

# Lugenbuhl

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

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May 2, 2016

RECORDATION NO. W188 FILED

MAY 05 2016 -11 :25 AM

SURFACE TRANSPORTATION BOARD

*Via Federal Express*  
7762 3638 6791

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

Dear Sir or Madam:

We represent Regions Commercial Equipment Finance, LLC, the owner and lessor of the vessels described below, which have been chartered to Marquette Transportation Company, LLC, as lessee/charterer. I have enclosed two original copies of a Memorandum of Bareboat Charter, executed and effective on April 8, 2016, 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:

Regions Commercial Equipment Finance, LLC  
1900 5th Avenue North, Suite 2400  
Birmingham, Alabama, 35203

Lessee/Charterer:

Marquette Transportation Company, LLC  
150 Ballard Circle  
Paducah, Kentucky 42001

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

The bareboat charter covers thirteen (13) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 6011, MTC 6021, MTC 6031, MTC 6041, MTC 6051, MTC 6061, MTC 6071, MTC 6081, MTC 6091, MTC 6101, MTC 6111, MTC 6141, and MTC 6151, inclusive (more fully described on Appendix 1 to the Memorandum, a copy of which is attached hereto), together with all winches and other appurtenances forming a part or

component of such vessels, and any and all additions, improvements or replacements thereto, or any part thereof, whether now owned or hereafter acquired.

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

Master Bareboat Charter Agreement, dated April 8, 2016, between Regions Commercial Equipment Finance, LLC, an Alabama limited liability company, with offices at 1900 5th Avenue North, Suite 2400, Birmingham, Alabama, 35203, as Owner, and Marquette Transportation Company, LLC, a Delaware limited liability company, with offices at 150 Ballard Circle, Paducah, Kentucky, 42001, as Charterer, and Schedule 001 thereto, executed and effective as of April 8, 2016, between Owner and Charterer covering thirteen (13) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 6011, MTC 6021, MTC 6031, MTC 6041, MTC 6051, MTC 6061, MTC 6071, MTC 6081, MTC 6091, MTC 6101, MTC 6111, MTC 6141, and MTC 6151, inclusive (more fully described on Appendix 1 to the Memorandum, a copy of which is attached hereto), together with all winches and other appurtenances forming a part or component of such vessels, and any and all additions, improvements or replacements thereto, or any part thereof, whether now owned or hereafter acquired.

I have enclosed our check in the amount of \$43 to cover the filing fee. Please return a filed copy of the enclosed Memorandum of Bareboat Charter Party to the undersigned at the address stated above.

Very truly yours,



Nathan P. Horner

RECORDATION NO. W. 188 FILED

MAY 05 2016 -11 :25 AM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF BAREBOAT CHARTER

between

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC ("Owner")

and

MARQUETTE TRANSPORTATION COMPANY, LLC ("Charterer")

April 8, 2016

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

## MEMORANDUM OF BAREBOAT CHARTER

**THIS MEMORANDUM OF BAREBOAT CHARTER** is made and entered into to be effective as of April 8, 2016, by and between REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, with offices at 1900 5<sup>th</sup> Avenue North, Suite 2400, Birmingham, Alabama, 35203 (hereinafter, together with its successors and assigns, "Owner"), and MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, with offices at 150 Ballard Circle, Paducah, Kentucky, 42001 (hereinafter, "Charterer").

### WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter Agreement, and to Schedule 001 thereto, each dated as of April 8, 2016 (collectively, 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, the thirteen (13) used, United States documented, 200' x 35' x 13' inland hopper barges described on Appendix 1 attached hereto (hereinafter, the "Vessels").

3. The Bareboat Charter with respect to the Vessels became effective as of the date of Schedule 001 set forth in paragraph 1 above and shall be subject to a Term, as specified in the Bareboat Charter and the Schedule.

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 on this 8th day of April, 2016 to be effective as of the date first above written.

