

REGISTRATION NO. W146 FILED

APR 25 '14 -1 39 PM

Lugenbuhl

SURFACE TRANSPORTATION BOARD

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

601 POYDRAS STREET | SUITE 2775 | NEW ORLEANS, LA 70130

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Nathan Horner
nhorner@lawla.com

April 24, 2014

Via Federal Express
7986 4344 2347

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

Dear Sir or Madam:

We represent BMO Harris Equipment Finance Company, the owner and lessor of the vessels described below, which have been chartered to Settoon Towing LLC, as lessee/charterer. I have enclosed an original and one counterpart of a Memorandum of Bareboat Charter Party, dated April 16, 2014, 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:

BMO Harris Equipment Finance Company
250 East Wisconsin Avenue
Milwaukee, Wisconsin, 53202

Lessee/Charterer:

Settoon Towing LLC
1073 Highway 70
Pierre Part, Louisiana 70339

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

The bareboat charter covers the vessels SMI 30058, Hull No. 5027, Official No. 1202009, SMI 30059, Hull No. 5028, Official No. 1202010, SMI 30060, Hull No. 5043, Official No. 1202012, and SMI 30061, Hull No. 5044, Official No. 1202013, each a United States documented, 297.6' x 54' x 12', double-skinned tank barge, together with all engines, machinery, masts, anchors, cables, chains, rigging, tackle, winches, capstans, outfit, tools, pumps, fittings,

navigation and communications equipment (including related software), computers, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, 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 proceeds thereof.

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

Master Bareboat Charter Agreement between BMO Harris Equipment Finance Company, a Wisconsin corporation, with offices at 250 East Wisconsin Avenue, Milwaukee, Wisconsin, 53202, as Owner, and Settoon Towing LLC, a Delaware limited liability company, with offices at 1073 Highway 70, Pierre Part, Louisiana 70339, as Charterer, dated April 10, 2014, and Schedules 001 through 004 thereto, respectively covering the vessels SMI 30058, Hull No. 5027, Official No. 1202009, SMI 30059, Hull No. 5028, Official No. 1202010, SMI 30060, Hull No. 5043, Official No. 1202012, and SMI 30061, Hull No. 5044, Official No. 1202013, each a United States documented, 297.6' x 54' x 12', double-skinned tank barge, together with all engines, machinery, masts, anchors, cables, chains, rigging, tackle, winches, capstans, outfit, tools, pumps, fittings, navigation and communications equipment (including related software), computers, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, 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 proceeds thereof.

I have enclosed our check in the amount of \$44 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. W146 FILED

APR 25 '14 -1 39 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER PARTY

between

BMO HARRIS EQUIPMENT FINANCE COMPANY
("Owner")

and

SETTOON TOWING LLC
("Charterer")

April 16, 2014

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2014, 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 April 16, 2014, by and between **BMO HARRIS EQUIPMENT FINANCE COMPANY**, a Wisconsin corporation, with offices at 250 East Wisconsin Avenue, Milwaukee, Wisconsin, 53202 (hereinafter, together with its successors and assigns, "Owner"), **SETTOON TOWING LLC**, a Delaware limited liability company, with offices at 1073 Highway 70, Pierre Part, Louisiana 70339 (hereinafter, "Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter Agreement dated as of April 10, 2014 and are or will become parties to Schedules incorporating the terms of the master agreement (collectively, the "Bareboat Charter").

2. Owner has agreed, subject to the terms of the Bareboat Charter, to let and demise to Charterer, and the Charterer has agreed to hire from Owner, the United States documented 297.6' x 54' x 12', double-skinned tank barges identified on Appendix 1 attached hereto (hereinafter, the "Vessels").

3. The Bareboat Charter with respect to the Vessels becomes effective as of the date of the Schedule(s) covering the Vessels and shall be subject to a Charter Period, as such term is defined in the Bareboat Charter and the applicable Schedule(s).

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 16th day of April, 2014 to be effective as of the date and year first above written.

