



Caitlin C. Farrell

P 202.585.6938

F 202.585.6969

cfarrell@thompsoncoburn.com

Admitted only in Illinois, supervised by DC licensed attorneys

WATER RECORDATION NO. 184
FILED APRIL, 29 2016 1:50 PM
SURFACE TRANSPORTATION BOAR

April 29, 2016

VIA E-FILING

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: Memorandum of Mortgage
Transmittal Letter No. 2 of 6

Dear Sir/Madam:

Enclosed for recording with the Surface Transportation Board ("STB"), pursuant to the provisions of 49 U.S.C. Section 11301(a), is the Memorandum of Mortgage dated as of April 28, 2016, a primary document. We request that this document be given the next available recordation number.

The names and addresses of the parties to the enclosed document are:

Mortgagee: The Bank of Tokyo-Mitsubishi UFJ, Ltd.
1251 Avenue of the Americas
New York, NY 10020

Mortgagor: BTMU Leasing & Finance, Inc.
1251 Avenue of the Americas
New York, NY 10020

A description of the equipment covered by the Memorandum of Mortgage consists of 106 freight barges with official numbers 1064396 through 1064398, 1064813 through 1064824, 1065341 through 1065350, 1065836 through 1065840, 1081399 through 1081403, 1081947 through 1081951, 1084776, 1084778 through 1084781, 1086267 through 1086276, 1095978 through 1095987, 1099541 through 1099545, 1108091 through 1108096, 1108291 through 1108295, 1124121 through 1124123, 1124125 through 1124126, and 1124128 through 1124147 (inclusive in each case). Included in the property covered by the aforesaid mortgage are barges intended for use related to interstate commerce owned by BTMU Leasing & Finance, Inc. at the date of said mortgage or thereafter acquired by it or its successors as owners of the barges covered by the mortgage. Kindly find a detailed list of the equipment in Exhibit A to the Memorandum of Mortgage.

April 29, 2016

Page 2

We have faxed concurrently with this e-filing, the STB payment form to be charged in the amount of \$43 for the required recordation fee.

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

Memorandum of Mortgage dated as of April 28, 2016 between The Bank of Tokyo-Mitsubishi UFJ, Ltd. and BTMU Leasing & Finance, Inc. covering 106 freight barges with official numbers 1064396 through 1064398, 1064813 through 1064824, 1065341 through 1065350, 1065836 through 1065840, 1081399 through 1081403, 1081947 through 1081951, 1084776, 1084778 through 1084781, 1086267 through 1086276, 1095978 through 1095987, 1099541 through 1099545, 1108091 through 1108096, 1108291 through 1108295, 1124121 through 1124123, 1124125 through 1124126, and 1124128 through 1124147 (in each case, inclusive).

If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

Thompson Coburn LLP



By

Caitlin C. Farrell

Enclosures

MEMORANDUM OF MORTGAGE SURFACE TRANSPORTATION BOA

Memorandum of Mortgage is made and entered into on April 28, 2016, by and between BTMU LEASING & FINANCE, INC., a Delaware corporation ("Mortgagor") and THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. ("Mortgagee").

The undersigned have entered into that certain First Preferred Fleet Mortgage, dated March 31, 2016 (the "Mortgage"), whereby the Mortgagee has agreed to finance and the Mortgagor has agreed to grant a lien in those certain vessels as listed on Exhibit A of the mortgage and attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

Mortgagor:
BTMU Leasing & Finance, Inc.

BY: [Signature]
NAME: Lance Markowitz
TITLE: President

Mortgagee:
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

BY: _____
NAME:
TITLE:

Executed on this 28th day of April, 2016

Executed on this ____ day of April, 2016

STATE OF CALIFORNIA)
)SS
COUNTY of LOS ANGELES)

BEFORE ME, the undersigned notary public, on this day personally appeared Lance Markowitz, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the President of BTMU Leasing & Finance, Inc., a Delaware corporation, and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

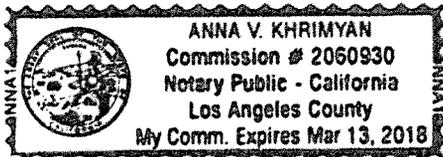
Before me:
[Signature]
ANNA KHRIMYAN
Notary Public for: State of California
My Commission Expires: 3 13 2018

STATE OF NEW YORK)
)SS
COUNTY OF NEW YORK)

BEFORE ME, the undersigned notary public, on this day personally appeared _____, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the _____ of The Bank of Tokyo-Mitsubishi UFJ, Ltd., and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

Before me:

Notary Public for: _____
My Commission Expires: _____



MEMORANDUM OF MORTGAGE

Memorandum of Mortgage is made and entered into on April 26, 2016, by and between BTMU LEASING & FINANCE, INC., a Delaware corporation ("Mortgagor") and THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. ("Mortgagee").

