THOMPSON COBURN LLP

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Admitted only in Illinois, supervised by DC licensed attorneys

WATER RECORDATION NO. 186
FILED APRIL, 29 2016 1:59 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 Lease
Transmittal Letter No. 4 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 Lease 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:

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

Demise Owner/Lessee: East Side River Brokerage Company, Inc.
15 Bronze Pointe
Swansea, IL 62226

A description of the equipment covered by the Memorandum of Lease consists of 230 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, 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, 1124128 through 1124147, 1167861, 1167865 through 1167869, 1167872 through 1167877, 1167879 through 1167882, 1167884 through 1167888, 1167890 through 1167898, 1176451, 1176453 through 1176456, 1176459, 1176461 through

1176463, 1176465, 1224009 through 1224018, 1256508 (in each case, inclusive), and one undocumented vessel bearing the name JH9425. Kindly find a detailed list of the equipment in Exhibit A-1, Exhibit A-2, and Exhibit A-3 to the Memorandum of Lease.

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 Lease dated as of April 28, 2016 between BTMU Leasing & Finance, Inc. and East Side River Brokerage Company, Inc. covering 230 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, 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, 1124128 through 1124147, 1167861, 1167865 through 1167869, 1167872 through 1167877, 1167879 through 1167882, 1167884 through 1167888, 1167890 through 1167898, 1176451, 1176453 through 1176456, 1176459, 1176461 through 1176463, 1176465, 1224009 through 1224018, 1256508 (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

By
Caitlin C. Farrell

Enclosures

WATER RECORDATION NO. 186
FILED APRIL, 29 2016 1:59 PM
SURFACE TRANSPORTATION BOAR

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement is made and entered into on April 28, 2016, by and between BTMU LEASING & FINANCE, INC., a Delaware corporation ("**Owner**") and EAST SIDE RIVER BROKERAGE COMPANY, INC., an Illinois corporation ("**Demise Owner**").

The undersigned have entered into that certain Master Bareboat Charter, dated March 31, 2016 ("**Master Charter**"), Charter Schedule No. 1 to the Master Charter, dated March 31, 2016 ("**Charter Schedule No. 1**") with respect to those vessels listed on Exhibit A-1 attached hereto; Charter Schedule No. 2 to the Master Charter, dated March 31, 2016 ("**Charter Schedule No 2**") with respect to those vessels listed on Exhibit A-2 attached hereto; and Charter Schedule No. 3 to the Master Charter, dated March 31, 2016 ("**Charter Schedule No. 3**") with respect to those vessels listed on Exhibit A-3 attached hereto. Each of Charter Schedule No. 1, Charter Schedule No. 2 and Charter Schedule No. 3 is referred to as a "**Charter Schedule**" and each, together with the Master Charter a "**Charter**", whereby Owner has agreed to let and demise to the Demise Owner the vessels described therein.

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

Owner:
BTMU Leasing & Finance, Inc.

BY:_____

NAME: Lance Markowitz

TITLE: President

Executed on this 28th 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:

_____
ANNA KHRIMYAN
Notary Public for: State of California

My Commission Expires: 3 13. 2018

Demise Owner:
East Side River Brokerage Company, Inc.

BY:_____

NAME: James McEvilly

TITLE: President

Executed on this ____ day of April, 2016

STATE OF ILLINOIS)
)SS
COUNTY OF ST. CLAIR)

BEFORE ME, the undersigned notary public, on this day personally appeared James McEvilly, 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 East Side River Brokerage Company, Inc., an Illinois 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:_____

ANNA V. KHRIMYAN
Commission # 2060930
Notary Public - California
Los Angeles County
My Comm. Expires Mar 13, 2018

63 5795 4

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement is made and entered into on April 28, 2016, by and between BTMU LEASING & FINANCE, INC., a Delaware corporation ("**Owner**") and EAST SIDE RIVER BROKERAGE COMPANY, INC., an Illinois corporation ("**Demise Owner**").

