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Admitted only in Illinois, supervised by DC licensed attorneys

WATER RECORDATION NO. 183
FILED APRIL, 29 2016 1:44 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. 1 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 73 freight barges with official numbers 984549 through 984573, 993510 through 993514, 994781 through 994785, 1020042 through 1020056, 1029913 through 1029917, 1030789 through 1030793, 1031040 through 1031042, 1031044, 1031046, 1043872 through 1043873, 1046340 through 1046344 (in each case, inclusive), and one undocumented vessel bearing the name JH9425. 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

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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 73 freight barges with official numbers 984549 through 984573, 993510 through 993514, 994781 through 994785, 1020042 through 1020056, 1029913 through 1029917, 1030789 through 1030793, 1031040 through 1031042, 1031044, 1031046, 1043872 through 1043873, 1046340 through 1046344 (in each case, inclusive), and one undocumented vessel bearing the name JH9425.

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

Very truly yours,

Thompson Coburn LLP

A handwritten signature in cursive script, appearing to read "Caitlin C. Farrell".

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 28 day of April, 2016

Executed on this ____ day of April, 2016

STATE OF CALIFORNIA)
)SS
COUNTY of LOS ANGELES)

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

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, 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:

[Signature]

ANNA KHRIMYAN

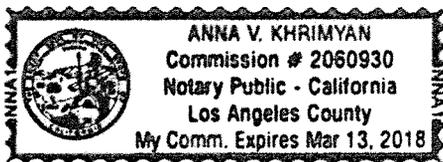
Notary Public for: State of California

My Commission Expires: 3.13.2018

Before me:

Notary Public for: _____

My Commission Expires: _____



MEMORANDUM OF MORTGAGE

Memorandum of Mortgage is made and entered into on April 20, 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.

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

BY: _____

BY: K. Tsunemori

NAME: Lance Markowitz

NAME: Katayuki Tsunemori

TITLE: President

TITLE: Managing Director

Executed on this ____ day of April, 2016

Executed on this 14 day of April, 2016

STATE OF CALIFORNIA)
)SS
COUNTY of LOS ANGELES)

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

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, 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:

Before me: [Signature]

Notary Public for: _____

Notary Public for: New York, New York

My Commission Expires: _____

My Commission Expires: 11/01/2016

Marianna Bediner
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.
H9261	984549
H9262	984550
H9263	984551
H9264	984552
H9265	984553
H9266	984554
H9267	984555
H9268	984556
H9269	984557
H9270	984558
H9271	984559
H9272	984560
H9273	984561
H9274	984562
H9275	984563
H9276	984564
H9277	984565
H9278	984566
H9279	984567
H9280	984568
H9281	984569
H9282	984570
H9283	984571
H9284	984572
H9285	984573
CH9371	993510
CH9372	993511
CH9373	993512
CH9374	993513
CH9375	993514
CH9376	994781
CH9377	994782
CH9378	994783
CH9379	994784
CH9380	994785
CHB9431	1020042
CHB9432	1020043
CHB9433	1020044

Barge Name	Official No.
CHB9434	1020045
CHB9435	1020046
CH9436	1020047
CH9437	1020048
CH9438	1020049
CH9439	1020050
CH9440	1020051
CH9441	1020052
CH9442	1020053
CH9443	1020054
CH9444	1020055
CH9445	1020056
JH9425	Not documented
CH9531	1029913
CH9532	1029914
CH9533	1029915
CH9534	1029916
CH9535	1029917
CH9536	1030789
CH9537	1030790
CH9538	1030791
CH9539	1030792
CH9540	1030793
CH9541	1031040
CH9542	1031041
CH9543	1031042
CH9544	1031044
CH9545	1031046
PH61	1043872
PH62	1043873
BH9691	1046340
BH9692	1046341
BH9693	1046342
BH9694	1046343
BH9695	1046344