

MAY 05 2016 -11 :30 AM

SURFACE TRANSPORTATION BOARD

# Lugenbuhl

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**LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD**

A LAW CORPORATION

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TEL: 504.568.1990 | FAX: 504.310.9195

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Nathan Horner  
nhorner@lawla.com

May 2, 2016

***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 on April 20, 2016 to be effective as of April 21, 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 ten (10) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 6161, MTC 6171, MTC 6181, MTC 6191, MTC 6201, MTC 6211, MTC 6221, MTC 6231, MTC 6241, and MTC 6251, 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 002 thereto, executed on April 20, 2016 to be effective as of April 21, 2016, between Owner and Charterer covering ten (10) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 6161, MTC 6171, MTC 6181, MTC 6191, MTC 6201, MTC 6211, MTC 6221, MTC 6231, MTC 6241, and MTC 6251, 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. W189 FILED

MAY 05 2016 -11 :30 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 21, 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**

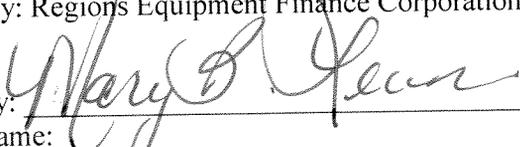
**THIS MEMORANDUM OF BAREBOAT CHARTER** is made and entered into to be effective as of April 21, 2016, by and between REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, with offices at 1900 5<sup>th</sup> Avenue North, Suite 2400, Birmingham, Alabama, 35203 (hereinafter, 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, dated as of April 8, 2016, and to Schedule 002 thereto, dated as of April 21, 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 ten (10) 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 002 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 20th 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: Mary B. Lewis - 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 21, 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, dated as of April 8, 2016, and to Schedule 002 thereto, dated as of April 21, 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 ten (10) 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 002 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 20th 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

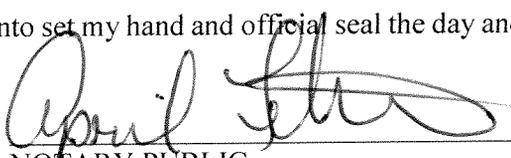
By: Amy Bramlitt  
Name: Amy Bramlitt  
Title: Chief Financial Officer

**ACKNOWLEDGMENTS**

STATE OF ALABAMA )  
 ) ss  
COUNTY OF JEFFERSON )

On this 20th day of April, 2016, before me personally appeared Mary B. Lewis, to me personally known, who being by me duly sworn, says that she/he is the 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.

  
\_\_\_\_\_  
NOTARY PUBLIC

Printed Name: April Fairbanks

**MY COMMISSION EXPIRES JANUARY 11, 2018**

My commission expires: \_\_\_\_\_

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

On this 20th 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 20th 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

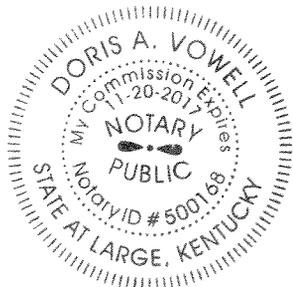
Printed Name: \_\_\_\_\_

My commission expires: \_\_\_\_\_

STATE OF KENTUCKY )  
 ) ss  
COUNTY OF McCracken )

On this 20th 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.



Doris A. Vowell  
NOTARY PUBLIC

Printed Name: Doris A. Vowell

My commission expires: 11-20-2017

**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 6161	1180479	1619-16
MTC 6171	1180478	1619-17
MTC 6181	1180477	1619-18
MTC 6191	1180476	1619-19
MTC 6201	1180475	1619-20
MTC 6211	1180474	1619-21
MTC 6221	1180473	1619-22
MTC 6231	1180484	1619-23
MTC 6241	1180483	1619-24
MTC 6251	1180482	1619-25

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").