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Admitted only in Illinois, supervised by DC licensed attorneys

September 9, 2016

VIA E-FILING

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

**WATER RECORDATION NO. W209
FILED SEPTEMBER 9, 2016 1:14 PM
SURFACE TRANSPORTATION BOARD**

Re: Memorandum of Lease Financing Agreement
Transmittal Letter No. 3 of 4

Dear Sir/Madam:

Enclosed for recording with the Surface Transportation Board ("STB"), pursuant to the provisions of 49 U.S.C. Section 11301(a), is the Memorandum of Lease Financing Agreement dated as of September 7, 2016, a primary document. We request that this document be given the next available recordation number.

The names and addresses of the parties to the enclosed document are:

Owner/Lessor: BTMU Leasing & Finance, Inc.
1251 Avenue of the Americas
New York, NY 10020

Lender: The Bank of Tokyo-Mitsubishi UFJ, Ltd.
1251 Avenue of the Americas
New York, NY 10020

Demise Owner/Lessee: East Side River Brokerage Company, Inc.
15 Bronze Pointe
Swansea, IL 62226

Time Charterer/Sublessee: CGB Enterprises, Inc.
1127 Highway 190 East Service Road
Covington, LA 70433

A description of the equipment covered by the Memorandum of Lease Financing Agreement consists of 87 freight barges with official numbers 1050301 through 1050350, 1059924 through 1059948, and 1059962 through 1059973, in each case inclusive. Kindly find a detailed list of the equipment in Exhibit A to the Memorandum of Lease Financing Agreement.

September 9, 2016

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We have faxed concurrently with this e-filing, the STB payment form to be charged in the amount of \$45 for the required recordation fee.

A short summary of the document to appear in the index follows:

Memorandum of Lease Financing Agreement dated as of September 7, 2016 among BTMU Leasing & Finance, Inc., The Bank of Tokyo-Mitsubishi UFJ, Ltd., East Side River Brokerage Company, Inc., and CGB Enterprises, Inc. covering 87 freight barges with official numbers 1050301 through 1050350, 1059924 through 1059948, and 1059962 through 1059973, in each case inclusive.

If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

Thompson Coburn LLP

A handwritten signature in black ink, appearing to read "Caitlin C. Farrell", with a long horizontal flourish extending to the right.

By

Caitlin C. Farrell

Enclosures

MEMORANDUM OF LEASE FINANCING AGREEMENT

Memorandum of Lease Financing Agreement is made and entered into on September 7, 2016, by and among BTMU LEASING & FINANCE, INC., a Delaware corporation ("Owner"), THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. (the "Lender"), EAST SIDE RIVER BROKERAGE COMPANY, INC., an Illinois corporation ("Demise Owner"), and CGB ENTERPRISES, INC., a Louisiana corporation (the "Time Charterer").

The undersigned have entered into that certain Master Lease Financing Agreement, dated August 29, 2016 ("Master Agreement") and Lease Financing Schedule No. 1, dated August 29, 2016 ("Schedule 1," and together with the Master Agreement, the "Lease Agreement") whereby, among other things, the Demise Owner and Time Charterer have agreed to grant the Owner a security interest in the vessels listed on Exhibit A attached hereto (the "Vessels") as well as certain charters relating to the Vessels.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

Owner:
BTMU Leasing & Finance, Inc.

BY: _____

NAME: Lance Markowitz

TITLE: President

Executed on this ____ day of _____, 2016

STATE OF CALIFORNIA)
)SS
COUNTY of LOS ANGELES)

BEFORE ME, the undersigned notary public, on this day personally appeared Lance Markowitz, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the President of BTMU Leasing & Finance, Inc., a Delaware corporation, and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

Before me:

Notary Public for: _____

My Commission Expires: _____

Lender:
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

BY: K. Tsunemori

NAME: Katayuki Tsunemori

TITLE: Managing Director

Executed on this 7 day of September, 2016

STATE OF NEW YORK)
)SS
COUNTY OF NEW YORK)

BEFORE ME, the undersigned notary public, on this day personally appeared Katayuki Tsunemori, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the ~~Managing Director~~ of The Bank of Tokyo-Mitsubishi UFJ, Ltd., and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

Before me:

[Signature]

Notary Public for: _____

JOANNE KIM
My Commission Expires: NOTARY PUBLIC-STATE OF NEW YORK
No. 01K16121208
Qualified in New York County
My Commission Expires January 10, 2017

[Signatures continue on the next page]

Demise Owner:
East Side River Brokerage Company, Inc.

BY: James McEvilly
NAME: James McEvilly
TITLE: President

Executed on this 31st day of August, 2016

STATE OF ILLINOIS)
)SS
COUNTY OF ST. CLAIR)

BEFORE ME, the undersigned notary public, on this day personally appeared James McEvilly, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the President of East Side River Brokerage Company, Inc., an Illinois corporation, and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

Before me:

Suzette S. Knepkamp
Notary Public for: St. Clair County
My Commission Expires: 4/25/18



Time Charterer:
CGB Enterprises, Inc.

