



**Davis Wright
Tremaine LLP**

RECORDATION NO. W-159 -B FILED
August 5, 2016 12:16 PM
SURFACE TRANSPORTATION BOARD

Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

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August 5, 2016

VIA ELECTRONIC FILING

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

Re: Recordation of Documents – Watercraft
Secondary Document
Owner/Lessor: SunTrust Equipment Finance & Leasing Corp.
Charterer/Lessee: Marquette Transportation Company, LLC

Dear Section Chief:

I have enclosed a Memorandum of Master Bareboat Charter Party (Charter Supplement No. 3) dated August 5, 2016, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code, a secondary document, as defined in the Board’s Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Watercraft Recordation No. W-159.

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

Mortgagee: SunTrust Equipment Finance & Leasing Corp.
3333 Peachtree Road NE
Atlanta, GA 30326

Mortgagor: Marquette Transportation Company, LLC
150 Ballard Circle
Paducah, KY 42001

A description of the equipment covered by the document follows: **Eight (8) U.S. Documented box barges:**

<u>Name</u>	<u>Official No.</u>
MTC 1583	1270778

DWT 30148837v1 0096069-000098

Anchorage
Bellevue
Los Angeles

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Portland
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MTC 1584	1270779
MTC 1585	1270780
MTC 1586	1270781
MTC 1587	1270782
MTC 1588	1270783
MTC 1589	1270784
MTC 1590	1270785

A check in the amount of \$43.00 is being forwarded. Please return the recorded copy to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

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

Secondary Document: Memorandum of Master Bareboat Charter Party (Charter Supplement No. 3), dated August 5, 2016, between SunTrust Equipment Finance & Leasing Corp., as Owner, and Marquette Transportation Company, LLC, as Charterer, covering the U.S. documented barge vessels: **Eight (8) U.S. Documented box barges:**

<u>Name</u>	<u>Official No.</u>
MTC 1583	1270778
MTC 1584	1270779
MTC 1585	1270780
MTC 1586	1270781
MTC 1587	1270782
MTC 1588	1270783
MTC 1589	1270784
MTC 1590	1270785

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This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in cursive script, appearing to read "Richard J. Schroeder".

Richard J. Schroeder

RJS:smh
Enclosures

MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY
(CHARTER SUPPLEMENT NO. 3)

between

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.
("OWNER")

and

MARQUETTE TRANSPORTATION COMPANY, LLC
("CHARTERER")

AUGUST 5, 2016

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on August __, 2016, at __ a.m./p.m.
Watercraft Recordation Number __

MEMORANDUM OF BAREBOAT CHARTER PARTY

This Memorandum of a Master Bareboat Charter Party is made and entered into as of August 5, 2016, by and between SunTrust Equipment Finance & Leasing Corp., a Virginia corporation (“Owner”) and Marquette Transportation Company, LLC, a Delaware limited liability company (“Charterer”).

WITNESSETH:

1. Pursuant to a Master Bareboat Charter Party dated January 29, 2015 (“Bareboat Charter”), and Charter Supplement No. 3 thereto dated August 5, 2016, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, eight (8) United States documented rake barge vessels as identified on Schedule 1 attached hereto.
2. The Bareboat Charter shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Bareboat Charter.
3. This Memorandum may be executed in counterparts.
4. The Bareboat Charter does not contain a “hereafter acquired” clause.

[Signature page follows]

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:

SUNTRUST EQUIPMENT FINANCE &
LEASING CORP.

By: Carey Brock
Name: Carey Brock
Title: AVP

CHARTERER:

MARQUETTE TRANSPORTATION
COMPANY, LLC

By: _____
Name: Damon Judd
Title: Executive Vice President

[Memorandum of Master Bareboat Charter (Charter Supplement No. 3) Signature Page]

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:

SUNTRUST EQUIPMENT FINANCE &
LEASING CORP.

By: _____

Name:

Title:

CHARTERER:

MARQUETTE TRANSPORTATION
COMPANY, LLC

By  _____

Name: Damon Judd

Title: Executive Vice President

[Memorandum of Master Bareboat Charter (Charter Supplement No. 3) Signature Page]

STATE OF GEORGIA)
) ss.
COUNTY OF FULTON)

On this 5th day of August, 2016, before me personally appeared Carey Brock, to me personally known, who being by me duly sworn, says that s/he is the Assistant Vice President of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., a Virginia corporation, that the foregoing instrument was signed on behalf of said corporation, and she acknowledged that the execution of the said instrument was the free act and deed of said corporation.

Lorraine Pigott

NOTARY PUBLIC

My commission expires: _____



STATE OF KENTUCKY)
) ss.
COUNTY OF MCCRACKEN)

On this ___ day of August, 2016, before me personally appeared Damon Judd, to me personally known, who being by me duly sworn, says that he 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 company, and he acknowledged that the execution of the said instrument was the free act and deed of said company.

NOTARY PUBLIC

My commission expires: _____

STATE OF GEORGIA)
) ss.
COUNTY OF FULTON)

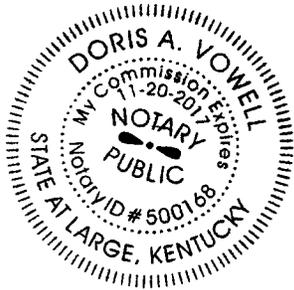
On this ___ day of August, 2016, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., a Virginia corporation, that the foregoing instrument was signed on behalf of said corporation, and she 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 3 day of August, 2016, before me personally appeared Damon Judd, to me personally known, who being by me duly sworn, says that he 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 company, and he acknowledged that the execution of the said instrument was the free act and deed of said company.



Doris A. Vowell
NOTARY PUBLIC

My commission expires: 11-20-2017

SCHEDULE 1

Vessel subject to Master Bareboat Charter Party dated January 29, 2015 between SunTrust Equipment Finance & Leasing Corp., as Owner, and Marquette Transportation Company, LLC, as Charterer, and Charter Supplement No. 3 thereto dated August 5, 2016:

<u>Name</u>	<u>Official No.</u>
1. MTC 1583	1270778
2. MTC 1584	1270779
3. MTC 1585	1270780
4. MTC 1586	1270781
5. MTC 1587	1270782
6. MTC 1588	1270783
7. MTC 1589	1270784
8. MTC 1590	1270785