRX	258490
DPRX	258350				