

# Lugenbuhl

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

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TEL: 504.568.1990 | FAX: 504.310.9195

Nathan Horner  
nhorner@lawla.com



October 6, 2014

*Via Federal Express*  
7713 9207 0317

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

W149

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Dear Sir or Madam:

SURFACE TRANSPORTATION BOARD

We represent Regions Commercial Equipment Finance, LLC, the owner and lessor of the vessels described below, which have been chartered to Ingram Barge Company, as lessee/charterer. I have enclosed an original and one true copy of a Memorandum of Bareboat Charter Party, dated September 30, 2014, 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 5<sup>th</sup> Avenue North, Suite 2400  
Birmingham, Alabama, 35203

Lessee/Charterer:

Ingram Barge Company  
4400 Harding Road  
Nashville, Tennessee 37205

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

The bareboat charter covers seventy (70) inland hopper barges, designated as (a) OR-5316, Hull No. 1546-34, Official Number 1078210 through OR-5329, Hull No. 1546-47, Official Number 1078223, (b) OR-5331, Hull No. 1546-49, Official Number 1078225 through OR-5363, Hull No. 1546-81, Official Number 1078257, and (c) OR-5365, Hull No. 1546-83, Official Number 1078259 through OR-5387, Hull No. 1546-105, Official Number 1078281, together with any

rigging and winches, and any and all improvements or replacements thereto, and all proceeds thereof, but excluding any other appurtenances, including, without limitation, ratchets, wires and covers.

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

Master Bareboat Charter Agreement 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, as Owner, as assignee of Banc of America Leasing & Capital, LLC, and Ingram Barge Company, a Tennessee corporation, with offices at 4400 Harding Road, Nashville, Tennessee 37205, as Charterer, dated September 30, 2014, and Schedule 1 thereto, covering the vessels (a) OR-5316, Hull No. 1546-34, Official Number 1078210 through OR-5329, Hull No. 1546-47, Official Number 1078223, (b) OR-5331, Hull No. 1546-49, Official Number 1078225 through OR-5363, Hull No. 1546-81, Official Number 1078257, and (c) OR-5365, Hull No. 1546-83, Official Number 1078259 through OR-5387, Hull No. 1546-105, Official Number 1078281, each a United States documented, inland hopper barge, together with any rigging and winches, and any and all improvements or replacements thereto, and all proceeds thereof, but excluding any other appurtenances, including, without limitation, ratchets, wires and covers.

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

RECORDED W149 FILED

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF BAREBOAT CHARTER PARTY

between

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC  
("OWNER")

and

INGRAM BARGE COMPANY  
("CHARTERER")

September 30, 2014

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on \_\_\_\_\_, 2014, at \_\_\_\_\_ a.m./p.m.  
Watercraft Recordation Number \_\_\_\_\_

**A TRUE COPY**

*Nathan P. Horner*

**NOTARY PUBLIC**

**NATHAN P. HORNER  
NOTARY PUBLIC**

**LA BAR No. 14381/ Notary No. 3251**

**Parish of Orleans, State of Louisiana**

**My Commission is issued for Life**

## MEMORANDUM OF BAREBOAT CHARTER

**THIS MEMORANDUM OF BAREBOAT CHARTER** is made and entered into to be effective as of September 30, 2014, 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 **INGRAM BARGE COMPANY**, a Tennessee corporation, with offices at 4400 Harding Road, Nashville, Tennessee 37205 ("Charterer").

### WITNESSETH:

1. Owner, as the assignee of Banc of America Leasing & Capital, LLC, and Charterer are parties to that certain Amended and Restated Master Bareboat Charter Party and Schedule No. 1 thereto, each dated as of September 30, 2014 (the "Bareboat Charter").

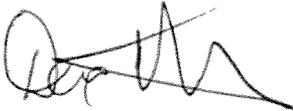
2. Pursuant to the Bareboat Charter, Owner has agreed to let and demise to Charterer, and the Charterer has agreed to hire from Owner, the seventy (70) inland hopper barges identified on Exhibit A attached hereto (hereinafter, the "Vessels").

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

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 29th day of September, 2014 to be effective as of the date and year first above written.

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

By:   
Name: Dax Goforth  
Title: Vice President

Charterer:  
INGRAM BARGE COMPANY

By: \_\_\_\_\_  
Name: Jeffrey K. Belser  
Title: Treasurer

**MEMORANDUM OF BAREBOAT CHARTER**

**THIS MEMORANDUM OF BAREBOAT CHARTER** is made and entered into to be effective as of September 30, 2014, 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 **INGRAM BARGE COMPANY**, a Tennessee corporation, with offices at 4400 Harding Road, Nashville, Tennessee 37205 ("Charterer").

WITNESSETH:

1. Owner, as the assignee of Banc of America Leasing & Capital, LLC, and Charterer are parties to that certain Amended and Restated Master Bareboat Charter Party and Schedule No. 1 thereto, each dated as of September 30, 2014 (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 seventy (70) inland hopper barges identified on Exhibit A attached hereto (hereinafter, the "Vessels").

