LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD
A LAW CORPORATION

27TH FLOOR, PAN-AMERICAN LIFE CENTER
601 POYDRAS STREET
NEW ORLEANS, LOUISIANA 70130

NATHAN P. HORNER

TEL (504) 568-1990
FAX (504) 310-9195
nhorner@lawla.com

JAN. 5 2009

January 2, 2009

Via Federal Express
7962 2586 5276

RECORDATION NO. 399 FILED

JAN 05 '09 2-35 PM

SURFACE TRANSPORTATION BOARD

Secretary, Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

Dear Secretary:

We represent Regions Equipment Finance Corporation, the Owner Participant of The Marquette Vessel Statutory Trust, a Connecticut Statutory Trust. I have enclosed an original and one counterpart of a Memorandum of Bareboat Charter, dated December 30, 2008, a primary document, to be recorded pursuant to 49 U. S. C. §11301 and 49 C. F. R. §1177 et seq.

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

Lessor:
The Marquette Vessel Statutory Trust, a Connecticut Statutory Trust
U. S. Bank Trust National Association, Trustee
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Lessee/Charterer:
Marquette Transportation Company Gulf-Inland, LLC
5135 Storey Street
Harahan, Louisiana 70123

A description of the equipment covered by lease or charter evidenced by the document follows:

The lease or bareboat charter covers the vessel LADY OF LOURDES, Official Number 1212047, a United States documented 74 foot, 167 gross ton towing vessel, together with all engines, boilers, machinery, masts, boats, anchors, cables, chains, rigging, tackle, apparel, furniture, winches, capstans, outfit, tools, pumps, gears, furnishings, appliances, fittings, navigation and communications equipment, computers, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not on board, and also any and all additions, improvements and replacements thereto, or any part thereof, and all cash and non-cash proceeds thereof.

I have enclosed our check in the amount of $41 to cover the filing fee. Please return the original and any extra copies not needed by the Board for recordation to the undersigned at the address stated above.

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

Lease or bareboat charter between The Marquette Vessel Statutory Trust, a Connecticut statutory trust, U. S. Bank Trust National Association, Trustee, whose address is 225 Asylum Street, 23rd Floor, Hartford, Connecticut 06103, as Owner and Lessor, and Marquette Transportation Company Gulf-Inland, LLC, a Delaware limited liability company, whose address is 5135 Storey Street, Harahan, Louisiana 70123, as Lessee/Charterer, dated December 30, 2008, and covering the vessel LADY OF LOURDES, Official Number 1212047, a United States documented 74 foot, 167 gross ton towing vessel, together with all engines and other appurtenances thereto, all spare and replacement parts, whether now owned or hereafter acquired, and all cash and non-cash proceeds thereof.

Very truly yours,

Nathan P. Horner

RECORDATION NO. 6199 FILED

JAN 05 '09 2-35 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER PARTY

between

MARQUETTE VESSEL STATUTORY TRUST
("OWNER")

and

MARQUETTE TRANSPORTATION COMPANY GULF-INLAND, LLC
("CHARTERER")

December 29, 2008

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 200___, at _____ a.m./p.m.
Watercraft Recordation Number _____

MEMORANDUM OF BAREBOAT CHARTER

THIS MEMORANDUM OF BAREBOAT CHARTER is made and entered into as of December 29, 2008, by and between Marquette Vessel Statutory Trust, a Connecticut statutory trust, appearing by and through U. S. Bank Trust National Association, Trustee ("Owner"), and Marquette Transportation Company Gulf-Inland, LLC, a Delaware limited liability company ("Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter, and to Schedule 002 thereto, each dated as of December 29, 2008 (collectively, as amended, the "Bareboat Charter").

2. Pursuant to the Bareboat Charter, Owner has agreed to let and demise to Charterer, and the Charterer has agreed to hire from Owner, one (1) United States documented 74 foot, 167 gross ton towing vessel as identified on Schedule 1 attached hereto (hereinafter, the "Vessel").

3. The Bareboat Charter with respect to the Vessel became effective as of the date set forth in paragraph 1 above and shall be subject to an Interim Term and to a Base Term, as such terms are defined in the Bareboat Charter.

