

LAW OFFICES OF  
**SHER GARNER CAHILL RICHTER  
KLEIN & HILBERT, L.L.C.**

RECORDATION NO. W176 FILED

JAN 11 2016 -10 :50 AM

TWENTY-EIGHTH FLOOR  
909 POYDRAS STREET  
NEW ORLEANS, LOUISIANA 70112-4046  
<http://www.shergarner.com>

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BOARD OF LEGAL SPECIALIZATION

ALL OTHERS LOUISIANA BAR

OF COUNSEL:  
TIMOTHY B. FRANCIS  
DAVID A. MARCELLO

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FAX (504) 299-2300

January 4, 2016

**Via Federal Express**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E. Street SW  
Washington, DC 20423-0001

RE: RECORDATION OF DOCUMENTS – WATERCRAFT  
OWNER/LESSOR: CITIZENS ASSET FINANCE, INC.  
CHARTERER/LESSOR: MARQUETTE TRANSPORTATION COMPANY,  
LLC

Dear Section Chief:

We represent Citizens Asset Finance, Inc. the owner and lessor of the vessels described below, which have been chartered to Marquette Transportation Company, LLC as lessee/charterer. Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is an original and one counterpart of a Memorandum of Master Bareboat Charter, dated as of November 23, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document does not contain a hereafter acquired clause.

LAW OFFICES OF  
**SHER GARNER CAHILL RICHTER  
KLEIN & HILBERT, L.L.C.**

January 5, 2016

Page - 2 -

The names and address of the parties to the document are as follows:

OWNER:                   CITIZENS ASSET FINANCE, INC.  
480 Jefferson Blvd., Mail Stop RJE150,  
Warwick, Rhode Island 02886

CHARTERER:           MARQUETTE TRANSPORTATION COMPANY, LLC  
150 Ballard Circle  
Paducah, Kentucky 42001

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

The bareboat charter covers thirty-four (34) 200' x 35' x 13' inland open hopper barges, MTC0151 through MTC0184, inclusive (all as more fully described on Appendix 1 to the Memorandum, a copy of which is attached hereto), together with all winches, covers, and other appurtenances forming a component part or part of such vessels, and any additions, improvements or replacements thereto, whether now owned or hereafter acquired.

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

Master Bareboat Charter Agreement between Citizens Asset Finance, Inc., a New York corporation with offices at 480 Jefferson Blvd, Mail Stop RJE150, Warwick, RI 02886 Owner and Marquette Transportation Company, LLC a Delaware limited liability company, with offices at 150 Ballard Circle, Paducah, KY 42001, as Charterer, dated November 23, 2015, and Schedule 1 executed pursuant thereto, covering thirty-four (34) 200' x 35' x 13' inland open hopper barges, MTC0151 through MTC0184, inclusive (all as more fully described on Appendix 1 to the Memorandum, a copy of which is attached hereto), together with all winches, covers, and other appurtenances forming a component part or part of such vessels, and any additions, improvements or replacements thereto, whether now owned or hereafter acquired, and all proceeds thereof.

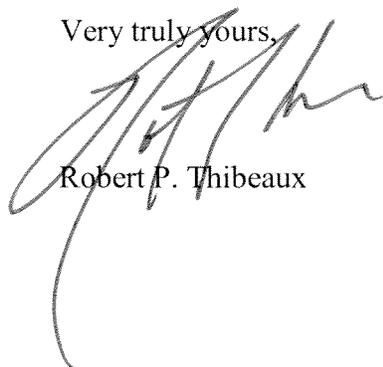
A check in the amount of \$43.00 is being remitted. Please return the recorded a filed copy of the enclosed Memorandum of Bareboat Charter Party to the undersigned at the following address:

LAW OFFICES OF  
SHER GARNER CAHILL RICHTER  
KLEIN & HILBERT, L.L.C.

