

AUG 15 2016 -10 :40 AM

SURFACE TRANSPORTATION BOARD

Lugenbuhl

LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD

A LAW CORPORATION

601 POYDRAS STREET | SUITE 2775 | NEW ORLEANS, LA 70130

TEL: 504.568.1990 | FAX: 504.310.9195

Nathan Horner

nhorner@lawla.com

August 9, 2016

Via Federal Express
7769 5435 5242

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

Dear Sir or Madam:

We represent Regions Commercial Equipment Finance, LLC, the owner and lessor of the vessels described below, which have been chartered to Marquette Transportation Company, LLC, as lessee/charterer. I have enclosed an original and one certified true copy of a Memorandum of Bareboat Charter, executed on July 15, 2016, 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/Owner:

Regions Commercial Equipment Finance, LLC
1900 5th Avenue North, Suite 2400
Birmingham, Alabama, 35203

Lessee/Charterer:

Marquette Transportation Company, LLC
150 Ballard Circle
Paducah, Kentucky 42001

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

The bareboat charter covers nineteen (19) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 0142B, MTC 0143B, MTC 0144B, MTC 0145B, MTC 0146B, MTC 0147B, MTC 0148B, MTC 0149B, MTC 0150B, MTC 0135, MTC 0101, MTC 0102, MTC 0103, MTC 0104, MTC 0105, MTC 0106, MTC 0107, MTC 0108, and MTC

0109 (more fully described on Appendix 1 to the Memorandum, a copy of which is attached hereto), together with all winches and other appurtenances forming a part or component of such vessels, and any and all additions, improvements or replacements thereto, or any part thereof, whether now owned or hereafter acquired.

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

Master Bareboat Charter Agreement, dated April 8, 2016, between Regions Commercial Equipment Finance, LLC, an Alabama limited liability company, with offices at 1900 5th Avenue North, Suite 2400, Birmingham, Alabama, 35203, as Owner, and Marquette Transportation Company, LLC, a Delaware limited liability company, with offices at 150 Ballard Circle, Paducah, Kentucky, 42001, as Charterer, and Schedule 005 thereto, executed on July 15, 2016, between Owner and Charterer covering nineteen (19) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 0142B, MTC 0143B, MTC 0144B, MTC 0145B, MTC 0146B, MTC 0147B, MTC 0148B, MTC 0149B, MTC 0150B, MTC 0135, MTC 0101, MTC 0102, MTC 0103, MTC 0104, MTC 0105, MTC 0106, MTC 0107, MTC 0108, and MTC 0109 (more fully described on Appendix 1 to the Memorandum, a copy of which is attached hereto), together with all winches and other appurtenances forming a part or component of such vessels, and any and all additions, improvements or replacements thereto, or any part thereof, whether now owned or hereafter acquired.

I have enclosed our check in the amount of \$43 to cover the filing fee. Please return a filed copy of the enclosed Memorandum of Bareboat Charter Party to the undersigned at the address stated above.

Very truly yours,



Nathan P. Horner

RECORDATION NO. W203 FILED

AUG 15 2016 -10 :40 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER

between

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC ("Owner")

and

MARQUETTE TRANSPORTATION COMPANY, LLC ("Charterer")

July 15, 2016

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

CERTIFIED TRUE COPY

I have compared this copy to the original
Memorandum of Bareboat Charter and have found
the copy to be complete and identical in all respects
to the original document.



NOTARY PUBLIC

NATHAN P. HORNER
NOTARY PUBLIC
LA BAR No. 14381 / Notary No. 3251
Bossier Parish, State of Louisiana
My Commission is issued for 1.00

MEMORANDUM OF BAREBOAT CHARTER

THIS MEMORANDUM OF BAREBOAT CHARTER is made and entered into to be effective as of July 15, 2016, by and between REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, with offices at 1900 5th Avenue North, Suite 2400, Birmingham, Alabama, 35203 (hereinafter, together with its successors and assigns, "Owner"), and MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, with offices at 150 Ballard Circle, Paducah, Kentucky, 42001 (hereinafter, "Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter Agreement, dated as of April 8, 2016, as amended, and to Schedule 005 thereto, dated as of July 15, 2016 (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, the nineteen (19) used, United States documented, 200' x 35' x 13' inland hopper barges described on Appendix 1 attached hereto (hereinafter, the "Vessels").

3. The Bareboat Charter with respect to the Vessels became effective as of the date of Schedule 005 set forth in paragraph 1 above and shall be subject to a Term, as specified in the Bareboat Charter and the Schedule.

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 on this 15th day of July, 2016 to be effective as of the date first above written.

