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Admitted only in Illinois, supervised by DC licensed attorneys

September 9, 2016

WATER RECORDATION NO. W207  
FILED SEPTEMBER 9, 2016 1:05 PM  
SURFACE TRANSPORTATION BOARD

**VIA E-FILING**

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

Re: Memorandum of Mortgage  
Transmittal Letter No. 1 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 Mortgage 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:

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

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

A description of the equipment covered by the Memorandum of Mortgage consists of 87 freight barges with official numbers 1050301 through 1050350, 1059924 through 1059948, and 1059962 through 1059973, in each case inclusive. Included in the property covered by the aforesaid mortgage are barges intended for use related to interstate commerce owned by BTMU Leasing & Finance, Inc. at the date of said mortgage or thereafter acquired by it or its successors as owners of the barges covered by the mortgage. Kindly find a detailed list of the equipment in Exhibit A to the Memorandum of Mortgage.

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.

September 9, 2016

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

Memorandum of Mortgage dated as of September 7, 2016 between The Bank of Tokyo-Mitsubishi UFJ, Ltd. and BTMU Leasing & Finance, 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 MORTGAGE**

Memorandum of Mortgage is made and entered into on Septem. 7, 2016, by and between BTMU LEASING & FINANCE, INC., a Delaware corporation ("Mortgagor") and THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. ("Mortgagee").

The undersigned have entered into that certain First Preferred Fleet Mortgage, dated August 29, 2016 (the "Mortgage"), whereby the Mortgagee has agreed to finance and the Mortgagor has agreed to grant a lien in those certain vessels as listed on Exhibit A of the mortgage and attached hereto.

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

Mortgagor:  
BTMU Leasing & Finance, Inc.

BY: [Signature]  
NAME: Lance Markowitz  
TITLE: President

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

BY: \_\_\_\_\_  
NAME:  
TITLE:

Executed on this 7 day of Sept., 2016

Executed on this \_\_\_ day of \_\_\_\_\_, 2016

STATE OF CALIFORNIA )  
  )SS  
COUNTY of LOS ANGELES )

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

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, the undersigned notary public, on this day personally appeared \_\_\_\_\_, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the \_\_\_\_\_ 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]

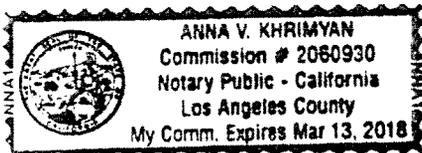
Before me:  
\_\_\_\_\_

Notary Public for: California

Notary Public for: \_\_\_\_\_

My Commission Expires: 3.13.18

My Commission Expires: \_\_\_\_\_



MEMORANDUM OF MORTGAGE

Memorandum of Mortgage is made and entered into on September 7, 2016, by and between BTMU LEASING & FINANCE, INC., a Delaware corporation ("Mortgagor") and THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. ("Mortgagee").

The undersigned have entered into that certain First Preferred Fleet Mortgage, dated August 29, 2016 (the "Mortgage"), whereby the Mortgagee has agreed to finance and the Mortgagor has agreed to grant a lien in those certain vessels as listed on Exhibit A of the mortgage and attached hereto.

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

Mortgagor:
BTMU Leasing & Finance, Inc.

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

BY:
NAME: Lance Markowitz
TITLE: President

BY: [Signature]
NAME: Katayuki Tsunemori
TITLE: Managing Director

Executed on this \_\_\_ day of \_\_\_, 2016

Executed on this 7 day of September, 2016

STATE OF CALIFORNIA )
)SS
COUNTY of LOS ANGELES )

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

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, 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:
Notary Public for:
My Commission Expires:

Before me: [Signature]
Notary Public for:
My Commission Expires: JOANNE KIM

NOTARY PUBLIC-STATE OF NEW YORK
No. 01KI6121208
Qualified in New York County
My Commission Expires January 10, 2017

## EXHIBIT A

Reference is made to that certain First Preferred Fleet Mortgage dated August 29, 2016, wherein BTMU Leasing & Finance, Inc., a Delaware corporation is the Mortgagor and The Bank of Tokyo-Mitsubishi UFJ, Ltd. is the Mortgagee (the "Agreement"), the terms of which (including the definitions) are incorporated herein. The Vessels (as defined and used in the above 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
32	LTD 347	1059930
33	LTD 348	1059931

No.	Vessel Name	Official No.
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
70	LTD 360	1059943
71	LTD 361	1059944

<u>No.</u>	<u>Vessel Name</u>	<u>Official No.</u>
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