January 5, 2016  
Page - 3 -

Robert P. Thibeaux c/o Bruce Nicolosi  
Sher Garner Cahill Richter Klein & Hilbert, L.L.C.  
909 Poydras Street, Suite 2800  
New Orleans, LA 70112

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Thibeaux', with a long, sweeping underline that extends below the printed name.

Robert P. Thibeaux

RPT:rpt

Enclosures

LAW OFFICES OF  
SHER GARNER CAHILL RICHTER  
KLEIN & HILBERT, L.L.C.

January 5, 2016

Page - 4 -

Appendix 1

Vessels subject to that certain Master Bareboat Charter Agreement dated January 4, 2016 and the Schedule 1 thereto, between Citizens Asset Finance, Inc., a New York corporation as Owner and Marquette Transportation Company, LLC as Charterer:

Vessel Name Official Number

MTC0151	1232697
MTC0152	1232698
MTC0153	1232699
MTC0154	1232701
MTC0155	1232702
MTC0156	1232703
MTC0157	1232704
MTC0158	1232705
MTC0159	1232706
MTC0160	1232707
MTC0161	1232708
MTC0162	1232710
MTC0163	1232711
MTC0164	1232712
MTC0165	1232713
MTC0166	1232714
MTC0167	1232715
MTC0168	1232716
MTC0169	1232717
MTC0170	1232718
MTC0171	1232720
MTC0172	1232721
MTC0173	1232722
MTC0174	1232723
MTC0175	1232724
MTC0176	1232725
MTC0177	1232726
MTC0178	1232727
MTC0179	1232728
MTC0180	1232729
MTC0181	1232730

LAW OFFICES OF  
SHER GARNER CAHILL RICHTER  
KLEIN & HILBERT, L.L.C.

January 5, 2016

Page - 5 -

MTC0182	1232731
MTC0183	1232734
MTC0184	1232735

Together with all winches, covers and appurtenances forming a part or component of such vessels, and also any and all additions, improvements and replacements thereto, or any part thereof, whether now owned or hereafter acquired (collectively, the "Vessels"), and all proceeds thereof.

JAN 11 2016 -10 :50 AM

MEMORANDUM OF MASTER BAREBOAT CHARTER

SURFACE TRANSPORTATION BOARD

This Memorandum of a Master Bareboat Charter Party is made and entered into as of January 4, 2016 by and between Citizens Asset Finance, Inc. ("Owner") and Marquette Transportation Company, LLC, a Delaware limited liability company ("Charterer").

WITNESSETH:

1. Pursuant to a Master Bareboat Charter Agreement dated January 4, 2016 ("Bareboat Charter"), and Schedules No. 1, No. 2 and No. 3 thereto, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, on the terms provided in the Bareboat Charter and Schedules, the United States documented vessels as identified on Appendix 1 attached hereto.

2. The Bareboat Charter shall be effective as of the date first set forth hereinabove and shall be effective for a ten year term, ending on January 4, 2026.

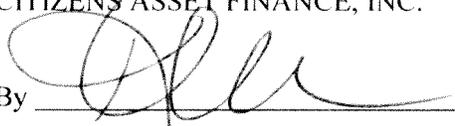
3. This Memorandum may be executed in counterparts.

4. The Bareboat Charter does not contain a "hereafter acquired" clause.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

OWNER:

CITIZENS ASSET FINANCE, INC.

By  \_\_\_\_\_

Name: KATHERINE M. DICKENSON  
VICE PRESIDENT

Title: \_\_\_\_\_

CHARTERER:

MARQUETTE TRANSPORTATION COMPANY, LLC

By \_\_\_\_\_

Name:

Title:

**MEMORANDUM OF MASTER BAREBOAT CHARTER**

This Memorandum of a Master Bareboat Charter Party is made and entered into as of January 4, 2016 by and between Citizens Asset Finance, Inc. ("Owner") and Marquette Transportation Company, LLC, a Delaware limited liability company ("Charterer").