Owner:
BMO HARRIS EQUIPMENT FINANCE COMPANY

By: Jon B. Lipstreuer
Name: _____
Title: **Jon B. Lipstreuer**
Senior Vice President

Charterer:
SETTOON TOWING LLC

By: _____
Name: Michael C. Ellis
Title: Executive Vice President

MEMORANDUM OF BAREBOAT CHARTER

THIS MEMORANDUM OF BAREBOAT CHARTER is made and entered into to be effective as of April 16, 2014, by and between **BMO HARRIS EQUIPMENT FINANCE COMPANY**, a Wisconsin corporation, with offices at 250 East Wisconsin Avenue, Milwaukee, Wisconsin, 53202 (hereinafter, together with its successors and assigns, "Owner"), **SETTOON TOWING LLC**, a Delaware limited liability company, with offices at 1073 Highway 70, Pierre Part, Louisiana 70339 (hereinafter, "Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter Agreement dated as of April 10, 2014 and are or will become parties to Schedules incorporating the terms of the master agreement (collectively, the "Bareboat Charter").
2. Owner has agreed, subject to the terms of the Bareboat Charter, to let and demise to Charterer, and the Charterer has agreed to hire from Owner, the United States documented 297.6' x 54' x 12', double-skinned tank barges identified on Appendix I attached hereto (hereinafter, the "Vessels").
3. The Bareboat Charter with respect to the Vessels becomes effective as of the date of the Schedule(s) covering the Vessels and shall be subject to a Charter Period, as such term is defined in the Bareboat Charter and the applicable Schedule(s).
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 16th day of April, 2014 to be effective as of the date and year first above written.

Owner:
BMO HARRIS EQUIPMENT FINANCE COMPANY

By: _____
Name:
Title:

Charterer:
SETTOON TOWING LLC

By:  _____
Name: Michael C. Ellis
Title: Executive Vice President

STATE OF WISCONSIN)
) ss.
COUNTY OF MILWAUKEE)

On this 16th day of April, 2014, before me personally appeared Jon Lipstrewer, to me personally known, who being by me duly sworn, says that she/he is the Senior Vice President of BMO HARRIS EQUIPMENT FINANCE COMPANY, a Wisconsin corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors, and he/she 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.

Kristen A Weber
NOTARY PUBLIC

Printed Name: KRISTEN A Weber

My commission expires: 10-12-14

STATE OF LOUISIANA)
) ss.
PARISH OF _____)

On this ___ day of April, 2014, before me personally appeared Michael C. Ellis, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of SETTOON TOWING 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 he 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 WISCONSIN)
) ss.
COUNTY OF MILWAUKEE)

On this ___ day of April, 2014, before me personally appeared _____, to me personally known, who being by me duly sworn, says that she/he is the _____ of BMO HARRIS EQUIPMENT FINANCE COMPANY, a Wisconsin corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors, and he/she 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 LOUISIANA)
) ss.
PARISH OF St. Martin)

On this 16th day of April, 2014, before me personally appeared Michael C. Ellis, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of SETTOON TOWING 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 he 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.

Michelle G. Sanchez
NOTARY PUBLIC
Printed Name: Michelle G. Sanchez # 90399
My commission expires: at my death

APPENDIX 1

Vessels which are or may become subject to that certain Master Bareboat Charter Agreement dated April 10, 2014, and the Schedule(s) related thereto, between BMO Harris Equipment Finance Company, as Owner, and Settoon Towing LLC, as Charterer:

<u>Vessel</u>	<u>Hull No.</u>	<u>Official No.</u>
SMI 30058	5027	1202009
SMI 30059	5028	1202010
SMI 30060	5043	1202012
SMI 30061	5044	1202013

together with all engines, machinery, masts, anchors, cables, chains, rigging, tackle, winches, capstans, outfit, tools, pumps, fittings, navigation and communications equipment (including related software), computers, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, 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 (collectively the "Vessels"), and all proceeds thereof.