RECORDATION NO. 31271-I
FILED JUNE 29, 2015 2:54 PM
SURFACE TRANSPORTATION BOARD

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June 29, 2015

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Partial Termination of Lease dated as 6/29/15

Lessor: PBF Rail Logistics Company LLC
1 Sylvan Way, 2nd Floor
Parsippany, NJ 07054

Lessee: PBF Holding Company LLC
1 Sylvan Way, 2nd Floor
Parsippany, NJ 07054

Equipment: 404, Tank Cars
DPRX 257751-259991, NI

Please record this agreement as a secondary document to STB Recordation #31271. The filing fee of $43 is enclosed. Thank you.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

between

PBF RAIL LOGISTICS COMPANY LLC,
as Lessor

and

PBF HOLDING COMPANY LLC,
as Lessee

This MEMORANDUM OF PARTIAL TERMINATION OF LEASE, dated as of June 29, 2015 (this "Memorandum"), is made by PBF RAIL LOGISTICS COMPANY LLC, a Delaware limited liability company ("Lessor"), and PBF HOLDING COMPANY LLC, a Delaware limited liability company ("Lessee").

WHEREAS, Lessor and Lessee entered into that certain Transportation Services Agreement dated as of March 26, 2014 (as amended, supplemented or otherwise modified from time to time, the "Lease"). Unless the context otherwise requires, all capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Lease.

WHEREAS, in regard to the Lease, a Memorandum of Lease was recorded with the Surface Transportation Board (the "STB") on June 27, 2014, under Recordation No. 31271, and Memoranda of Supplement to Lease were recorded with the STB on August 7, 2014, under Recordation No. 31271-A, September 30, 2014, under Recordation No. 31271-B, October 17, 2014, under Recordation No. 31271-C, December 29, 2014, under Recordation No. 31271-D, January 26, 2015, under Recordation No. 31271-F, and June 2, 2015, under Recordation No. 31271-H, respectively, and Memoranda of Partial Termination of Lease were recorded with the STB on December 31, 2014, under Recordation No. 31271-E, and March 26, 2015, under Recordation No. 31271-G.

WHEREAS, Lessor and Lessee have partially terminated the Lease only as to the Units set forth on Exhibit A, Exhibit B and Exhibit C attached hereto (the "Release Units").

WHEREAS, the parties, by executing this Memorandum and causing it to be recorded with the appropriate governmental authorities, desire to provide public notice of the partial termination of the Lease.

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due company authority has caused this Memorandum to be executed in its respective company or corporate name by an officer duly authorized, 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 herein first set forth above.

[Remainder of Page Intentionally Blank, Signature Pages Follow]

"Lessor"

PBF Rail Logistics Company LLC

By: _____
Name: John E. Luke
Title: Treasurer

State of New Jersey)
) ss
County of Morris)

On this 2nd day of June, 2015, before me, the undersigned Notary Public in and for said County and State, personally appeared John E. Luke, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Evelyn Verdon
Notary Public

(Seal)

Notary Name: Evelyn Verdon

My Commission Expires: _____

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

"Lessee"

PBF Holding Company LLC

By: _____
Name: John E. Luke
Title: Treasurer

State of New Jersey)
) ss
County of Morris)

On this 26th day of June, 2015, before me, the undersigned Notary Public in and for said County and State, personally appeared John E. Luke, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity, and that by his/~~her~~ signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Evelyn Verdon
Notary Public

(Seal)

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

Exhibit A

The Released Units, being Two Hundred Sixty-Nine (269) Tank Cars having the following Car Marks and Car Numbers:

Car Marks	Car Number	Car Marks	Car Number	Car Marks	Car Number
DPRX	257751	DPRX	257927	DPRX	258147
DPRX	257836	DPRX	257928	DPRX	258148
DPRX	257837	DPRX	257929	DPRX	258149
DPRX	257851	DPRX	257930	DPRX	258150
DPRX	257865	DPRX	257931	DPRX	258151
DPRX	257866	DPRX	257933	DPRX	258152
DPRX	257867	DPRX	257934	DPRX	258153
DPRX	257868	DPRX	257935	DPRX	258157
DPRX	257869	DPRX	257936	DPRX	258158
DPRX	257879	DPRX	257939	DPRX	258160
DPRX	257887	DPRX	257940	DPRX	258161
DPRX	257889	DPRX	257941	DPRX	258162
DPRX	257898	DPRX	257944	DPRX	258163
DPRX	257899	DPRX	257945	DPRX	258165
DPRX	257900	DPRX	257946	DPRX	258166
DPRX	257901	DPRX	257947	DPRX	258167
DPRX	257902	DPRX	257949	DPRX	258168
DPRX	257903	DPRX	257951	DPRX	258169
DPRX	257904	DPRX	257954	DPRX	258171
DPRX	257905	DPRX	257956	DPRX	258267
DPRX	257906	DPRX	257957	DPRX	258268
DPRX	257907	DPRX	257958	DPRX	258269
DPRX	257908	DPRX	257959	DPRX	258270
DPRX	257909	DPRX	257960	DPRX	258271
DPRX	257910	DPRX	257961	DPRX	258272
DPRX	257911	DPRX	258131	DPRX	258274
DPRX	257912	DPRX	258132	DPRX	258275
DPRX	257913	DPRX	258133	DPRX	258276
DPRX	257914	DPRX	258134	DPRX	258277
DPRX	257915	DPRX	258135	DPRX	258278
DPRX	257916	DPRX	258136	DPRX	258279
DPRX	257917	DPRX	258137	DPRX	258280
DPRX	257918	DPRX	258138	DPRX	258281
DPRX	257919	DPRX	258139	DPRX	258282
DPRX	257920	DPRX	258140	DPRX	258284
DPRX	257921	DPRX	258141	DPRX	258285
DPRX	257922	DPRX	258142	DPRX	258286
DPRX	257923	DPRX	258143	DPRX	258287
DPRX	257925	DPRX	258144	DPRX	258288
DPRX	257926	DPRX	258146	DPRX	258289

