

JAN 03 '11 -4 05 PM

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

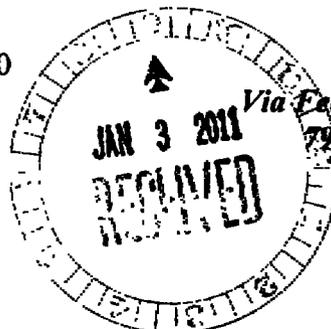
SURFACE TRANSPORTATION BOARD

NATHAN P. HORNER

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

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

December 30, 2010



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

Re: Banc of America Leasing & Capital, LLC - Charter to Martin Operating Partnership L.P.
Our File 16662-100618

Dear Secretary:

We represent Banc of America Leasing & Capital, LLC, the owner and lessor of the vessels described below, which have been chartered to Martin Operating Partnership L.P., as lessee/charterer. I have enclosed an original and one counterpart of a Memorandum of Bareboat Charter, dated December 28, 2010, 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:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 3 North
Tucker, Georgia 30084

Lessee/Charterer:

Martin Operating Partnership L.P.
4200 Stone Road
Kilgore, Texas 75663

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

The lease or bareboat charter covers the vessels MMLP 325, Hull No. 4691, Official Number 1230140 and the MMLP 326, Hull No. 4692, Official Number 1230139, each a 1619 gross ton, United States documented, double

hulled tank barge, together with all engines, machinery, masts, boats, anchors, cables, chains, rigging, tackle, apparel, furniture, winches, capstans, outfit, pumps, gears, furnishings, appliances, navigation equipment, and all other appurtenances thereto appertaining or belonging, and all inventory and equipment related thereto, 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 Banc of America Leasing & Capital, LLC, a Delaware limited liability company, whose address is 2059 Northlake Parkway, 3 North, Tucker, Georgia, 30084, as Owner and Lessor, and Martin Operating Partnership L.P., a Delaware limited partnership, whose address is 4200 Stone Road, Kilgore, Texas, 75663, as Lessee/Charterer, dated December 28, 2010, and covering the vessels MMLP 325, Hull No. 4691, Official Number 1230140 and the MMLP 326, Hull No. 4692, Official Number 1230139, each a 1619 gross ton, United States documented, double hulled tank barge, together with all engines and other appurtenances thereto, whether now owned or hereafter acquired, and all cash and non-cash proceeds thereof.

Very truly yours,

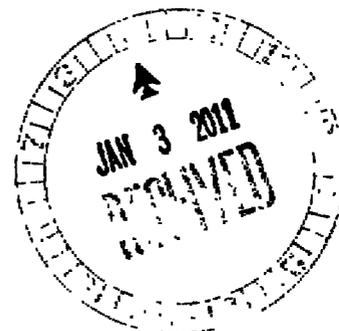


Nathan P. Horner

RECORDATION NO. W124 FILED

JAN 03 '11 -4 05 PM

SUNFALL TRANSPORTATION BOARD



MEMORANDUM OF BAREBOAT CHARTER AGREEMENT

between

BANC OF AMERICA LEASING & CAPITAL, LLC
("OWNER")

and

MARTIN OPERATING PARTNERSHIP L.P.
("CHARTERER")

December 28, 2010

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 201__, 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 28, 2010, by and between BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company ("Owner"), and MARTIN OPERATING PARTNERSHIP L.P., a Delaware limited partnership ("Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Bareboat Charter Agreement dated as of the date set forth above (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 two United States flagged, 1619 gross ton, tank barges identified on Schedule 1 attached hereto (hereinafter, the "Vessels").

