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March 2, 2016

VIA HAND DELIVERY

Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Memorandum of Bareboat Charter

Dear Sir or Madam,

Enclosed for filing please find an original and one copy of the Memorandum of Bareboat Charter between TD Equipment Finance, Inc. and Cargill, Incorporated, dated February 29, 2016. Also enclosed is a check in the amount of \$43.00 made payable to the Surface Transportation Board for the filing fee.

I have enclosed an additional original copy that I am requesting be dated stamped and returned to the courier for return to our office.

Should you require anything further, please do not hesitate to contact me.

Very truly yours,



Stephanie J. Papatsos, Paralegal
202-326-5042 / sjpapatsos@ober.com

Enclosures

REGISTRATION NO. W178

MAR 03 2016 -10 :30 AM

SURFACE TRANSPORTATION BOARD

RECORDATION NO. W178 Filed

MAR 03 2016 -10 :30 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER

between

**TD EQUIPMENT FINANCE, INC.
("OWNER")**

and

**CARGILL, INCORPORATED
("CHARTERER")**

February 29, 2016

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on February __, 2016, at _____ a.m./p.m.
Watercraft Recordation Number _____

MEMORANDUM OF BAREBOAT CHARTER

This Memorandum of Bareboat Charter dated as of February 29, 2016, is entered into by and between TD EQUIPMENT FINANCE, INC., a Maine corporation ("Owner"), and CARGILL, INCORPORATED, a Delaware corporation ("Charterer").

WITNESSETH:

1. Owner and Charterer are currently parties to that certain Bareboat Charter/Financing Agreement dated as of February 29, 2016 (the "Bareboat Charter").
2. Pursuant to the Bareboat Charter, the Owner agreed to let and demise charter to Charterer, and the Charterer agreed to hire from Owner, the undocumented barges indentified on Exhibit 1 attached hereto (the "Barges").
3. The Bareboat Charter with respect to the Barges became effective as of February 29, 2016 and is subject to the Term (as defined in the Bareboat Charter) thereof.
4. This Memorandum may be executed in any number of counterparts, all of which when taken together shall constitute one and the same instrument.
5. This Memorandum is being filed as a primary document.

[Signature Page Follows]

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

OWNER:

TD EQUIPMENT FINANCE, INC.

By:  _____
Name: Gina T. Weismann
Title: Vice President

CHARTERER:

CARGILL, INCORPORATED

By _____
Name:
Title:

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

OWNER:

TD EQUIPMENT FINANCE, INC.

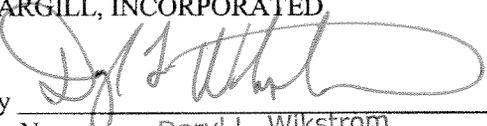
By: _____

Name:

Title:

CHARTERER:

CARGILL, INCORPORATED

By 

Name: Daryl L. Wikstrom
Title: Vice President
and Assistant Treasurer

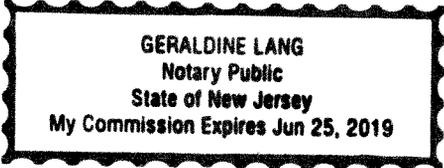
STATE OF NEW JERSEY)
) ss.
COUNTY OF Camden)

On this 29th day of February, 2016, before me personally appeared Ben Keenan, to me personally known, who being by me duly sworn, says that he is a Vice President of TD Equipment Finance, Inc., a Maine corporation, that the foregoing instrument was signed on behalf of said corporation 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.

Geraldine Lang

Notary Public

My commission expires: June 25, 2019



STATE OF MINNESOTA)
) ss.
COUNTY OF _____)

On this ____ day of February, 2016, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Cargill, Incorporated, a Delaware corporation, that the foregoing instrument was signed on behalf of said corporation 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.

Notary Public

My commission expires: _____.

EXHIBIT 1

Barges subject to Bareboat Charter/Financing Agreement dated as of February 29, 2016 between TD Equipment Finance, Inc., as Owner, and Cargill, Incorporated, as Charterer:

<u>ID Marks</u>	<u>Built</u>	<u>Dimensions</u>	<u>Fiberglass Cover</u>	<u>Builder</u>
CC-95101	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95102	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95103	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95104	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95105	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95106	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95107	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95108	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95109	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95110	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95111	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95112	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95113	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95114	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95115	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95116	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95117	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95118	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95119	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95120	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95121	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95122	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95123	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95124	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95125	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95126	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95127	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95128	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95129	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95130	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95131	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95132	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95133	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95134	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95135	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95136	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95137	1995	195' X 35' X 12'	Yes	Jeffboat

<u>ID Marks</u>	<u>Built</u>	<u>Dimensions</u>	<u>Fiberglass Cover</u>	<u>Builder</u>
CC-95138	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95139	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95140	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95141	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95142	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95143	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95144	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95145	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95146	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95147	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95148	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95149	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95150	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95151	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95152	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95153	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95154	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95155	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95156	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95157	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95158	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95159	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95160	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95161	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95162	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95163	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95164	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95165	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95166	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95167	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95168	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95169	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95170	1995	195' X 35' X 12'	Yes	Jeffboat
CC-95171	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95172	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95173	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95174	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95175	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95176	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95177	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95178	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95179	1995	195' X 35' X 12'	Yes	Trinity Madisonville

<u>ID Marks</u>	<u>Built</u>	<u>Dimensions</u>	<u>Fiberglass Cover</u>	<u>Builder</u>
CC-95180	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95181	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95182	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95183	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95184	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95185	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95186	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95501	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95502	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95503	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95504	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95505	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95506	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95507	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95508	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95509	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95511	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95512	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95513	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95514	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95515	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95516	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95517	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95518	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95519	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95520	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95521	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95522	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95523	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95524	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95525	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95526	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95527	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95528	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95529	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95530	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95531	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95532	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95533	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95534	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95535	1995	195' X 35' X 12'	Yes	Trinity Caruthersville
CC-95536	1995	195' X 35' X 12'	Yes	Trinity Madisonville

<u>ID Marks</u>	<u>Built</u>	<u>Dimensions</u>	<u>Fiberglass Cover</u>	<u>Builder</u>
CC-95537	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95538	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95539	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95540	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95541	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95542	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95543	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95544	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95545	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95546	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95547	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95548	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95549	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95550	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95551	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95552	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95553	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95554	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95555	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95556	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95557	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95558	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95559	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95560	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95561	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95562	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95563	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95564	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95565	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95566	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95567	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95568	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95569	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95570	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95571	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95572	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95573	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95574	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95576	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95577	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95578	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95579	1995	195' X 35' X 12'	Yes	Trinity Madisonville

<u>ID Marks</u>	<u>Built</u>	<u>Dimensions</u>	<u>Fiberglass Cover</u>	<u>Builder</u>
CC-95580	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95582	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95583	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95584	1995	195' X 35' X 12'	Yes	Trinity Madisonville
CC-95585	1995	195' X 35' X 12'	Yes	Trinity Madisonville

together with all covers, equipment and other appurtenances affixed thereto or installed thereon and any and all additions, improvements and/or replacements that may hereafter be made to, on or in the barges from time to time, and all proceeds thereof.

Base Term Commencement Date: February 29, 2016

Base Term (No. of Months): 84