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

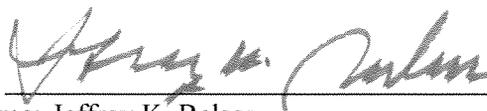
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Owner:  
REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC  
By: Regions Equipment Finance Corporation, Manager

By: \_\_\_\_\_  
Name: Dax Goforth  
Title: Vice President

Charterer:  
INGRAM BARGE COMPANY

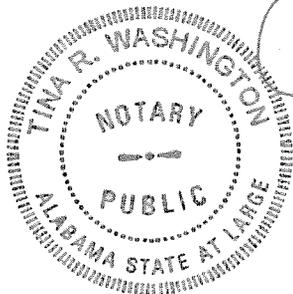
By:   
Name: Jeffrey K. Belser  
Title: Treasurer

ACKNOWLEDGEMENTS

STATE OF ALABAMA )  
 ) ss.  
COUNTY OF JEFFERSON )

On this 30th day of September, 2014, before me personally appeared DAX GOFORTH, to me personally known, who being by me duly sworn, says that he is a Vice President of Regions Equipment Finance Corporation, the Manager of Owner, REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, that the foregoing instrument was signed on behalf of Regions Equipment Finance Corporation acting in its capacity as the Manager of Owner 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, as Manager, and of Owner.

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



Tina R. Washington  
NOTARY PUBLIC  
Printed Name: Tina R. Washington  
My commission expires: My Commission Expires May 2, 2017

STATE OF TENNESSEE )  
 ) ss.  
COUNTY OF DAVIDSON )

On this \_\_\_\_ day of September, 2014, before me personally appeared Jeffrey K. Belser, to me personally known, who being by me duly sworn, says that he is the Treasurer of INGRAM BARGE COMPANY, a Tennessee corporation, that the foregoing instrument was signed on behalf of said company 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.

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: \_\_\_\_\_

ACKNOWLEDGEMENTS

STATE OF ALABAMA )  
 ) ss.  
COUNTY OF JEFFERSON )

On this \_\_\_ day of September, 2014, before me personally appeared DAX GOFORTH, to me personally known, who being by me duly sworn, says that he is a Vice President of Regions Equipment Finance Corporation, the Manager of Owner, REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, that the foregoing instrument was signed on behalf of Regions Equipment Finance Corporation acting in its capacity as the Manager of Owner 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, as Manager, and of Owner.

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

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

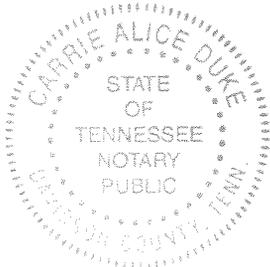
Printed Name: \_\_\_\_\_

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

STATE OF TENNESSEE )  
 ) ss.  
COUNTY OF DAVIDSON )

On this 29<sup>th</sup> day of September, 2014, before me personally appeared Jeffrey K. Belser, to me personally known, who being by me duly sworn, says that he is the Treasurer of INGRAM BARGE COMPANY, a Tennessee corporation, that the foregoing instrument was signed on behalf of said company 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.

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



My Commission Expires MAY 5, 2015

Carrie Alice Duke  
NOTARY PUBLIC

Printed Name: CARRIE ALICE DUKE

My commission expires: 5/5/15

**EXHIBIT A  
TO  
MEMORANDUM OF BAREBOAT CHARTER**

**Description of Vessels**

Name	Hull No.	Official No.		Name	Hull No.	Official No.
OR-5316	1546-34	1078210		OR 5328	1546-46	1078222
OR-5317	1546-35	1078211		OR 5331	1546-49	1078225
OR-5318	1546-36	1078212		OR 5332	1546-50	1078226
OR-5319	1546-37	1078213		OR 5333	1546-51	1078227
OR-5320	1546-38	1078214		OR 5334	1546-52	1078228
OR-5321	1546-39	1078215		OR 5335	1546-53	1078229
OR-5322	1546-40	1078216		OR 5336	1546-54	1078230
OR-5323	1546-41	1078217		OR 5337	1546-55	1078231
OR-5324	1546-42	1078218		OR 5338	1546-56	1078232
OR-5325	1546-43	1078219		OR 5339	1546-57	1078233
OR-5326	1546-44	1078220		OR 5340	1546-58	1078234
OR-5327	1546-45	1078221		OR 5384	1546-102	1078278
OR-5329	1546-47	1078223		OR 5385	1546-103	1078279
OR-5363	1546-81	1078257		OR 5386	1546-104	1078280
OR-5365	1546-83	1078259		OR 5387	1546-105	1078281
OR-5366	1546-84	1078260				
OR-5367	1546-85	1078261		OR 5346	1546-64	1078240
OR-5368	1546-86	1078262		OR 5347	1546-65	1078241
OR-5369	1546-87	1078263		OR 5348	1546-66	1078242
OR-5370	1546-88	1078264		OR 5349	1546-67	1078243
OR-5371	1546-89	1078265		OR 5350	1546-68	1078244
OR-5372	1546-90	1078266		OR 5351	1546-69	1078245
OR-5373	1546-91	1078267		OR 5352	1546-70	1078246
OR-5374	1546-92	1078268		OR 5353	1546-71	1078247
OR-5375	1546-93	1078269		OR 5354	1546-72	1078248
OR-5376	1546-94	1078270		OR 5355	1546-73	1078249
OR-5377	1546-95	1078271		OR 5356	1546-74	1078250
OR-5378	1546-96	1078272		OR 5357	1546-75	1078251
OR-5379	1546-97	1078273		OR 5358	1546-76	1078252
OR-5380	1546-98	1078274		OR 5359	1546-77	1078253
OR-5381	1546-99	1078275		OR 5360	1546-78	1078254
OR-5382	1546-100	1078276		OR 5361	1546-79	1078255
OR-5383	1546-101	1078277		OR 5362	1546-80	1078256
OR 5341	1546-59	1078235				
OR 5342	1546-60	1078236				
OR 5343	1546-61	1078237				
OR 5344	1546-62	1078238				
OR 5345	1546-63	1078239				

together with any rigging and winches, and any and all improvements or replacements thereto, and excluding any other appurtenances, including, without limitation, ratchets, wires and covers (the "Vessels"). The Hailing Port of the Vessels is Cincinnati, Ohio.