Davis Wright Tremaine LLP

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WATER RECORDATION NO. W159
FILED JANUARY 30, 2015 10:03 AM
SURFACE TRANSPORTATION BOARD

September 28, 2012

VIA ELECTRONIC FILING

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

Re: Memorandum of Bareboat Charter/Primary Document

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Bareboat Charter, dated as of January 29, 2015, a primary document as defined in the Board's Rules for Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the Memorandum of Bareboat Charter are:

Owner/Lessor: SunTrust Equipment Finance & Leasing Corp.
3333 Peachtree Road NE, 3rd Floor
Atlanta, GA 30326

Charter/Lessee: Marquette Transportation Company, LLC
150 Ballard Circle
Paducah, KY 42011

A description of the equipment covered by the Memorandum of Bareboat Charter consists of:

Five (5) U.S. flag barge vessels named "MTC 1470" through "MTC 1474", inclusive, with Official Numbers 1254754 through 1254758, inclusive, respectively.

A recording fee of $43.00 is being remitted. Please return recorded document 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:

DWT 26036299v1 0096069-000075

Primary Document: Memorandum of Bareboat Charter, dated January 29, 2015, between SunTrust Equipment Finance & Leasing Corp., as Owner /Lessor and Marquette Transportation Company, LLC as Charterer/Lessee covering five (5) U.S. Flag barge vessels named "MTC 1470" through "MTC 1474", inclusive, with Official Numbers 1254754 through 1254758, inclusive, respectively.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

RJS/smh
Attachment

Davis Wright Tremaine LLP

Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

Richard J. Schroeder
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January 29, 2015

VIA FEDERAL EXPRESS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: Recordation of Documents – Watercraft
Primary Document
Owner: SunTrust Equipment Finance & Leasing Corp.
Charterer: Marquette Transportation Company, LLC
Memorandum of Bareboat Charter

Dear Section Chief:

Enclosed please find a check in the amount of $43.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft, **Memorandum of Bareboat Charter** dated as of January 29, 2015. A copy of the face page is enclosed for your reference.

Please return the originals to:

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

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

Enclosures

DWT 26036274v1 0096069-000075

WATER RECORDATION NO. W159
FILED JANUARY 30, 2015 10:03 AM
SURFACE TRANSPORTATION BOARI

MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY

between

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

and

MARQUETTE TRANSPORTATION COMPANY, LLC

("CHARTERER")

JANUARY 29, 2015

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on January __, 2015, 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 January 29, 2015, 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. 1 thereto, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, five (5) United States documented freight 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: Dondra Benjamin
Name: DONDRA BENJAMIN
Title: VP

CHARTERER:

MARQUETTE TRANSPORTATION COMPANY, LLC

By _____
Name: Bruce L. Hahn
Title: Executive Vice President

[Memorandum of Master Bareboat Charter 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: Bruce L. Hahn
Title: Executive Vice President

[Memorandum of Master Bareboat Charter Signature Page]

STATE OF GEORGIA)
) ss.
COUNTY OF FULTON)

On this 28th day of January, 2015, before me personally appeared Bondra-Benjamin, to me personally known, who being by me duly sworn, says that s/he is the VP 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.

CAREY BROCK
MY COMMISSION EXPIRES
NOTARY
PUBLIC
AUGUST 11, 2018
CHEROKEE COUNTY, GA

Carey Brock
NOTARY PUBLIC

My commission expires: 8/11/18

STATE OF KENTUCKY)
) ss.
COUNTY OF MCCRACKEN)

On this ___ day of January, 2015, before me personally appeared Bruce L. Hahn, 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)

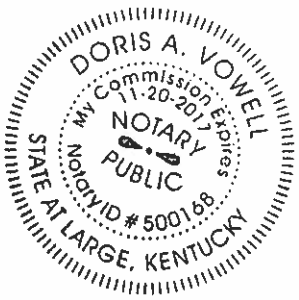
On this ___ day of December, 2014, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ _____ of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., a Virginia corporation, that the foregoing instrument was signed on behalf of said corporation, 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 30 day of December, 2014, before me personally appeared Bruce L. Hahn, 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 Supplements No. 1 thereto:

Name	Official No.
1. MTC 1470	1254754
2. MTC 1471	1254755
3. MTC 1472	1254756
4. MTC 1473	1254757
5. MTC 1474	1254758