**WITNESSETH:**

1. Pursuant to a Master Bareboat Charter Agreement dated January 4, 2016 ("Bareboat Charter"), and Schedules No. 1, No. 2 and No. 3 thereto, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, on the terms provided in the Bareboat Charter and Schedules, the United States documented vessels as identified on Appendix 1 attached hereto.

2. The Bareboat Charter shall be effective as of the date first set forth hereinabove and shall be effective for a seven year term, ending on December 31, 2025.

3. This Memorandum may be executed in counterparts.

4. The Bareboat Charter does not contain a "hereafter acquired" clause.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

OWNER:

CITIZENS ASSET FINANCE, INC.

By \_\_\_\_\_

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

Title: \_\_\_\_\_

CHARTERER:

MARQUETTE TRANSPORTATION COMPANY, LLC

By Jason W. Nyberg

Name: JASON W. NYBERG

Title: GENERAL COUNSEL

STATE OF Rhode Island )  
 ) ss.  
COUNTY OF Kent )

On this 4th day of January, 2016, before me personally appeared Katherine Dickerson, me personally known, who being by me duly sworn, says that he/she is the VP, of Citizens Asset Finance, Inc., a New York corporation, and that the foregoing instrument was signed on behalf of said corporation and he/she acknowledged that the execution of the said instrument was free act and deed of said corporation.



Tina Costa  
NOTARY PUBLIC

My commission expires: 08/29/19

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this 4th day of January, 2016, before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he/she is the \_\_\_\_\_ of Marquette Transportation Company, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said limited liability company, and he/she acknowledged that the execution of the said instrument was free act and deed of said limited liability company.

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

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

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

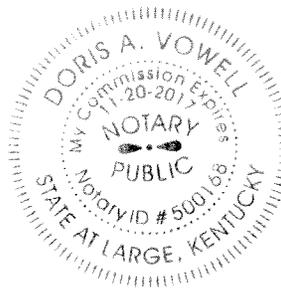
On this 4th day of January, 2016, before me personally appeared \_\_\_\_\_, me personally known, who being by me duly sworn, says that he/she is the \_\_\_\_\_, of Citizens Asset Finance, Inc., a New York corporation, and that the foregoing instrument was signed on behalf of said corporation and he/she acknowledged that the execution of the said instrument was free act and deed of said corporation.

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

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

STATE OF Kentucky )  
 ) ss.  
COUNTY OF McCracken )

On this 4th day of January, 2016, before me personally appeared Jason W Nyberg to me personally known, who being by me duly sworn, says that he/she is the General Counsel of Marquette Transportation Company, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said limited liability company, and he/she acknowledged that the execution of the said instrument was free act and deed of said limited liability company.



Doris A. Vowell  
NOTARY PUBLIC

My commission expires: 11-20-2017

## APPENDIX 1

Vessels subject to that certain Master Bareboat Charter Agreement dated January 4, 2016 and Schedules 1, 2 and 3 thereto, between Citizens Asset Finance, Inc., a New York corporation, as Owner and Marquette Transportation Company, L.L.C as Charterer:

<b>Vessel Name</b>	<b>Official Number</b>
MTC0151	1232697
MTC0152	1232698
MTC0153	1232699
MTC0154	1232701
MTC0155	1232702
MTC0156	1232703
MTC0157	1232704
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MTC0172	1232721
MTC0173	1232722
MTC0174	1232723
MTC0175	1232724
MTC0176	1232725
MTC0177	1232726
MTC0178	1232727
MTC0179	1232728
MTC0180	1232729
MTC0181	1232730
MTC0182	1232731
MTC0183	1232734
MTC0184	1232735

Together with all winches, covers and appurtenances forming a part or component of such vessels, and also any and all additions, improvements and replacements thereto, or any part thereof, whether now owned or hereafter acquired (collectively, the "Vessels"), and all proceeds thereof.