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WATER RECORDATION NO. W-159 A
FILED JULY 21, 2016 5:01 PM
SURFACE TRANSPORTATION BOARD

July 21, 2016

VIA ELECTRONIC FILING

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street SW
Washington, DC 20423-0001

Re: Recordation of Documents – Watercraft
Secondary Document
Owner/Lessor: SunTrust Equipment Finance & Leasing Corp.
Charterer/Lessee: Marquette Transportation Company, LLC

Dear Section Chief:

I have enclosed a Memorandum of Master Bareboat Charter Party (Charter Supplement No. 2) dated July 21, 2016, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code, a secondary document, as defined in the Board’s Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Watercraft Recordation No. W-159.

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

Mortgagee: SunTrust Equipment Finance & Leasing Corp.
3333 Peachtree Road NE
Atlanta, GA 30326

Mortgagor: Marquette Transportation Company, LLC
150 Ballard Circle
Paducah, KY 42001

A description of the equipment covered by the document follows: **Sixteen (16) U.S. Documented box barges:**

<u>Name</u>	<u>Official Number</u>
MTC 1509 B	1270154

DWT 30077065v2 0096069-000098

Chief, Section of Administration
July 21, 2016
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MTC 1510 B	1270155
MTC 1511 B	1270156
MTC 1512 B	1270157
MTC 1513 B	1270158
MTC 1514 B	1270159
MTC 1515 B	1270160
MTC 1516 B	1270161
MTC 1517 B	1270162
MTC 1518 B	1270163
MTC 1519 B	1270164
MTC 1520 B	1270165
MTC 1521 B	1270166
MTC 1522 B	1270167
MTC 1523 B	1270168
MTC 1524 B	1270169

A check in the amount of \$43.00 is being forwarded. Please return the recorded copy to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

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

Secondary Document: Memorandum of Master Bareboat Charter Party (Charter Supplement No. 2), dated July 21, 2016, between SunTrust Equipment Finance & Leasing Corp., as Owner, and Marquette Transportation Company, LLC, as Charterer, covering the U.S. documented barge vessels: **Sixteen (16) U.S. Documented box barges:**

<u>Name</u>	<u>Official Number</u>
MTC 1509 B	1270154
MTC 1510 B	1270155
MTC 1511 B	1270156
MTC 1512 B	1270157
MTC 1513 B	1270158
MTC 1514 B	1270159
MTC 1515 B	1270160
MTC 1516 B	1270161

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MTC 1517 B	1270162
MTC 1518 B	1270163
MTC 1519 B	1270164
MTC 1520 B	1270165
MTC 1521 B	1270166
MTC 1522 B	1270167
MTC 1523 B	1270168
MTC 1524 B	1270169

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

RJS:smh
Enclosures



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

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July 21, 2016

VIA UPS EXPRESS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: Recordation of Document – Watercraft
Secondary Document
Owner/Lessor: SunTrust Equipment Finance & Leasing Corp.
Charterer/Lessee: Marquette Transportation Company, LLC

Dear Section Chief:

Enclosed please find a check in the amount of \$43.00 to cover the E-Filing Recordation for the Recordation of Document – Watercraft **Memorandum of Master Bareboat Charter Party (Charter Supplement No. 2)** dated as of July 21, 2016. A copy of the face page is enclosed for your reference.

Please return the originals to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read 'R. Schroeder', written over a horizontal line.

Richard J. Schroeder

Enclosures

DWT 30076362v1 0096069-000098

Anchorage
Bellevue
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C.

www.dwt.com

MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY
(CHARTER SUPPLEMENT NO. 2)

between

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.
("OWNER")

and

MARQUETTE TRANSPORTATION COMPANY, LLC
("CHARTERER")

JULY 21, 2016

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

MEMORANDUM OF BAREBOAT CHARTER PARTY

This Memorandum of a Master Bareboat Charter Party is made and entered into as of July 21, 2016, by and between SunTrust Equipment Finance & Leasing Corp., a Virginia corporation (“Owner”) and Marquette Transportation Company, LLC, a Delaware limited liability company (“Charterer”).

