



Caitlin C. Farrell

P 202.585.6938

F 202.585.6969

cfarrell@thompsoncoburn.com

Admitted only in Illinois, supervised by DC licensed attorneys

WATER RECORDATION NO. 185  
FILED APRIL, 29 2016 1:54 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 Mortgage  
Transmittal Letter No. 3 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 Mortgage dated as of April 28, 2016, a primary document. We request that this document be given the next available recordation number.

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

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

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

A description of the equipment covered by the Memorandum of Mortgage consists of 51 freight barges with official numbers 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, and 1256508 (inclusive in each case). Included in the property covered by the aforesaid mortgage are barges intended for use related to interstate commerce owned by BTMU Leasing & Finance, Inc. at the date of said mortgage or thereafter acquired by it or its successors as owners of the barges covered by the mortgage. Kindly find a detailed list of the equipment in Exhibit A to the Memorandum of Mortgage.

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 Mortgage dated as of April 28, 2016 between The Bank of Tokyo-Mitsubishi UFJ, Ltd. and BTMU Leasing & Finance, Inc. covering 51 freight barges with official numbers 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, and 1256508 (in each case, inclusive).

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 MORTGAGE SURFACE TRANSPORTATION BOA

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

The undersigned have entered into that certain First Preferred Fleet Mortgage, dated March 31, 2016 (the "Mortgage"), whereby the Mortgagee has agreed to finance and the Mortgagor has agreed to grant a lien in those certain vessels as listed on Exhibit A of the mortgage and 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.

**Mortgagor:**  
BTMU Leasing & Finance, Inc.

**Mortgagee:**  
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

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

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

NAME: Lance Markowitz

NAME:

TITLE: President

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:

Before me:

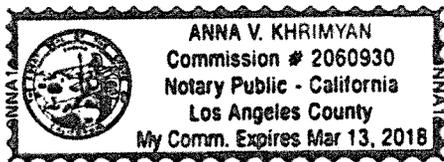
ANNA V. KHRIMYAN

Notary Public for: State of California

\_\_\_\_\_  
Notary Public for: \_\_\_\_\_

My Commission Expires: 3.13.2018

My Commission Expires: \_\_\_\_\_



**MEMORANDUM OF MORTGAGE**

Memorandum of Mortgage is made and entered into on April 20, 2016, by and between BTMU LEASING & FINANCE, INC., a Delaware corporation (“Mortgagor”) and THE BANK OF TOKYO-MITSUBISHI UFJ, LTD. (“Mortgagee”).

The undersigned have entered into that certain First Preferred Fleet Mortgage, dated March 31, 2016 (the “Mortgage”), whereby the Mortgagee has agreed to finance and the Mortgagor has agreed to grant a lien in those certain vessels as listed on Exhibit A of the mortgage and 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.

**Mortgagor:**  
BTMU Leasing & Finance, Inc.

**Mortgagee:**  
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

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

BY: K. Tsunemi

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: [Signature]

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 First Preferred Fleet Mortgage dated March 31, 2016, wherein BTMU Leasing & Finance, Inc., a Delaware corporation is the Mortgagor and The Bank of Tokyo-Mitsubishi UFJ, Ltd. is the Mortgagee (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.
CH0511	1167861
CH0512	1167865
CH0514	1167866
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

<b>Barge Name</b>	<b>Official No.</b>
CH0955	1224014
CH0956	1224015
CH0957	1224016
CH0958	1224017
CH0959	1224018
CH1409	1256508