

AUG 31 2016 -3 :50 PM

SURFACE TRANSPORTATION BOARD

Lugenbuhl

LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD

A LAW CORPORATION

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Nathan Horner
nhorner@lawla.com

August 30, 2016

Via Federal Express
7771 1303 0039

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 original counterpart of a Memorandum of Bareboat Charter, dated as of August 26, 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 eight (8) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 0110, Official No. 1186511, MTC 0111, Official No. 1186512, MTC 0112, Official No. 1186513, MTC 0113, Official No. 1186514, MTC 0114, Official No. 1186515, MTC 0115, Official No. 1186516, MTC 0116, Official No. 1186517, and MTC 0117, Official

No. 1186518 (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 006 thereto, dated as of August 26, 2016, between Owner and Charterer covering eight (8) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 0110, Official No. 1186511, MTC 0111, Official No. 1186512, MTC 0112, Official No. 1186513, MTC 0113, Official No. 1186514, MTC 0114, Official No. 1186515, MTC 0115, Official No. 1186516, MTC 0116, Official No. 1186517, and MTC 0117, Official No. 1186518 (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. W 207 FILED

AUG 31 2016 -3:50 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER

between

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC (“Owner”)

and

MARQUETTE TRANSPORTATION COMPANY, LLC (“Charterer”)

August 26, 2016

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

MEMORANDUM OF BAREBOAT CHARTER

THIS MEMORANDUM OF BAREBOAT CHARTER is made and entered into to be effective as of August 26, 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 006 thereto, dated as of August 26, 2016 (collectively, as amended, the "Bareboat Charter").

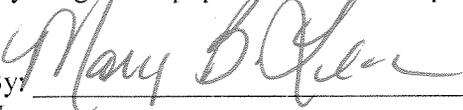
2. Pursuant to the Bareboat Charter, Owner has agreed to let and demise to Charterer, and the Charterer has agreed to hire from Owner, the eight (8) used, United States documented, 200' x 35' x 13' inland hopper barges described on Appendix 1 attached hereto (hereinafter, the "Vessels").

3. The Bareboat Charter with respect to the Vessels became effective as of the date of Schedule 006 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 25th day of August, 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: Mary B. Lewis - VICE PRESIDENT
Title:

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 August 26, 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 006 thereto, dated as of August 26, 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 eight (8) 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 006 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 26th day of August, 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 26 day of August, 2016, before me personally appeared Mary B. Lewis, to me personally known, who being by me duly sworn, says that she/he is the 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.

April Fairbanks
NOTARY PUBLIC

Printed Name: April Fairbanks

My commission ~~EXPIRES~~ **EXPIRES JANUARY 11, 2018**

STATE OF KENTUCKY)
) ss
COUNTY OF McCRACKEN)

On this _____ day of August, 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 August, 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 25 day of August, 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.

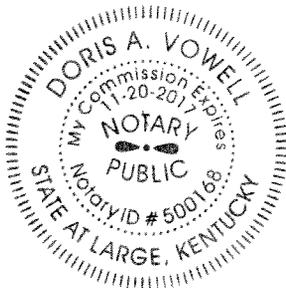
IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.

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 0110	1186511	05-2705
MTC 0111	1186512	05-2706
MTC 0112	1186513	05-2707
MTC 0113	1186514	05-2708
MTC 0114	1186515	05-2709
MTC 0115	1186516	05-2710
MTC 0116	1186517	05-2711
MTC 0117	1186518	05-2712

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").