Owner:
REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC
By: Regions Equipment Finance Corporation, its Manager

By: Jonathan Descher
Name: Jonathan Descher
Title: ASSISTANT VICE PRESIDENT

Charterer:
MARQUETTE TRANSPORTATION COMPANY, LLC

By: _____
Name: Amy Bramlitt
Title: Chief Financial Officer

MEMORANDUM OF BAREBOAT CHARTER

THIS MEMORANDUM OF BAREBOAT CHARTER is made and entered into to be effective as of July 15, 2016, by and between REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, with offices at 1900 5th Avenue North, Suite 2400, Birmingham, Alabama, 35203 (hereinafter, together with its successors and assigns, "Owner"), and MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, with offices at 150 Ballard Circle, Paducah, Kentucky, 42001 (hereinafter, "Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter Agreement, dated as of April 8, 2016, as amended, and to Schedule 005 thereto, dated as of July 15, 2016 (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, the nineteen (19) used, United States documented, 200' x 35' x 13' inland hopper barges described on Appendix 1 attached hereto (hereinafter, the "Vessels").

3. The Bareboat Charter with respect to the Vessels became effective as of the date of Schedule 005 set forth in paragraph 1 above and shall be subject to a Term, as specified in the Bareboat Charter and the Schedule.

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 on this 15 day of July, 2016 to be effective as of the date first above written.

Owner:

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC

By: Regions Equipment Finance Corporation, its Manager

By: _____

Name:

Title:

Charterer:

MARQUETTE TRANSPORTATION COMPANY, LLC

By: Amy Bramlitt

Name: Amy Bramlitt

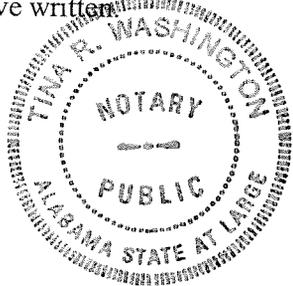
Title: Chief Financial Officer

ACKNOWLEDGMENTS

STATE OF ALABAMA)
) ss
COUNTY OF JEFFERSON)

On this 15th day of July, 2016, before me personally appeared Jonathan Drescher, to me personally known, who being by me duly sworn, says that she/he is the ASSISTANT VICE PRESIDENT of Regions Equipment Finance Corporation, the sole manager of REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, that the foregoing instrument was signed on behalf of said company by order of the Board of Directors of its manager, and he/she acknowledged that the execution of the said instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.



Tina R. Washington
NOTARY PUBLIC

Printed Name: Tina R. Washington My Commission Expires May 2, 2017
My commission expires: _____

STATE OF KENTUCKY)
) ss
COUNTY OF McCRACKEN)

On this ____ day of July, 2016, before me personally appeared Amy Bramlitt, to me personally known, who being by me duly sworn, says that she is the Chief Financial Officer of MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its Manager and Board of Directors, and she acknowledged that the execution of the said instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.

NOTARY PUBLIC

Printed Name: _____

My commission expires: _____

ACKNOWLEDGMENTS

STATE OF ALABAMA)
) ss
COUNTY OF JEFFERSON)

On this ____ day of July, 2016, before me personally appeared _____, to me personally known, who being by me duly sworn, says that she/he is the _____ of Regions Equipment Finance Corporation, the sole manager of REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, that the foregoing instrument was signed on behalf of said company by order of the Board of Directors of its manager, and he/she acknowledged that the execution of the said instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.

NOTARY PUBLIC

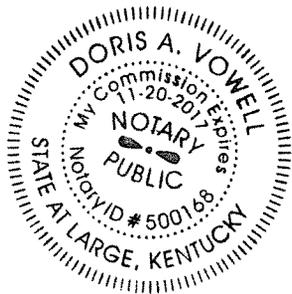
Printed Name: _____

My commission expires: _____

STATE OF KENTUCKY)
) ss
COUNTY OF McCRACKEN)

On this 15 day of July, 2016, before me personally appeared Amy Bramlitt, to me personally known, who being by me duly sworn, says that she is the Chief Financial Officer of MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its Manager and Board of Directors, and she acknowledged that the execution of the said instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.



Doris A. Vowell
NOTARY PUBLIC

Printed Name: Doris A. Vowell

My commission expires: 11-20-2017

**APPENDIX 1
TO
MEMORANDUM OF BAREBOAT CHARTER AGREEMENT
REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, Owner
MARQUETTE TRANSPORTATION COMPANY, LLC, Charterer**

Description of Vessels

<u>Name</u>	<u>Official No.</u>	<u>Hull No.</u>
MTC 0142B	1186492	05-2686
MTC 0143B	1186493	05-2687
MTC 0144B	1186494	05-2688
MTC 0145B	1186495	05-2689
MTC 0146B	1186496	05-2690
MTC 0147B	1186497	05-2691
MTC 0148B	1186498	05-2692
MTC 0149B	1186499	05-2693
MTC 0150B	1186500	05-2694
MTC 0135	1186501	05-2695
MTC 0101	1186502	05-2696
MTC 0102	1186503	05-2697
MTC 0103	1186504	05-2698
MTC 0104	1186505	05-2699
MTC 0105	1186506	05-2700
MTC 0106	1186507	05-2701
MTC 0107	1186508	05-2702
MTC 0108	1186509	05-2703
MTC 0109	1186510	05-2704

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