

Lugenbuhl

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

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Nathan Horner
nhorner@lawla.com

October 8, 2015

Via Federal Express

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

Dear Sir or Madam:

We represent U.S. BANK EQUIPMENT FINANCE, a division of U.S. Bank, National Association, the owner and lessor of the vessel described below, which has been chartered to MARQUETTE TRANSPORTATION COMPANY, LLC, as lessee/charterer. I have enclosed two original copies of a Memorandum of Bareboat Charter, dated September 2, 2015, 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:

U.S. Bank Equipment Finance,
a division of U.S. Bank National Association
13010 S.W. 68th Parkway, Suite 100
Portland, Oregon 97223

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 the vessel RICK CALHOUN, Official Number 1262685, a 9,000 h.p. towing vessel, together with all engines, machinery, anchors, cables, chains, rigging, tackle, apparel, furniture, winches, capstans, outfit, pumps, gears, furnishings, appliances, fittings, navigation and

communications equipment, computers and all other appurtenances thereto appertaining or belonging, whether now owned or hereafter acquired, and also any and all additions, improvements and replacements thereto, or any part thereof.

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

Master Bareboat Charter Agreement, dated September 2, 2015, between U.S. Bank Equipment Finance, a division of U.S. Bank National Association, a national banking association, with offices at 13010 S.W. 68th Parkway, Suite 100, Portland, Oregon 97223, 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, also dated September 2, 2015, between Owner and Charterer covering the vessel RICK CALHOUN, Official Number 1262685, together with all engines, machinery, anchors, cables, chains, rigging, tackle, apparel, furniture, winches, capstans, outfit, pumps, gears, furnishings, appliances, fittings, navigation and communications equipment, computers and all other appurtenances thereto appertaining or belonging, whether now owned or hereafter acquired, and also any and all additions, improvements and replacements thereto, or any part thereof.

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

MEMORANDUM OF BAREBOAT CHARTER

between

U.S. BANK EQUIPMENT FINANCE, a division of U.S. Bank National Association
("Owner")

and

MARQUETTE TRANSPORTATION COMPANY, LLC
("Charterer")

September 2, 2015

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on September 2, 2015, 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 September 2, 2015, by and between **U.S. BANK EQUIPMENT FINANCE**, a division of U.S. Bank National Association, with offices at 13010 S.W. 68th Parkway, Suite 100, Portland, Oregon 97223 (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 September 2, 2015 (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 United States documented, 9,000 h.p. towing vessel as identified on Appendix 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 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 2 day of September, 2015 to be effective as of the date and year first above written.

Owner:
U.S. BANK EQUIPMENT FINANCE,
a division of U.S. Bank National Association

By: 
Name: Sonia Thomps
Title: VP

Charterer:
MARQUETTE TRANSPORTATION COMPANY, LLC

By: _____
Name: Bruce L. Hahn
Title: Executive Vice President

MEMORANDUM OF BAREBOAT CHARTER

THIS MEMORANDUM OF BAREBOAT CHARTER is made and entered into to be effective as of September ____, 2015, by and between **U.S. BANK EQUIPMENT FINANCE**, a division of U.S. Bank National Association, with offices at 13010 S.W. 68th Parkway, Suite 100, Portland, Oregon 97223 (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 September 2, 2015 (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 United States documented, 9,000 h.p. towing vessel as identified on Appendix 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 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 2nd day of September, 2015 to be effective as of the date and year first above written.

Owner:
U.S. BANK EQUIPMENT FINANCE,
a division of U.S. Bank National Association

By: _____
Name:
Title:

Charterer:
MARQUETTE TRANSPORTATION COMPANY, LLC

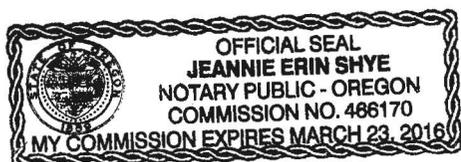
By: Bruce L. Hahn
Name: Bruce L. Hahn
Title: Executive Vice President

ACKNOWLEDGMENTS

STATE OF OREGON)
) ss
COUNTY OF Washington)

On this 2nd day of September, 2015, before me personally appeared Sonic Thompson, to me personally known, who being by me duly sworn, says that she/he is the Vice President of U.S.BANK EQUIPMENT FINANCE, a division of U.S. Bank National Association, a national banking association, that the foregoing instrument was signed on behalf of said association 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 corporation.

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



Jeannie Erin Shye
NOTARY PUBLIC

Printed Name: Jeannie Erin Shye

My commission expires: 3.23.2016

STATE OF KENTUCKY)
) ss
COUNTY OF _____)

On this _____ day of September, 2015, before me personally appeared Bruce L. Hahn, 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 by order of its Manager and Board of Directors, and he 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 OREGON)
) ss
COUNTY OF _____)

On this _____ day of September, 2015, before me personally appeared _____, to me personally known, who being by me duly sworn, says that she/he is the _____ of U.S.BANK EQUIPMENT FINANCE, a division of U.S. Bank National Association, a national banking association, that the foregoing instrument was signed on behalf of said association 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 corporation.

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

NOTARY PUBLIC

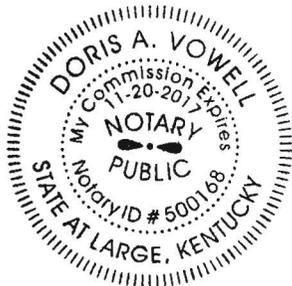
Printed Name: _____

My commission expires: _____

STATE OF KENTUCKY)
) ss
COUNTY OF McCracken)

On this 2nd day of September, 2015, before me personally appeared Bruce L. Hahn, 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 by order of its Manager and Board of Directors, and he 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**

**U.S. BANK EQUIPMENT FINANCE,
a division of U.S. Bank National Association, Owner**

MARQUETTE TRANSPORTATION COMPANY, LLC, Charterer

Description of Vessels

Name	Hull No.	Official No.
RICK CALHOUN	6048	1262685

together with all engines, machinery, anchors, cables, chains, rigging, tackle, apparel, furniture, winches, capstans, outfit, pumps, gears, furnishings, appliances, fittings, navigation and communications equipment, computers and all other appurtenances thereto appertaining or belonging, whether now owned or hereafter acquired, and also any and all additions, improvements and replacements thereto, or any part thereof. The Hailing Port of the Vessel is St. Louis, Missouri.