The undersigned have entered into that certain Master Bareboat Charter, dated March 31, 2016 ("**Master Charter**"), Charter Schedule No. 1 to the Master Charter, dated March 31, 2016 ("**Charter Schedule No. 1**") with respect to those vessels listed on Exhibit A-1 attached hereto; Charter Schedule No. 2 to the Master Charter, dated March 31, 2016 ("**Charter Schedule No 2**") with respect to those vessels listed on Exhibit A-2 attached hereto; and Charter Schedule No. 3 to the Master Charter, dated March 31, 2016 ("**Charter Schedule No. 3**") with respect to those vessels listed on Exhibit A-3 attached hereto. Each of Charter Schedule No. 1, Charter Schedule No. 2 and Charter Schedule No. 3 is referred to as a "**Charter Schedule**" and each, together with the Master Charter a "**Charter**", whereby Owner has agreed to let and demise to the Demise Owner the vessels described therein.

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

Owner:
BTMU Leasing & Finance, Inc.

BY:_____

NAME: Lance Markowitz

TITLE: President

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:

_____

Notary Public for: _____

My Commission Expires:_____

Demise Owner:
East Side River Brokerage Company, Inc.

BY: James McEvilly

NAME: James McEvilly

TITLE: President

Executed on this 13 day of April, 2016

STATE OF ILLINOIS)
)SS
COUNTY OF ST. CLAIR)

BEFORE ME, the undersigned notary public, on this day personally appeared James McEvilly, 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 East Side River Brokerage Company, Inc., an Illinois 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:

Suzette L. Kniepkamp

Notary Public for: State of Illinois

My Commission Expires: 4/25/18

OFFICIAL SEAL
SUZETTE L KNIEPKAMP
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 04/25/2018

EXHIBIT A-1

Reference is made to that certain Charter Schedule No. 1 to the Master Bareboat Charter, dated March 31, 2016, wherein BTMU Leasing & Finance, Inc., a Delaware corporation is the Owner and East Side River Brokerage Company, Inc. is the Demise Owner (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:

No.	Barge Name	Official No.
1	H9261	984549
2	H9262	984550
3	H9263	984551
4	H9264	984552
5	H9265	984553
6	H9266	984554
7	H9267	984555
8	H9268	984556
9	H9269	984557
10	H9270	984558
11	H9271	984559
12	H9272	984560
13	H9273	984561
14	H9274	984562
15	H9275	984563
16	H9276	984564
17	H9277	984565
18	H9278	984566
19	H9279	984567
20	H9280	984568
21	H9281	984569
22	H9282	984570
23	H9283	984571
24	H9284	984572
25	H9285	984573
26	CH9371	993510
27	CH9372	993511
28	CH9373	993512
29	CH9374	993513
30	CH9375	993514
31	CH9376	994781
32	CH9377	994782
33	CH9378	994783
34	CH9379	994784
35	CH9380	994785
36	CHB9431	1020042
37	CHB9432	1020043
38	CHB9433	1020044

No.	Barge Name	Official No.
39	CHB9434	1020045
40	CHB9435	1020046
41	CH9436	1020047
42	CH9437	1020048
43	CH9438	1020049
44	CH9439	1020050
45	CH9440	1020051
46	CH9441	1020052
47	CH9442	1020053
48	CH9443	1020054
49	CH9444	1020055
50	CH9445	1020056
51	JH9425	Not documented
52	CH9531	1029913
53	CH9532	1029914
54	CH9533	1029915
55	CH9534	1029916
56	CH9535	1029917
57	CH9536	1030789
58	CH9537	1030790
59	CH9538	1030791
60	CH9539	1030792
61	CH9540	1030793
62	CH9541	1031040
63	CH9542	1031041
64	CH9543	1031042
65	CH9544	1031044
66	CH9545	1031046
67	PH61	1043872
68	PH62	1043873
69	BH9691	1046340
70	BH9692	1046341
71	BH9693	1046342
72	BH9694	1046343
73	BH9695	1046344

EXHIBIT A-2

Reference is made to that certain Charter Schedule No. 2 to the Master Bareboat Charter, dated March 31, 2016, wherein BTMU Leasing & Finance, Inc., a Delaware corporation is the Owner and East Side River Brokerage Company, Inc. is the Demise Owner (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:

