

# Lugenbuhl

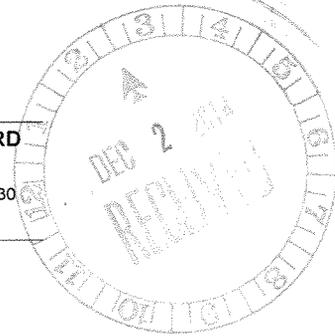
LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD

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



December 1, 2014

*Via Federal Express*  
0201 7720 0292 0730

RECORDATION NO. W149-A FILED

DEC 02 '14 -3 10 PM

**SURFACE TRANSPORTATION BOARD**

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

Re: Charter to Ingram Barge Company  
Our Matter No. 16662-140391

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 Ingram Barge Company, as lessee/charterer. I have enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and 49 C.F.R. §1177 *et seq.*, an original and one original counterpart of a First Amendment to Memorandum of Bareboat Charter dated October 31, 2014 (the "Amendment"), a secondary document, which amends that certain Memorandum of Bareboat Charter, dated September 30, 2014, between Regions Commercial Equipment Finance, LLC and Ingram Barge Company, recordation number W-149, a primary document. The Amendment amends the original Memorandum to reflect the change of the names of forty-five (45) of the seventy (70) Vessels chartered by Owner to Charterer.

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:

Ingram Barge Company  
4400 Harding Road  
Nashville, Tennessee 37205

A description of the equipment covered by the Amendment follows:

The First Amendment to Memorandum of Bareboat Charter covers seventy (70) inland hopper barges, whose names, hull numbers and official numbers are set forth on Schedule I attached thereto, together with any rigging and winches, and any and all improvements or replacements thereto, and all proceeds thereof, but excluding any other appurtenances, including, without limitation, ratchets, wires and covers.

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

The First Amendment to Memorandum of Bareboat Charter, dated October 31, 2014, to that certain Memorandum of Bareboat Charter, dated as of September 30, 2014, between Regions Commercial Equipment Finance, LLC, an Alabama limited liability company, with offices at 1900 5<sup>th</sup> Avenue North, Suite 2400, Birmingham, Alabama, 35203, as Owner, as assignee of Banc of America Leasing & Capital, LLC, and Ingram Barge Company, a Tennessee corporation, with offices at 4400 Harding Road, Nashville, Tennessee 37205, as Charterer, amends the original Memorandum to reflect the change of the names of forty-five (45) of the seventy (70) Vessels chartered by Owner to Charterer, as described on Schedule 1 thereto.

I have enclosed our check in the amount of \$43.00 to cover the filing fee. Please return a filed copy of the enclosed First Amendment to Memorandum of Bareboat Charter to the undersigned at the address stated above.

Very truly yours,

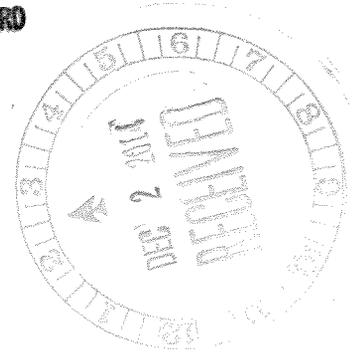


Nathan P. Horner

RECORDATION NO. W149-A FILED

DEC 02 '14 -3 10 PM

**SURFACE TRANSPORTATION BOARD**



---

FIRST AMENDMENT TO  
MEMORANDUM OF BAREBOAT CHARTER

between

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC  
("OWNER")

and

INGRAM BARGE COMPANY  
("CHARTERER")

October 31, 2014

---

Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on \_\_\_\_\_, 2014, at \_\_\_\_\_ a.m./p.m.  
Watercraft Recordation Number \_\_\_\_\_