BY: _____
NAME: Richard S. Pemberton
TITLE: Executive Vice President & Chief Financial Officer

Executed on this ____ day of _____, 2016

STATE OF LOUISIANA)
)SS
SAINT TAMMANY PARISH)

BEFORE ME, the undersigned notary public, on this day personally appeared Richard S. Pemberton, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the Executive Vice President and Chief Financial Officer of CGB Enterprises, Inc., a Louisiana corporation, and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

Before me:

Notary Public for: _____
My Commission Expires: _____

Demise Owner:
East Side River Brokerage Company, Inc.

BY: _____

NAME: James McEvelly

TITLE: President

Executed on this ____ day of _____, 2016

STATE OF ILLINOIS)
)SS
COUNTY OF ST. CLAIR)

BEFORE ME, the undersigned notary public, on this day personally appeared James McEvelly, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the President of East Side River Brokerage Company, Inc., an Illinois corporation, and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

Before me:

Notary Public for: _____

My Commission Expires: _____

Time Charterer:
CGB Enterprises, Inc.

BY: 

NAME: Richard S. Pemberton

TITLE: Executive Vice President & Chief Financial Officer

Executed on this 30th day of August, 2016

STATE OF LOUISIANA)
)SS
SAINT TAMMANY PARISH)

BEFORE ME, the undersigned notary public, on this day personally appeared Richard S. Pemberton, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the Executive Vice President and Chief Financial Officer of CGB Enterprises, Inc., a Louisiana corporation, and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

Before me:



Notary Public for: State of Louisiana

My Commission Expires: at Death

EXHIBIT A

Reference is made to that certain Master Lease Financing Agreement dated August 29, 2016, and Schedule 1 thereto, wherein BTMU Leasing & Finance, Inc., a Delaware corporation is the Owner, The Bank of Tokyo-Mitsubishi UFJ Ltd., is the Lender, East Side River Brokerage Company, Inc. is the Demise Owner, and CGB Enterprises, Inc. is the Time Charterer, the terms of which (including the definitions) are incorporated herein. The Vessels (as defined and used in the above Lease Agreement and any and all related documents) include the following:

<u>No.</u>	<u>Vessel Name</u>	<u>Official No.</u>
1	LTD 101	1050301
2	LTD 102	1050302
3	LTD 103	1050303
4	LTD 104	1050304
5	LTD 105	1050305
6	LTD 106	1050306
7	LTD 107	1050307
8	LTD 108	1050308
9	LTD 109	1050309
10	LTD 110	1050310
11	LTD 111	1050311
12	LTD 112	1050312
13	LTD 113	1050313
14	LTD 114	1050314
15	LTD 115	1050315
16	LTD 116	1050316
17	LTD 117	1050317
18	LTD 118	1050318
19	LTD 119	1050319
20	LTD 120	1050320
21	LTD 121	1050321
22	LTD 122	1050322
23	LTD 123	1050323
24	LTD 124	1050324
25	LTD 125	1050325
26	LTD 341	1059924
27	LTD 342	1059925
28	LTD 343	1059926
29	LTD 344	1059927
30	LTD 345	1059928
31	LTD 346	1059929

<u>No.</u>	<u>Vessel Name</u>	<u>Official No.</u>
32	LTD 347	1059930
33	LTD 348	1059931
34	LTD 349	1059932
35	LTD 350	1059933
36	LTD 351	1059934
37	LTD 352	1059935
38	LTD 353	1059936
39	LTD 354	1059937
40	LTD 355	1059938
41	LTD 356	1059939
42	LTD 357	1059940
43	LTD 358	1059941
44	LTD 359	1059942
45	LTD 126	1050326
46	LTD 127	1050327
47	LTD 128	1050328
48	LTD 129	1050329
49	LTD 130	1050330
50	LTD 131	1050331
51	LTD 132	1050332
52	LTD 133	1050333
53	LTD 134	1050334
54	LTD 135	1050335
55	LTD 136	1050336
56	LTD 137	1050337
57	LTD 138	1050338
58	LTD 139	1050339
59	LTD 140	1050340
60	LTD 141	1050341
61	LTD 142	1050342
62	LTD 143	1050343
63	LTD 144	1050344
64	LTD 145	1050345
65	LTD 146	1050346
66	LTD 147	1050347
67	LTD 148	1050348
68	LTD 149	1050349
69	LTD 150	1050350

<u>No.</u>	<u>Vessel Name</u>	<u>Official No.</u>
70	LTD 360	1059943
71	LTD 361	1059944
72	LTD 362	1059945
73	LTD 363	1059946
74	LTD 364	1059947
75	LTD 365	1059948
76	LTD 424	1059962
77	LTD 425	1059963
78	LTD 426	1059964
79	LTD 427	1059965
80	LTD 428	1059966
81	LTD 429	1059967
82	LTD 430	1059968
83	LTD 431	1059969
84	LTD 432	1059970
85	LTD 433	1059971
86	LTD 434	1059972
87	LTD 435	1059973