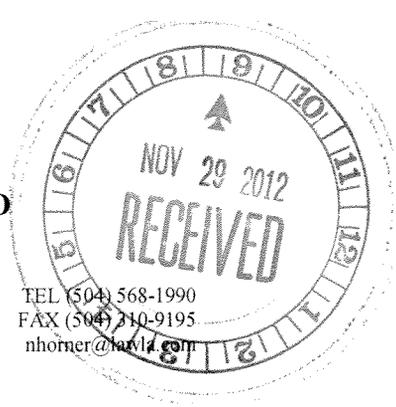


**LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD  
A LAW CORPORATION**

27TH FLOOR, PAN-AMERICAN LIFE CENTER  
601 POYDRAS STREET  
NEW ORLEANS, LOUISIANA 70130

NATHAN P. HORNER



November 27, 2012

*Via Federal Express*  
7941 5394 0383

Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20024

RECORDATION NO. W135 FILED

NOV 29 '12 -10 43 AM

Dear Sir or Madam:

**SURFACE TRANSPORTATION BOARD**

We represent Banc of America Leasing & Capital, LLC, the owner and lessor of the vessel described below, which has been chartered to Moran Towing Corporation, as lessee/charterer. I have enclosed an original and one counterpart of a Memorandum of Bareboat Charter, dated November 14, 2012, a primary document, to be recorded pursuant to 49 U. S. C. §11301 and 49 C. F. R. §1177 et seq.

The names and addresses of the parties to the document are as follows:

Lessor/Owner:

Banc of America Leasing & Capital, LLC  
3 North  
2059 Northlake Parkway  
Tucker, Georgia 30084

Lessee/Charterer:

Moran Towing Corporation  
50 Locust Avenue  
New Canaan, Connecticut, 06840

A description of the equipment covered by lease or charter evidenced by the document follows:

The lease or bareboat charter covers the vessel KATIE T. MORAN, Official Number 1241520, a United States documented, 5100 hp, Z-Drive, tractor tug, together with all engines, boilers, machinery, masts, boats, anchors, cables, chains, rigging, tackle, apparel, furniture, winches, capstans, outfit, tools, pumps, gears, furnishings, appliances, fittings, navigation and communications equipment, computers, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, whether now owned or hereafter

acquired, whether on board or not on board, and also any and all additions, improvements and replacements thereto, or any part thereof, and all cash and non-cash proceeds thereof.

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

Lease or bareboat charter between Banc of America Leasing & Capital, LLC, a Delaware limited liability company, whose address is 2059 Northlake Parkway, 3 North, Tucker, Georgia 30084, as Owner and Lessor, and Moran Towing Corporation, a New York corporation, whose address is 50 Locust Avenue, New Canaan, Connecticut, 06840, as Lessee/Charterer, dated November 14, 2012, and covering the vessel KATIE T. MORAN, Official Number 1241520, a United States documented, 5100 hp, Z-Drive, tractor tug, together with all engines and other appurtenances thereto, all spare and replacement parts, whether now owned or hereafter acquired, and all cash and non-cash proceeds thereof.

I have enclosed our check in the amount of \$42 to cover the filing fee. Please return the original and any extra copies not needed by the Board for recordation to the undersigned at the address stated above.

Very truly yours,



Nathan P. Horner

RECORDATION NO. W135 FILED

NOV 29 '12 -10 43 AM

SURFACE TRANSPORTATION BOARD



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MEMORANDUM OF BAREBOAT CHARTER PARTY

between

BANC OF AMERICA LEASING & CAPITAL, LLC  
("OWNER")

and

MORAN TOWING CORPORATION  
("CHARTERER")

November 14, 2012

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on \_\_\_\_\_, 2012, at \_\_\_\_\_ a.m./p.m.  
Watercraft Recordation Number \_\_\_\_\_

**MEMORANDUM OF BAREBOAT CHARTER**

**THIS MEMORANDUM OF BAREBOAT CHARTER** is made and entered into as of November 14, 2012, by and between **BANC OF AMERICA LEASING & CAPITAL, LLC**, a Delaware limited liability company, whose address is 2059 Northlake Parkway, 3 North, Tucker, Georgia 30084 (hereinafter, together with its successors and assigns, "Owner"), and **MORAN TOWING CORPORATION**, a New York corporation, whose address is 50 Locust Avenue, New Canaan, Connecticut, 06840 ("Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Bareboat Charter Party dated as of November 14, 2012 (as amended, the "Bareboat Charter").

2. Pursuant to the Bareboat Charter, Owner has agreed to let and demise to Charterer, and the Charterer has agreed to hire from Owner, one (1) United States documented 5100 hp, Z-Drive, tractor tug as identified on Schedule 1 attached hereto (hereinafter, the "Vessel").

