

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

RECORDATION NO. W172 FILED

DEC 02 2015 -3:50 PM

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

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ALL OTHERS LOUISIANA BAR

OF COUNSEL:
TIMOTHY B. FRANCIS
DAVID A. MARCELLO

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Direct Dial: (504) 299-2110
Direct Fax: (504) 299-2310

(504) 299-2100
FAX (504) 299-2300

December 1, 2015

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: BANC OF AMERICA LEASING & CAPITAL, LLC
CHARTERER/LESSOR: MARQUETTE TRANSPORTATION COMPANY,
LLC

Dear Section Chief:

We represent Banc of America Leasing & Capital, LLC 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.**

December 1, 2015

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

OWNER: BANC OF AMERICA LEASING & CAPITAL, LLC
2059 Northlake Parkway, 3rd Floor
Tucker, GA 30084

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-five (35) United States documented, 200'x35'x13' inland barges, MTC 756B through MTC 776 B, inclusive and MTC 1385 through MTC 1398, 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 Banc of America Leasing & Capital, LLC, a Delaware limited liability company with offices at 2059 Northlake Parkway, 3rd Floor, Tucker, GA 30084, as 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-five (35) United States documented, 200'x35'x13' inland barges, MTC 756B through MTC 776 B, inclusive and MTC 1385 through MTC 1398, 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

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

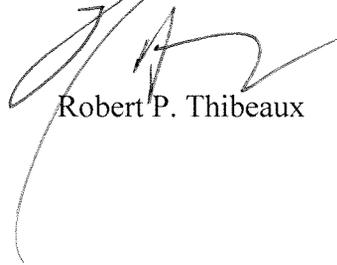
December 1, 2015

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address:

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

Very truly yours,



Robert P. Thibeaux

RPT:lm

Enclosures

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

December 1, 2015

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Appendix 1

Vessels subject to that certain Master Bareboat Charter Agreement dated November 23, 2015 and the Schedule 1 thereto, between Banc of America Leasing & Capital, LLC, a Delaware corporation, as Owner and Marquette Transportation Company, LLC as Charterer:

VESSEL	OFFICIAL NUMBER
MTC 756 B	1260791
MTC 757 B	1260792
MTC 758 B	1260793
MTC 759 B	1260794
MTC 760 B	1260795
MTC 761 B	1260796
MTC 762 B	1260797
MTC 763 B	1260798
MTC 764 B	1260799
MTC 765 B	1260800
MTC 766 B	1260801
MTC 767 B	1260802
MTC 768 B	1260803
MTC 769 B	1260804
MTC 770 B	1260805
MTC 771 B	1260806
MTC 772 B	1260807
MTC 773 B	1260808
MTC 774 B	1260809

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MTC 775 B	1260810
MTC 776 B	1260811
MTC 1385	1262609
MTC 1386	1262610
MTC 1387	1262611
MTC 1388	1262612
MTC 1389	1262613
MTC 1390	1262614
MTC 1391	1262615
MTC 1392	1262616
MTC 1393	1262617
MTC 1394	1262618
MTC 1395	1262619
MTC 1396	1262620
MTC 1397	1262621
MTC 1398	1262622

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.

RECORDATION NO. W172 FILED

DEC 02 2015 -3:50 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER BAREBOAT CHARTER

between

BANC OF AMERICA LEASING & CAPITAL, LLC

("OWNER")

and

MARQUETTE TRANSPORTATION COMPANY, LLC

("CHARTERER")

NOVEMBER 23, 2015

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2015, at ___ a.m./p.m.
Watercraft Recordation Number _____

MEMORANDUM OF MASTER BAREBOAT CHARTER

This Memorandum of a Master Bareboat Charter Party is made and entered into as of November 19, 2015, by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Owner") and Marquette Transportation Company, LLC, a Delaware limited liability company ("Charterer").

WITNESSETH:

1. Pursuant to a Master Bareboat Charter Agreement dated November 23, 2015 ("Bareboat Charter"), and Schedule No. 1 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 Schedule, 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 November 30, 2022.

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:

BANC OF AMERICA LEASING & CAPITAL, LLC

By Gail C. Beall

Name: Gail C. Beall

Title: Vice President

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 November 19, 2015, by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Owner") and Marquette Transportation Company, LLC, a Delaware limited liability company ("Charterer").

WITNESSETH:

1. Pursuant to a Master Bareboat Charter Agreement dated November 23, 2015 ("Bareboat Charter"), and Schedule No. 1 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 Schedule, 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 November 30, 2022.

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:

BANC OF AMERICA LEASING & CAPITAL, LLC

By _____

Name: _____

Title: _____

CHARTERER:

MARQUETTE TRANSPORTATION COMPANY, LLC

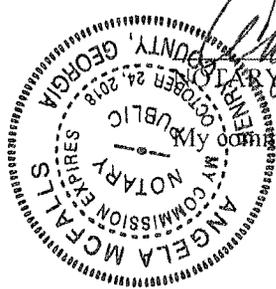
By Bruce L. Hahn

Name: Bruce L. Hahn

Title: Executive Vice President

STATE OF GA)
) ss.
COUNTY OF Henry)

On this 20th day of November, 2015, before me personally appeared Paul C. Beall me personally known, who being by me duly sworn, says that he/she is the V.P., of BANC OF AMERICA LEASING & CAPITAL, LLC, the limited liability company on that the foregoing instrument was signed on behalf of said limited liability company and he acknowledged that the execution of the said instrument was free act and deed of said limited liability company.


Angela McFall
NOTARY PUBLIC
My commission expires: 10/24/18

STATE OF _____)
) ss.
COUNTY OF _____)

On this ____ day of _____, 2015, 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 _____)

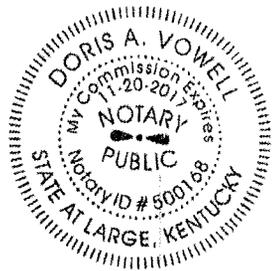
On this ____ day of _____, 2015, before me personally appeared _____, me personally known, who being by me duly sworn, says that he/she is the _____, of BANC OF AMERICA LEASING & CAPITAL, LLC, the limited liability company on that the foregoing instrument was signed on behalf of said limited liability company and he 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 Kentucky)
) ss.
COUNTY OF McCracken)

On this 19th day of November, 2015, before me personally appeared Bruce L. Hahn to me personally known, who being by me duly sworn, says that he/she is the Executive Vice President 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 November 23, 2015 and the Schedule 1 thereto, between Banc of America Leasing & Capital, LLC, a Delaware corporation, as Owner and Marquette Transportation Company, LLC as Charterer:

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MTC 767 B	1260802
MTC 768 B	1260803
MTC 769 B	1260804
MTC 770 B	1260805
MTC 771 B	1260806
MTC 772 B	1260807
MTC 773 B	1260808
MTC 774 B	1260809
MTC 775 B	1260810
MTC 776 B	1260811
MTC 1385	1262609
MTC 1386	1262610

MTC 1387	1262611
MTC 1388	1262612
MTC 1389	1262613
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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.