4. This Memorandum may be executed in counterparts.

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

OWNER:
MARQUETTE VESSEL STATUTORY TRUST
By: U. S. Bank Trust National Association, Trustee

By _____
Name: Mark A. Forgetta
Title: Vice President

CHARTERER:
MARQUETTE TRANSPORTATION COMPANY
GULF-INLAND, LLC

By _____
Name: Bruce L. Hahn
Title:

MEMORANDUM OF BAREBOAT CHARTER

THIS MEMORANDUM OF BAREBOAT CHARTER is made and entered into as of December 29, 2008, by and between Marquette Vessel Statutory Trust, a Connecticut statutory trust, appearing by and through U. S. Bank Trust National Association, Trustee ("Owner"), and Marquette Transportation Company Gulf-Inland, LLC, a Delaware limited liability company ("Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter, and to Schedule 002 thereto, each dated as of December 26, 2008 (collectively, as amended, the "Bareboat Charter").

2. Pursuant to the Bareboat Charter, Owner has agreed to let and demise to Charterer, and the Charterer has agreed to hire from Owner, one (1) United States documented 74 foot, 167 gross ton towing vessel as identified on Schedule 1 attached hereto (hereinafter, the "Vessel").

3. The Bareboat Charter with respect to the Vessel became effective as of the date set forth in paragraph 1 above and shall be subject to an Interim Term and to a Base Term, as such terms are defined in the Bareboat Charter.

4. This Memorandum may be executed in counterparts.

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

OWNER:
MARQUETTE VESSEL STATUTORY TRUST
By: U. S. Bank Trust National Association, Trustee

By _____
Name:
Title:

CHARTERER:
MARQUETTE TRANSPORTATION COMPANY
GULF-INLAND, LLC

By _____
Name: Bruce L. Hahn
Title: VP and Sec

STATE OF Connecticut)
) ss.
COUNTY OF Hartford)

On this 30th day of December, 2008, before me personally appeared Mark A. Forgetta, to me personally known, who being by me duly sworn, says that she/he is the VICE PRESIDENT of U. S. BANK TRUST NATIONAL ASSOCIATION, Trustee of the Marquette Vessel Statutory Trust, a Connecticut Statutory Trust, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors, and he/she acknowledged that the execution of the said instrument was the free act and deed of said corporation.

Karen R. Felt
NOTARY PUBLIC

My commission expires: KAREN R. FELT NOTARY PUBLIC My Commission Expires 02/28/2009

STATE OF KENTUCKY)
) ss.
COUNTY OF _____)

On this ___ day of December, 2008, before me personally appeared Bruce L. Hahn, to me personally known, who being by me duly sworn, says that he is the _____ of MARQUETTE TRANSPORTATION COMPANY GULF-INLAND, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

_____
NOTARY PUBLIC

My commission expires: _____

STATE OF _____)
) ss.
COUNTY OF _____)

On this ___ day of December, 2008, before me personally appeared _____, to me personally known, who being by me duly sworn, says that she/he is the _____ of U. S. BANK TRUST NATIONAL ASSOCIATION, Trustee of the Marquette Vessel Statutory Trust, a Connecticut Statutory Trust, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors, and he/she acknowledged that the execution of the said instrument was the free act and deed of said corporation.

_____
NOTARY PUBLIC

My commission expires: _____

STATE OF KENTUCKY)
) ss.
COUNTY OF McCracken)

On this 29 day of December, 2008, before me personally appeared Bruce L. Hahn, to me personally known, who being by me duly sworn, says that he is the VP/Sec of MARQUETTE TRANSPORTATION COMPANY GULF-INLAND, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

Lori A. Burns
NOTARY PUBLIC

My commission expires: 1/19/2010

SCHEDULE 1

Vessel subject to Bareboat Charter dated December 26, 2008 between Marquette Vessel Statutory Trust, as Owner, and Marquette Transportation Company Gulf-Inland, LLC, as Charterer:

VESSEL	OFFICIAL NUMBER
LADY OF LOURDES	1212047

together with all engines, boilers, machinery, masts, boats, anchors, cables, chains, rigging, tackle, apparel, furniture, winches, capstans, outfit, tools, pumps, gears, furnishings, appliances, fittings, navigation and communications equipment, computers, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not on board, and also any and all additions, improvements and replacements thereto, or any part thereof, and all cash and non-cash proceeds thereof.