WITNESSETH:

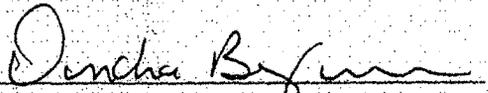
1. Pursuant to a Master Bareboat Charter Party dated January 29, 2015 (“Bareboat Charter”), and Charter Supplement No. 2 thereto dated July 21, 2016, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, sixteen (16) United States documented barge vessels as identified on Schedule 1 attached hereto.
2. The Bareboat Charter shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Bareboat Charter.
3. This Memorandum may be executed in counterparts.
4. The Bareboat Charter does not contain a “hereafter acquired” clause.

[Signature page follows]

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

OWNER:

SUNTRUST EQUIPMENT FINANCE &
LEASING CORP.

By: 
Name: DONDRA BENJAMIN
Title: VP

CHARTERER:

MARQUETTE TRANSPORTATION
COMPANY, LLC

By: _____
Name: Damon Judd
Title: Executive Vice President

[Memorandum of Master Bareboat Charter (Charter Supplement No. 2) Signature Page]

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

OWNER:

SUNTRUST EQUIPMENT FINANCE &
LEASING CORP.

By: _____
Name:
Title:

CHARTERER:

MARQUETTE TRANSPORTATION
COMPANY, LLC

By  _____
Name: Damon Judd
Title: Executive Vice President

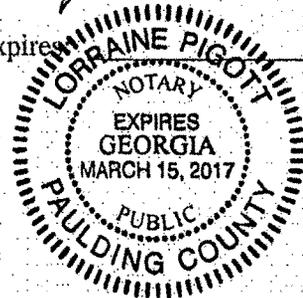
[Memorandum of Master Bareboat Charter (Charter Supplement No. 2) Signature Page]

STATE OF GEORGIA)
) ss.
COUNTY OF FULTON)

On this 21st day of July, 2016, before me personally appeared Dondra Benjamin, to me personally known, who being by me duly sworn, says that s/he is the Vice Pres. of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., a Virginia corporation, that the foregoing instrument was signed on behalf of said corporation, and she acknowledged that the execution of the said instrument was the free act and deed of said corporation.

Lorraine Pigott
NOTARY PUBLIC

My commission expires: _____



STATE OF KENTUCKY)
) ss.
COUNTY OF MCCRACKEN)

On this ___ day of July, 2016, before me personally appeared Damon Judd, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the free act and deed of said company.

NOTARY PUBLIC

My commission expires: _____

STATE OF GEORGIA)
) ss.
COUNTY OF FULTON)

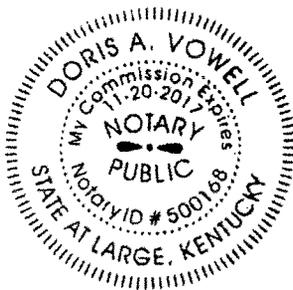
On this ___ day of July, 2016, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., a Virginia corporation, that the foregoing instrument was signed on behalf of said corporation, and she acknowledged that the execution of the said instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My commission expires: _____

STATE OF KENTUCKY)
) ss.
COUNTY OF MCCRACKEN)

On this 21 day of July, 2016, before me personally appeared Damon Judd, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the free act and deed of said company.



Doris A. Vowell
NOTARY PUBLIC

My commission expires: 11-20-2017

SCHEDULE 1

Vessel subject to Master Bareboat Charter Party dated January 29, 2015 between SunTrust Equipment Finance & Leasing Corp., as Owner, and Marquette Transportation Company, LLC, as Charterer, and Charter Supplement No. 2 thereto dated July 21, 2016:

<u>Name</u>	<u>Official No.</u>
1. MTC 1509 B	1270154
2. MTC 1510 B	1270155
3. MTC 1511 B	1270156
4. MTC 1512 B	1270157
5. MTC 1513 B	1270158
6. MTC 1514 B	1270159
7. MTC 1515 B	1270160
8. MTC 1516 B	1270161
9. MTC 1517 B	1270162
10. MTC 1518 B	1270163
11. MTC 1519 B	1270164
12. MTC 1520 B	1270165
13. MTC 1521 B	1270166
14. MTC 1522 B	1270167
15. MTC 1523 B	1270168
16. MTC 1524 B	1270169