3. The Bareboat Charter with respect to the Vessels became effective as of the date set forth in paragraph 1 above and shall be subject to the Term, as such term is 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:
BANC OF AMERICA LEASING & CAPITAL, LLC

By 
Name: *Cristina Foley*
Title: *Vice President*

CHARTERER:
MARTIN OPERATING PARTNERSHIP L.P.
By: Martin Operating GP LLC, its General Partner
By: Martin Midstream Partners L.P., its Sole Member
By: Martin Midstream GP LLC, its General Partner

By: _____
Name:
Title:

MEMORANDUM OF BAREBOAT CHARTER

THIS MEMORANDUM OF BAREBOAT CHARTER is made and entered into as of December 28, 2010, by and between BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company ("Owner"), and MARTIN OPERATING PARTNERSHIP L.P., a Delaware limited partnership ("Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Bareboat Charter Agreement dated as of the date set forth above (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 two United States flagged, 1619 gross ton, tank barges identified on Schedule 1 attached hereto (hereinafter, the "Vessels").
3. The Bareboat Charter with respect to the Vessels became effective as of the date set forth in paragraph 1 above and shall be subject to the Term, as such term is 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:
BANC OF AMERICA LEASING & CAPITAL, LLC

By _____
Name:
Title:

CHARTERER:
MARTIN OPERATING PARTNERSHIP L.P.
By: Martin Operating GP LLC, its General Partner
By: Martin Midstream Partners L.P., its Sole Member
By: Martin Midstream GP LLC, its General Partner

By: 
Name: **Robert D. Bondurant**
Title: **Executive Vice President/Chief Financial Officer**

ACKNOWLEDGMENTS

STATE OF GEORGIA)
) ss.
COUNTY OF DEKALB)

On this 28th day of December, 2010, before me personally appeared Cristina Foley, to me personally known, who being by me duly sworn, says that she/he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, 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/she acknowledged that the execution of the foregoing 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.



Vivian Hankins
NOTARY PUBLIC

Printed Name: VIVIAN HANKINS
NOTARY PUBLIC
Dekalb County - State of Georgia
My Comm. Expires Oct. 20, 2012

STATE OF TEXAS)
) ss.
COUNTY OF _____)

On this ___ day of December, 2010, before me personally appeared ROBERT D. BONDURANT, to me personally known, who being by me duly sworn, says that he is the Executive Vice President, Chief Financial Officer of Martin Midstream GP LLC, the general partner of Martin Midstream Partners L.P., the sole member of Martin Operating GP LLC, the general partner of MARTIN OPERATING PARTNERSHIP L.P., and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

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 GEORGIA)
) ss.
COUNTY OF DEKALB)

On this ___ day of December, 2010, before me personally appeared _____, to me personally known, who being by me duly sworn, says that she/he is the _____ of BANC OF AMERICA LEASING & CAPITAL, 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/she acknowledged that the execution of the foregoing 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

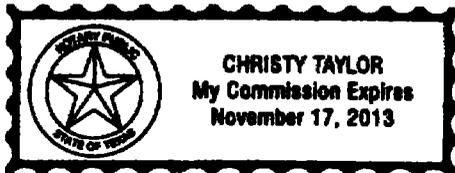
Printed Name: _____

My commission expires: _____

STATE OF TEXAS)
) ss.
COUNTY OF Gregg)

On this 28 day of December, 2010, before me personally appeared ROBERT D. BONDURANT, to me personally known, who being by me duly sworn, says that he is the Executive Vice President, Chief Financial Officer of Martin Midstream GP LLC, the general partner of Martin Midstream Partners L.P., the sole member of Martin Operating GP LLC, the general partner of MARTIN OPERATING PARTNERSHIP L.P., and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

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



Christy Taylor
NOTARY PUBLIC

Printed Name: Christy Taylor

My commission expires: November 17, 2013

SCHEDULE 1

Vessels subject to Bareboat Charter Party dated December 28, 2010 between Banc of America Leasing & Capital, LLC, as Owner, and Martin Operating Partnership L.P., as Charterer:

VESSEL	OFFICIAL NUMBER
MMLP 325	1230140
MMLP 326	1230139

together with all engines, machinery, masts, boats, anchors, cables, chains, rigging, tackle, apparel, furniture, winches, capstans, outfit, tools, pumps, gears, furnishings, appliances, fittings, navigation equipment, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, and all inventory and equipment related thereto, 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.