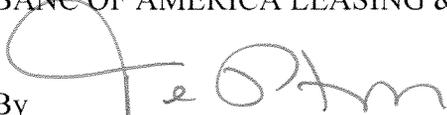
3. The Bareboat Charter with respect to the Vessel became effective as of the date set forth in paragraph 1 above and shall be subject to a Term, as such term is defined in the Bareboat Charter.

4. This Memorandum may be executed in counterparts.

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be executed by their respective officers as of the date and year first above written.

OWNER:

BANC OF AMERICA LEASING & CAPITAL, LLC

By 

Name: TERRI J. PRESTON

Title: VICE PRESIDENT

CHARTERER:

MORAN TOWING CORPORATION

By \_\_\_\_\_

Name: Jeffrey J. McAulay

Title: Vice President – Finance and Administration

**MEMORANDUM OF BAREBOAT CHARTER**

**THIS MEMORANDUM OF BAREBOAT CHARTER** is made and entered into as of November 14, 2012, by and between **BANC OF AMERICA LEASING & CAPITAL, LLC**, a Delaware limited liability company, whose address is 2059 Northlake Parkway, 3 North, Tucker, Georgia 30084 (hereinafter, together with its successors and assigns, "Owner"), and **MORAN TOWING CORPORATION**, a New York corporation, whose address is 50 Locust Avenue, New Canaan, Connecticut, 06840 ("Charterer").

WITNESSETH:

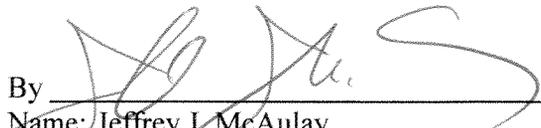
1. Owner and Charterer are parties to that certain Bareboat Charter Party dated as of November 14, 2012 (as amended, the "Bareboat Charter").
2. Pursuant to the Bareboat Charter, Owner has agreed to let and demise to Charterer, and the Charterer has agreed to hire from Owner, one (1) United States documented 5100 hp, Z-Drive, tractor tug as identified on Schedule 1 attached hereto (hereinafter, the "Vessel").
3. The Bareboat Charter with respect to the Vessel became effective as of the date set forth in paragraph 1 above and shall be subject to a Term, as such term is defined in the Bareboat Charter.
4. This Memorandum may be executed in counterparts.

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be executed by their respective officers as of the date and year first above written.

OWNER:  
BANC OF AMERICA LEASING & CAPITAL, LLC

By \_\_\_\_\_  
Name:  
Title:

CHARTERER:  
MORAN TOWING CORPORATION

By   
Name: Jeffrey J. McAulay  
Title: Vice President – Finance and Administration

STATE OF Maryland )  
 ) ss.  
COUNTY OF Chesell )

On this 14<sup>th</sup> day of November, 2012, before me personally appeared TERRI J. PRESTON, to me personally known, who being by me duly sworn, says that she/he is the VICE PRESIDENT of BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its Board of Directors, and he/she acknowledged that the execution of the said instrument was the free act and deed of said company.

**IN WITNESS WHEREOF**, I hereunto set my hand and official seal the day and year first above written.

Wanda L. Singhass  
NOTARY PUBLIC  
Printed Name: Wanda L. Singhass  
My commission expires: 6/14/2015

STATE OF CONNECTICUT )  
 ) ss.  
COUNTY OF FAIRFIELD )

On this 14th day of November, 2012, before me personally appeared Jeffrey J. McAulay, to me personally known, who being by me duly sworn, says that he is the Vice President – Finance and Administration of MORAN TOWING CORPORATION, a New York corporation, that the foregoing instrument was signed on behalf of said company by order of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

**IN WITNESS WHEREOF**, I hereunto set my hand and official seal the day and year first above written.

\_\_\_\_\_  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_ day of November, 2012, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that she/he is the \_\_\_\_\_ of BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its Board of Directors, and he/she acknowledged that the execution of the said instrument was the free act and deed of said company.

**IN WITNESS WHEREOF**, I hereunto set my hand and official seal the day and year first above written.

\_\_\_\_\_  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

STATE OF CONNECTICUT )  
 ) ss.  
COUNTY OF FAIRFIELD )

On this 14th day of November, 2012, before me personally appeared Jeffrey J. McAulay, to me personally known, who being by me duly sworn, says that he is the Vice President – Finance and Administration of MORAN TOWING CORPORATION, a New York corporation, that the foregoing instrument was signed on behalf of said company by order of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

**IN WITNESS WHEREOF**, I hereunto set my hand and official seal the day and year first above written.

*Judith A. Enright*  
\_\_\_\_\_  
NOTARY PUBLIC  
Printed Name: Judith A. Enright  
My commission expires: \_\_\_\_\_