Exhibit A (continued)

Car Marks	Car Number
DPRX	258290
DPRX	258291
DPRX	258292
DPRX	258293
DPRX	258294
DPRX	258295
DPRX	258296
DPRX	258297
DPRX	258298
DPRX	258299
DPRX	258304
DPRX	258306
DPRX	258307
DPRX	258309
DPRX	258310
DPRX	258311
DPRX	258312
DPRX	258314
DPRX	258317
DPRX	258318
DPRX	258319
DPRX	258320
DPRX	258321
DPRX	258322
DPRX	258323
DPRX	258324
DPRX	258325
DPRX	258326
DPRX	258327
DPRX	258328
DPRX	258329
DPRX	258330
DPRX	258331
DPRX	258332
DPRX	258333
DPRX	258334
DPRX	258336
DPRX	258337
DPRX	258338
DPRX	258339

Car Marks	Car Number
DPRX	258340
DPRX	258341
DPRX	258342
DPRX	258343
DPRX	258344
DPRX	258345
DPRX	258346
DPRX	258347
DPRX	258348
DPRX	258349
DPRX	258350
DPRX	258351
DPRX	258352
DPRX	258353
DPRX	258354
DPRX	258355
DPRX	258356
DPRX	258357
DPRX	258358
DPRX	258359
DPRX	258360
DPRX	258361
DPRX	258362
DPRX	258363
DPRX	258364
DPRX	258365
DPRX	258366
DPRX	258367
DPRX	258370
DPRX	258371
DPRX	258372
DPRX	258373
DPRX	258374
DPRX	258375
DPRX	258376
DPRX	258377
DPRX	258379
DPRX	258380
DPRX	258381
DPRX	258382

Car Marks	Car Number
DPRX	258383
DPRX	258384
DPRX	258385
DPRX	258386
DPRX	258387
DPRX	258388
DPRX	258390
DPRX	258391
DPRX	258394
DPRX	258395
DPRX	258396
DPRX	258397
DPRX	258398
DPRX	258399
DPRX	258401
DPRX	258402
DPRX	258403
DPRX	258405
DPRX	258406
DPRX	258407
DPRX	258408
DPRX	258411
DPRX	258412
DPRX	258414
DPRX	258416
DPRX	258424
DPRX	258431
DPRX	258437
DPRX	258441
DPRX	258444
DPRX	258446
DPRX	258449
DPRX	258450
DPRX	258452
DPRX	258453
DPRX	258455
DPRX	258456
DPRX	258457
DPRX	258460
DPRX	258462

Exhibit A (continued)

Car Marks	Car Number
DPRX	258463
DPRX	258464
DPRX	258465
DPRX	258466
DPRX	258467
DPRX	258469
DPRX	258470
DPRX	258474
DPRX	258475
DPRX	258478
DPRX	258481
DPRX	258482
DPRX	258488
DPRX	258490
DPRX	258493
DPRX	258494
DPRX	258495
DPRX	258497
DPRX	258498
DPRX	258503
DPRX	258526
DPRX	258529
DPRX	258531
DPRX	258533
DPRX	258534
DPRX	258535
DPRX	258546
DPRX	258549
DPRX	258550

Exhibit B

The Released Units, being Seventy (70) Tank Cars having the following Car Marks and Car Numbers:

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

Exhibit C

The Released Units, being Sixty-Five (65) Tank Cars having the following Car Marks and Car Numbers:

Car Marks	Car Number	Car Marks	Car Number
DPRX	258419	DPRX	258558
DPRX	258422	DPRX	258559
DPRX	258471	DPRX	258562
DPRX	258477	DPRX	258563
DPRX	258479	DPRX	258566
DPRX	258483	DPRX	258567
DPRX	258484	DPRX	258568
DPRX	258486	DPRX	258569
DPRX	258500	DPRX	258570
DPRX	258505	DPRX	258573
DPRX	258507	DPRX	258575
DPRX	258508	DPRX	258576
DPRX	258512	DPRX	258578
DPRX	258513	DPRX	258579
DPRX	258515	DPRX	258580
DPRX	258517	DPRX	258581
DPRX	258518	DPRX	258589
DPRX	258519	DPRX	258591
DPRX	258520	DPRX	258592
DPRX	258522	DPRX	258595
DPRX	258525	DPRX	258596
DPRX	258527	DPRX	258597
DPRX	258528	DPRX	258600
DPRX	258530	DPRX	258607
DPRX	258532	DPRX	258612
DPRX	258536		
DPRX	258537		
DPRX	258538		
DPRX	258539		
DPRX	258541		
DPRX	258542		
DPRX	258543		
DPRX	258544		
DPRX	258545		
DPRX	258547		
DPRX	258552		
DPRX	258553		
DPRX	258555		
DPRX	258556		
DPRX	258557		