Owner:

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC

By: Regions Equipment Finance Corporation, its Manager

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*Jonathan Descher*  
Jonathan Descher  
ASSISTANT VICE PRESIDENT

Charterer:

MARQUETTE TRANSPORTATION COMPANY, LLC

By: \_\_\_\_\_

Name: Amy Bramlitt

Title: Chief Financial Officer

**MEMORANDUM OF BAREBOAT CHARTER**

**THIS MEMORANDUM OF BAREBOAT CHARTER** is made and entered into to be effective as of April 8, 2016, by and between REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, with offices at 1900 5<sup>th</sup> Avenue North, Suite 2400, Birmingham, Alabama, 35203 (hereinafter, together with its successors and assigns, "Owner"), and MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, with offices at 150 Ballard Circle, Paducah, Kentucky, 42001 (hereinafter, "Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter Agreement, and to Schedule 001 thereto, each dated as of April 8, 2016 (collectively, 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, the thirteen (13) used, United States documented, 200' x 35' x 13' inland hopper barges described on Appendix 1 attached hereto (hereinafter, the "Vessels").
3. The Bareboat Charter with respect to the Vessels became effective as of the date of Schedule 001 set forth in paragraph 1 above and shall be subject to a Term, as specified in the Bareboat Charter and the Schedule.
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 on this 8th day of April, 2016 to be effective as of the date first above written.

Owner:  
REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC  
By: Regions Equipment Finance Corporation, its Manager

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

Charterer:  
MARQUETTE TRANSPORTATION COMPANY, LLC

By: Amy Bramlitt  
Name: Amy Bramlitt  
Title: Chief Financial Officer

**ACKNOWLEDGMENTS**

STATE OF ALABAMA )  
 ) ss  
COUNTY OF JEFFERSON )

On this 8th day of April, 2016, before me personally appeared Jonathan Descher, to me personally known, who being by me duly sworn, says that she/he is the ASSISTANT VICE PRESIDENT of Regions Equipment Finance Corporation, the sole manager of REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, that the foregoing instrument was signed on behalf of said company by order of the Board of Directors of its manager, 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.

April Fairbanks  
NOTARY PUBLIC

Printed Name: April Fairbanks

My commission ~~MY COMMISSION~~ EXPIRES JANUARY 11, 2018

STATE OF KENTUCKY )  
 ) ss  
COUNTY OF \_\_\_\_\_ )

On this 8th day of April, 2016, before me personally appeared Amy Bramlitt, to me personally known, who being by me duly sworn, says that she is the Chief Financial Officer of MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its Manager and Board of Directors, and 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: \_\_\_\_\_

**ACKNOWLEDGMENTS**

STATE OF ALABAMA )  
 ) ss  
COUNTY OF JEFFERSON )

On this 8th day of April, 2016, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that she/he is the \_\_\_\_\_ of Regions Equipment Finance Corporation, the sole manager of REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, that the foregoing instrument was signed on behalf of said company by order of the Board of Directors of its manager, 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 KENTUCKY )  
 ) ss  
COUNTY OF McCracken )

On this 8th day of April, 2016, before me personally appeared Amy Bramlitt, to me personally known, who being by me duly sworn, says that she is the Chief Financial Officer of MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its Manager and Board of Directors, and 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.

Sonja L. Castleberry  
NOTARY PUBLIC

Printed Name: Sonja L. Castleberry

My commission expires: 2-25-20

#550844

**APPENDIX 1**  
**TO**  
**MEMORANDUM OF BAREBOAT CHARTER AGREEMENT**  
**REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, Owner**  
**MARQUETTE TRANSPORTATION COMPANY, LLC, Charterer**

**Description of Vessels**

<u>Name</u>	<u>Official No.</u>	<u>Hull No.</u>
MTC 6011	1180463	1619-1
MTC 6021	1180464	1619-2
MTC 6031	1180466	1619-3
MTC 6041	1180465	1619-4
MTC 6051	1180467	1619-5
MTC 6061	1180488	1619-6
MTC 6071	1180468	1619-7
MTC 6081	1180487	1619-8
MTC 6091	1180470	1619-9
MTC 6101	1180486	1619-10
MTC 6111	1180471	1619-11
MTC 6141	1180481	1619-14
MTC 6151	1180480	1619-15

together with all winches and other appurtenances forming a part or component of such vessels, and any and all additions, improvements or replacements thereto, or any part thereof, whether now owned or hereafter acquired (the "Vessels").