**FIRST AMENDMENT TO  
MEMORANDUM OF BAREBOAT CHARTER**

**THIS FIRST AMENDMENT** (this "Amendment"), dated October 31, 2014, to that certain Memorandum of Bareboat Charter, dated as of September 30, 2014, is entered into by and between **REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC**, an Alabama limited liability company, with offices at 1900 5<sup>th</sup> Avenue North, Suite 2400, Birmingham, Alabama, 35203 (hereinafter, together with its successors and assigns, "Owner"), and **INGRAM BARGE COMPANY**, a Tennessee corporation, with offices at 4400 Harding Road, Nashville, Tennessee 37205 ("Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Amended and Restated Master Bareboat Charter Agreement and Schedule 1 thereto, each dated as of September 30, 2014 (collectively, the "Bareboat Charter"), pursuant to which Owner agreed to let and demise to Charterer, and Charterer agreed to hire from Owner, the seventy (70) inland hopper barges identified on Exhibit A attached hereto (hereinafter, the "Vessels"). A Memorandum of Bareboat Charter dated September 30, 2014 with respect to the Bareboat Charter was executed by Owner and Charterer and recorded as a primary document with the Surface Transportation Board (the "Board") on October 7, 2014 under Recordation No. W-149 (the "Original Memorandum").
2. The Bareboat Charter with respect to the Vessels became effective as of September 30, 2014 and is subject to a Term, as such term is defined in the Bareboat Charter.
3. Effective as of the date of this Amendment, Owner and Charterer have changed the names of forty-five (45) of the seventy (70) Vessels chartered by Owner to Charterer under Schedule 1 to the Bareboat Charter consistent with Charterer's barge naming/numbering system to reflect their conversion from open to covered hopper barges.
4. Owner and Charterer desire to amend and restate Exhibit A to the Original Memorandum to read, in its entirety, as provided on Exhibit A attached hereto in order to reflect the change of name of the converted Vessels.
5. This Amendment may be executed in counterparts.

[Signature Page Follows]

**IN WITNESS WHEREOF**, the parties hereto have caused this First Amendment to Memorandum of Bareboat Charter to be executed by their respective officers to be effective as of the date and year first above written.

Owner:

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC

By: Regions Equipment Finance Corporation, Manager

By  \_\_\_\_\_

Name: Dax Goforth

Title: Vice President

Charterer:

INGRAM BARGE COMPANY

By \_\_\_\_\_

Name: Jeffrey K. Belser

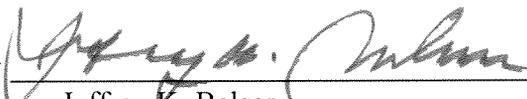
Title: Treasurer

**IN WITNESS WHEREOF**, the parties hereto have caused this First Amendment to Memorandum of Bareboat Charter to be executed by their respective officers to be effective as of the date and year first above written.

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

By \_\_\_\_\_  
Name: Dax Goforth  
Title: Vice President

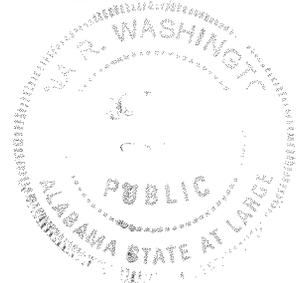
Charterer:  
INGRAM BARGE COMPANY

By   
Name: Jeffrey K. Belser  
Title: Treasurer

STATE OF ALABAMA )  
 ) ss.  
COUNTY OF JEFFERSON )

On this 31<sup>st</sup> day of October, 2014, before me personally appeared DAX GOFORTH, to me personally known, who being by me duly sworn, says that he is a Vice President of Regions Equipment Finance Corporation, the Manager of Owner, REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company; that the foregoing instrument was signed on behalf of Regions Equipment Finance Corporation acting in its capacity as the Manager of Owner by order of its Board of Directors; and he acknowledged that the execution of the said instrument was the free act and deed of said corporation, as Manager, and of Owner.

**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

STATE OF TENNESSEE )  
 ) ss.  
COUNTY OF DAVIDSON )

On this \_\_\_ day of October, 2014, before me personally appeared JEFFREY K. BELSER, to me personally known, who being by me duly sworn, says that he is the Treasurer of INGRAM BARGE COMPANY, a Tennessee corporation; that the foregoing instrument was signed on behalf of said company by order of its Board of Directors; and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

**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 ALABAMA )  
 ) ss.  
COUNTY OF JEFFERSON )

On this \_\_\_ day of October, 2014, before me personally appeared DAX GOFORTH, to me personally known, who being by me duly sworn, says that he is a Vice President of Regions Equipment Finance Corporation, the Manager of Owner, REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company; that the foregoing instrument was signed on behalf of Regions Equipment Finance Corporation acting in its capacity as the Manager of Owner by order of its Board of Directors; and he acknowledged that the execution of the said instrument was the free act and deed of said corporation, as Manager, and of Owner.

