



Caitlin C. Farrell

P 202.585.6938

F 202.585.6969

cfarrell@thompsoncoburn.com

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WATER RECORDATION NO. 187-A  
FILED APRIL, 29 2016 2:07 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 Assignment  
Transmittal Letter No. 6 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 Assignment dated as of April 28, 2016, a secondary document. The primary document to which this is connected is the Memorandum of Lease Financing Agreement among the Assignor and Assignee (named below), East Side River Brokerage Company, Inc., and CGB Enterprises, Inc., submitted concurrently herewith under Transmittal Letter No. 5 of 6. We request that this assignment be cross-indexed.

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

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

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

A description of the equipment covered by the Memorandum of Assignment 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

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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 to the Memorandum of Assignment.

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 Assignment dated as of April 28, 2016 between BTMU Leasing & Finance, Inc. and The Bank of Tokyo-Mitsubishi UFJ, Ltd. 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, and connected to the Memorandum of Lease Financing Agreement.

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 ASSIGNMENT

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

The undersigned have entered into that certain Master Non-Recourse Loan and Security Agreement, dated as of March 31, 2016, together with each Loan Schedule executed in connection therewith and that certain Lender's Assignment, dated March 31, 2016, whereby the Assignor has assigned to the Assignee, all of its rights, title, and interest in, under and to (i) that certain Master Bareboat Charter dated March 31, 2016 and each Charter Schedule thereto, between Assignor as owner and East Side River Brokerage Company, Inc., an Illinois corporation (the "Demise Owner") and (ii) that certain Time Charter dated as of March 31, 2016 between Demise Owner and CGB Enterprises, Inc., a Louisiana corporation ("CGB") (to the extent that Time Charter has been assigned to the Assignor by the Demise Owner pursuant to that certain Lease Financing Agreement dated as of March 31, 2016 between Assignor, Assignee, Demise Owner, and CGB), including but not limited to the vessels listed on Exhibit A 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.

Assignor:  
BTMU Leasing & Finance, Inc.  
BY: [Signature]  
NAME: Lance Markowitz  
TITLE: President

Assignee:  
The Bank of Tokyo-Mitsubishi UFJ, Ltd.  
BY: \_\_\_\_\_  
NAME:  
TITLE:

Executed on this 28<sup>th</sup> day of April, 2016

Executed on this \_\_\_\_ day of April, 2016

STATE OF CALIFORNIA )  
  )SS  
COUNTY of LOS ANGELES )

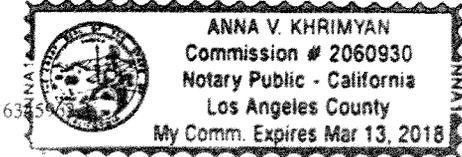
STATE OF NEW YORK )  
  )SS  
COUNTY OF NEW YORK )

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 ASSIGNMENT

Memorandum of Assignment is made and entered into on April 20, 2016, by and between BTMU LEASING & FINANCE, INC., a Delaware corporation ("Assignor") and THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. ("Assignee").

The undersigned have entered into that certain Master Non-Recourse Loan and Security Agreement, dated as of March 31, 2016, together with each Loan Schedule executed in connection therewith and that certain Lender's Assignment, dated March 31, 2016, whereby the Assignor has assigned to the Assignee, all of its rights, title, and interest in, under and to (i) that certain Master Bareboat Charter dated March 31, 2016 and each Charter Schedule thereto, between Assignor as owner and East Side River Brokerage Company, Inc., an Illinois corporation (the "Demise Owner") and (ii) that certain Time Charter dated as of March 31, 2016 between Demise Owner and CGB Enterprises, Inc., a Louisiana corporation ("CGB") (to the extent that Time Charter has been assigned to the Assignor by the Demise Owner pursuant to that certain Lease Financing Agreement dated as of March 31, 2016 between Assignor, Assignee, Demise Owner, and CGB), including but not limited to the vessels listed on Exhibit A 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.

Assignor:
BTMU Leasing & Finance, Inc.

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

BY: \_\_\_\_\_

BY: \_\_\_\_\_

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:

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 Lender's Assignment dated March 31, 2016, wherein BTMU Leasing & Finance, Inc., a Delaware corporation is the Assignor and The Bank of Tokyo-Mitsubishi UFJ, Ltd. is the Assignee (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

Barge Name	Official No.
CH9833	1064396
CH9831	1064397
CH9832	1064398
CH9834	1064813
CH9835	1064814
CH9836	1064815
CH9837	1064816
CH9838	1064817

Barge Name	Official No.
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
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

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

Barge Name	Official No.
CH0511	1167861
CH0512	1167865
CH0514	1167866

Barge Name	Official No.
CH0513	1167867
CH0515	1167868
CH0517	1167869
CH0519	1167872
CH0521	1167873
CH0523	1167874
CHB0501	1167875
CH0530	1167876
CH0529	1167877
CH0528	1167879
CH0527	1167880
CH0526	1167881
CH0525	1167882
CH0524	1167884
CH0522	1167885
CHB0510	1167886
CHB0509	1167887
CHB0508	1167888
CHB0507	1167890
CHB0506	1167891
CHB0505	1167892
CHB0504	1167893
CHB0503	1167894
CHB0502	1167895
CH0520	1167896
CH0518	1167897
CH0516	1167898
H0531	1176451
H0532	1176453
H0533	1176454
H0534	1176455
H0535	1176456
H0536	1176459
H0537	1176461
H0538	1176462
H0539	1176463
H0540	1176465
CH0950	1224009
CH0951	1224010
CH0952	1224011
CH0953	1224012
CH0954	1224013
CH0955	1224014
CH0956	1224015
CH0957	1224016
CH0958	1224017
CH0959	1224018
CH1409	1256508