No.	Barge Name	Official No.
1	CH9833	1064396
2	CH9831	1064397
3	CH9832	1064398
4	CH9834	1064813
5	CH9835	1064814
6	CH9836	1064815
7	CH9837	1064816
8	CH9838	1064817
9	CH9839	1064818
10	CH9840	1064819
11	CH9841	1064820
12	CH9842	1064821
13	CH9843	1064822
14	CH9844	1064823
15	CH9845	1064824
16	CH9846	1065341
17	CH9847	1065342
18	CH9848	1065343
19	CH9849	1065344
20	CH9850	1065345
21	CH9851	1065346
22	CH9852	1065347
23	CH9853	1065348
24	CH9854	1065349
25	CH9855	1065350
26	CH9856	1065836
27	CH9857	1065837
28	CH9858	1065838
29	CH9859	1065839
30	CH9860	1065840
31	CHB9951	1081399
32	CHB9952	1081400
33	CHB9953	1081401
34	CHB9954	1081402
35	CHB9955	1081403
36	CH9960	1081947
37	CH9959	1081948
38	CH9958	1081949
39	CH9957	1081950
40	CH9956	1081951
41	CH9962	1084776
42	CH9961	1084778
43	CH9963	1084779
44	CH9964	1084780
45	CH9965	1084781

No.	Barge Name	Official No.
46	CH9966	1086267
47	CH9967	1086268
48	CH9968	1086269
49	CH9969	1086270
50	CH9970	1086271
51	CH9971	1086272
52	CH9972	1086273
53	CH9973	1086274
54	CH9974	1086275
55	CH9975	1086276
56	CH0061	1095978
57	CH0062	1095979
58	CH0063	1095980
59	CH0064	1095981
60	CH0065	1095982
61	CH0066	1095983
62	CH0067	1095984
63	CH0068	1095985
64	CH0069	1095986
65	CH0070	1095987
66	CH0071	1099541
67	CH0072	1099542
68	CH0073	1099543
69	CH0074	1099544
70	CH0075	1099545
71	CHB0135	1108091
72	CHB0136	1108092
73	CHB0137	1108093
74	CHB0138	1108094
75	CHB0139	1108095
76	CHB0140	1108096
77	CHB0141	1108291
78	CHB0142	1108292
79	CHB0143	1108293
80	CHB0144	1108294
81	CHB0145	1108295
82	H0231	1124121
83	H0232	1124122
84	H0233	1124123
85	H0234	1124125
86	H0235	1124126
87	H0236	1124128
88	H0237	1124129
89	H0238	1124130
90	H0239	1124131
91	H0240	1124132
92	H0241	1124133
93	H0242	1124134
94	H0243	1124135
95	H0244	1124136
96	H0245	1124137
97	HB0251	1124138

No.	Barge Name	Official No.
98	HB0252	1124139
99	HB0253	1124140
100	HB0254	1124141
101	HB0255	1124142
102	HB0256	1124143
103	HB0257	1124144
104	HB0258	1124145
105	HB0259	1124146
106	HB0260	1124147

EXHIBIT A-3

Reference is made to that certain Charter Schedule No. 3 to the Master Bareboat Charter, dated March 31, 2016, wherein BTMU Leasing & Finance, Inc., a Delaware corporation is the Owner and East Side River Brokerage Company, Inc. is the Demise Owner (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:

No.	Barge Name	Official No.
1	CH0511	1167861
2	CH0512	1167865
3	CH0514	1167866
4	CH0513	1167867
5	CH0515	1167868
6	CH0517	1167869
7	CH0519	1167872
8	CH0521	1167873
9	CH0523	1167874
10	CHB0501	1167875
11	CH0530	1167876
12	CH0529	1167877
13	CH0528	1167879
14	CH0527	1167880
15	CH0526	1167881
16	CH0525	1167882
17	CH0524	1167884
18	CH0522	1167885
19	CHB0510	1167886
20	CHB0509	1167887
21	CHB0508	1167888
22	CHB0507	1167890
23	CHB0506	1167891
24	CHB0505	1167892
25	CHB0504	1167893
26	CHB0503	1167894
27	CHB0502	1167895
28	CH0520	1167896
29	CH0518	1167897
30	CH0516	1167898
31	H0531	1176451
32	H0532	1176453
33	H0533	1176454
34	H0534	1176455
35	H0535	1176456
36	H0536	1176459
37	H0537	1176461
38	H0538	1176462
39	H0539	1176463
40	H0540	1176465
41	CH0950	1224009
42	CH0951	1224010
43	CH0952	1224011
44	CH0953	1224012
45	CH0954	1224013

No.	Barge Name	Official No.
46	CH0955	1224014
47	CH0956	1224015
48	CH0957	1224016
49	CH0958	1224017
50	CH0959	1224018
51	CH1409	1256508