**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 TENNESSEE )  
 ) ss.  
COUNTY OF DAVIDSON )

On this 31<sup>ST</sup> day of October, 2014, before me personally appeared JEFFREY K. BELSER, to me personally known, who being by me duly sworn, says that he is the Treasurer of INGRAM BARGE COMPANY, a Tennessee corporation; that the foregoing instrument was signed on behalf of said company by order of its Board of Directors; and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

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



  
\_\_\_\_\_  
NOTARY PUBLIC  
Printed Name: TIFFANY M. REZENDES  
My commission expires: My Commission Expires May 8, 2018

**EXHIBIT A  
TO  
FIRST AMENDMENT TO MEMORANDUM OF BAREBOAT CHARTER**

**Description of Vessels**

Name	Hull No.	Official No.
OR-5316	1546-34	1078210
OR-5317	1546-35	1078211
OR-5318	1546-36	1078212
OR-5319	1546-37	1078213
OR-5320	1546-38	1078214
OR-5321	1546-39	1078215
OR-5322	1546-40	1078216
OR-5323	1546-41	1078217
OR-5324	1546-42	1078218
OR-5325	1546-43	1078219
OR-5326	1546-44	1078220
OR-5327	1546-45	1078221
OR 5328	1546-46	1078222
OR-5329	1546-47	1078223
OR 5331	1546-49	1078225
OR 5332	1546-50	1078226
OR 5333	1546-51	1078227
OR 5334	1546-52	1078228
OR 5335	1546-53	1078229
OR 5336	1546-54	1078230
OR 5337	1546-55	1078231
OR 5338	1546-56	1078232
IN995422 (ex-OR 5339)	1546-57	1078233
IN995423 (ex-OR 5340)	1546-58	1078234
IN995424 (ex-OR 5341)	1546-59	1078235
IN995425 (ex-OR 5342)	1546-60	1078236
IN995426 (ex-OR 5343)	1546-61	1078237
IN995427 (ex-OR 5344)	1546-62	1078238
IN995428 (ex-OR 5345)	1546-63	1078239
IN995429 (ex-OR 5346)	1546-64	1078240
IN995430 (ex-OR 5347)	1546-65	1078241
IN995431 (ex-OR 5348)	1546-66	1078242
IN995432 (ex-OR 5349)	1546-67	1078243
OR 5350	1546-68	1078244
IN995433 (ex-OR 5351)	1546-69	1078245
IN995434 (ex-OR 5352)	1546-70	1078246
IN995435 (ex-OR 5353)	1546-71	1078247
IN995436 (ex-OR 5354)	1546-72	1078248
IN995437 (ex-OR 5355)	1546-73	1078249
IN995438 (ex-OR 5356)	1546-74	1078250
IN995439 (ex-OR 5357)	1546-75	1078251

Name	Hull No.	Official No.
IN995440 (ex-OR 5358)	1546-76	1078252
IN995441 (ex-OR 5359)	1546-77	1078253
IN995442 (ex-OR 5360)	1546-78	1078254
IN995443 (ex-OR 5361)	1546-79	1078255
IN995444 (ex-OR 5362)	1546-80	1078256
IN995445 (ex-OR-5363)	1546-81	1078257
IN995446 (ex-OR-5365)	1546-83	1078259
IN995447 (ex-OR-5366)	1546-84	1078260
IN995448 (ex-OR-5367)	1546-85	1078261
IN995449 (ex-OR-5368)	1546-86	1078262
IN995450 (ex-OR-5369)	1546-87	1078263
OR-5370	1546-88	1078264
IN995451 (ex-OR-5371)	1546-89	1078265
IN995452 (ex-OR-5372)	1546-90	1078266
IN995453 (ex-OR-5373)	1546-91	1078267
IN995454 (ex-OR-5374)	1546-92	1078268
IN995455 (ex-OR-5375)	1546-93	1078269
IN995456 (ex-OR-5376)	1546-94	1078270
IN995457 (ex-OR-5377)	1546-95	1078271
IN995458 (ex-OR-5378)	1546-96	1078272
IN995459 (ex-OR-5379)	1546-97	1078273
IN995460 (ex-OR-5380)	1546-98	1078274
IN995461 (ex-OR-5381)	1546-99	1078275
IN995462 (ex-OR-5382)	1546-100	1078276
OR-5383	1546-101	1078277
IN995463 (ex-OR 5384)	1546-102	1078278
IN995464 (ex-OR 5385)	1546-103	1078279
IN995465 (ex-OR 5386)	1546-104	1078280
IN995466 (ex-OR 5387)	1546-105	1078281

together with any rigging and winches, and any and all improvements or replacements thereto, and excluding any other appurtenances, including, without limitation, ratchets, wires and covers (the “Vessels”). The Hailing Port of the Vessels is Cincinnati, Ohio.