The undersigned have entered into that certain First Preferred Fleet Mortgage, dated March 31, 2016 (the "Mortgage"), whereby the Mortgagee has agreed to finance and the Mortgagor has agreed to grant a lien in those certain vessels as listed on Exhibit A of the mortgage and attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

Mortgagor:
BTMU Leasing & Finance, Inc.

BY: _____

NAME: Lance Markowitz

TITLE: President

Mortgagee:
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

BY: K. Tsunemori

NAME: Katayuki Tsunemori

TITLE: Managing Director

Executed on this ____ day of April, 2016

Executed on this 26 day of April, 2016

STATE OF CALIFORNIA)
)SS
COUNTY of LOS ANGELES)

BEFORE ME, the undersigned notary public, on this day personally appeared Lance Markowitz, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the President of BTMU Leasing & Finance, Inc., a Delaware corporation, and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

Before me:

Notary Public for: _____

My Commission Expires: _____

STATE OF NEW YORK)
)SS
COUNTY OF NEW YORK)

BEFORE ME, the undersigned notary public, on this day personally appeared Katayuki Tsunemori, known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he is the Managing Director of The Bank of Tokyo-Mitsubishi UFJ, Ltd., and that he executed the foregoing instrument as voluntary act and deed of the company by virtue of authority from its Board of Directors.

Before me:

[Signature]

Notary Public for: New York, New York

My Commission Expires: 11/01/2016

Marianna Bedine
Commissioner of Deeds, City of New York
No. 5-1823
Cert. Filed in New York County
Commission Expires 11/01/2016

EXHIBIT A

Reference is made to that certain First Preferred Fleet Mortgage dated March 31, 2016, wherein BTMU Leasing & Finance, Inc., a Delaware corporation is the Mortgagor and The Bank of Tokyo-Mitsubishi UFJ, Ltd. is the Mortgagee (the "Agreement"), the terms of which (including the definitions) are incorporated herein. The Vessels (as defined and used in the above Agreement and any and all related documents) include the following:

Barge Name	Official No.
CH9833	1064396
CH9831	1064397
CH9832	1064398
CH9834	1064813
CH9835	1064814
CH9836	1064815
CH9837	1064816
CH9838	1064817
CH9839	1064818
CH9840	1064819
CH9841	1064820
CH9842	1064821
CH9843	1064822
CH9844	1064823
CH9845	1064824
CH9846	1065341
CH9847	1065342
CH9848	1065343
CH9849	1065344
CH9850	1065345
CH9851	1065346
CH9852	1065347
CH9853	1065348
CH9854	1065349
CH9855	1065350
CH9856	1065836
CH9857	1065837
CH9858	1065838
CH9859	1065839
CH9860	1065840
CHB9951	1081399
CHB9952	1081400
CHB9953	1081401
CHB9954	1081402
CHB9955	1081403
CH9960	1081947
CH9959	1081948
CH9958	1081949
CH9957	1081950
CH9956	1081951
CH9962	1084776
CH9961	1084778
CH9963	1084779
CH9964	1084780

Barge Name	Official No.
CH9965	1084781
CH9966	1086267
CH9967	1086268
CH9968	1086269
CH9969	1086270
CH9970	1086271
CH9971	1086272
CH9972	1086273
CH9973	1086274
CH9974	1086275
CH9975	1086276
CH0061	1095978
CH0062	1095979
CH0063	1095980
CH0064	1095981
CH0065	1095982
CH0066	1095983
CH0067	1095984
CH0068	1095985
CH0069	1095986
CH0070	1095987
CH0071	1099541
CH0072	1099542
CH0073	1099543
CH0074	1099544
CH0075	1099545
CHB0135	1108091
CHB0136	1108092
CHB0137	1108093
CHB0138	1108094
CHB0139	1108095
CHB0140	1108096
CHB0141	1108291
CHB0142	1108292
CHB0143	1108293
CHB0144	1108294
CHB0145	1108295
H0231	1124121
H0232	1124122
H0233	1124123
H0234	1124125
H0235	1124126
H0236	1124128
H0237	1124129
H0238	1124130
H0239	1124131
H0240	1124132
H0241	1124133
H0242	1124134
H0243	1124135
H0244	1124136
H0245	1124137

Barge Name	Official No.
HB0251	1124138
HB0252	1124139
HB0253	1124140
HB0254	1124141
HB0255	1124142
HB0256	1124143
HB0257	1124144
HB0258	1124145
HB0259	1124146
HB0260	1124147