

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

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

NATHAN P. HORNER



October 9, 2009

Via Federal Express
7960 1690 5906

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

Re: Regions Equipment Finance, Ltd. – Charter to Marquette Transportation
Company, LLC
Our File 18255-09447

Dear Secretary:

We represent Regions Equipment Finance, Ltd., 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 counterpart of a Memorandum of Bareboat Charter, dated September 25, 2009, 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 Equipment Finance, Ltd.
1900 Fifth Avenue North, Suite 2400
Birmingham, Alabama, 35203

Lessee/Charterer

Marquette Transportation Company, LLC
150 Ballard Circle
Paducah, Kentucky, 42001

RECORDATION NO. W116 FILED
OCT 13 '09 11-50 AM
SURFACE TRANSPORTATION BOARD

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

The lease or bareboat charter covers twenty (20) United States flag inland river hopper barges, the MTC 731, Official No. 1221657, MTC 732, Official No. 1221658, MTC 733, Official No. 1221659, MTC 734, Official No. 1221660, MTC 735, Official No. 1221661, MTC 736, Official No. 1221662, MTC 737, Official No. 1221663, MTC 738, Official No. 1221664, MTC 739, Official No. 1221665, MTC 740, Official No. 1221666, MTC 741, Official No. 1221667,

MTC 742, Official No. 1221668, MTC 743, Official No. 1221669, MTC 744, Official No. 1221670, MTC 745, Official No. 1221671, MTC 746, Official No. 1221672, MTC 747, Official No. 1221673, MTC 748, Official No. 1221674, MTC 749, Official No. 1221675, and MTC 750, Official No. 1221676, together with all machinery, masts, anchors, cables, chains, rigging, tackle, apparel, winches, capstans, outfit, tools, pumps, appliances, fittings, navigation equipment, covers, 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, and all cash and non-cash proceeds thereof.

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

Lease or bareboat charter between Regions Equipment Finance, Ltd., an Alabama limited partnership, whose address is 1900 Fifth Avenue North, Suite 2400, Birmingham, Alabama, 35203, as Owner and Lessor, and Marquette Transportation Company, LLC, a Delaware limited liability company, whose address is 150 Ballard Circle, Paducah, Kentucky, 42001, dated September 25, 2009, and covering the vessels MTC 731, Official No. 1221657, MTC 732, Official No. 1221658, MTC 733, Official No. 1221659, MTC 734, Official No. 1221660, MTC 735, Official No. 1221661, MTC 736, Official No. 1221662, MTC 737, Official No. 1221663, MTC 738, Official No. 1221664, MTC 739, Official No. 1221665, MTC 740, Official No. 1221666, MTC 741, Official No. 1221667, MTC 742, Official No. 1221668, MTC 743, Official No. 1221669, MTC 744, Official No. 1221670, MTC 745, Official No. 1221671, MTC 746, Official No. 1221672, MTC 747, Official No. 1221673, MTC 748, Official No. 1221674, MTC 749, Official No. 1221675, and MTC 750, Official No. 1221676, together with all machinery, masts, anchors, cables, chains, rigging, tackle, apparel, winches, capstans, outfit, tools, pumps, appliances, fittings, navigation equipment, covers, 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, and all cash and non-cash proceeds thereof.

I have enclosed our check in the amount of \$41.00 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.

Very truly yours,



Nathan P. Horner

MEMORANDUM OF BAREBOAT CHARTER PARTY

between

REGIONS EQUIPMENT FINANCE, LTD.
("OWNER")

and

MARQUETTE TRANSPORTATION COMPANY, LLC
("CHARTERER")

September 25, 2009

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2009, at _____ a.m./p.m.
Watercraft Recordation Number _____

MEMORANDUM OF BAREBOAT CHARTER

THIS MEMORANDUM OF BAREBOAT CHARTER is made and entered into as of September 25, 2009, by and between Regions Equipment Finance, Ltd., an Alabama limited partnership ("Owner"), and Marquette Transportation Company, LLC, a Delaware limited liability company ("Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter, and to Schedule 001 thereto, each dated as of September 25, 2009 (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, twenty (20) United States documented, inland hopper barges as identified on Schedule I 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 an Interim Period and to a Base Term, as such terms are 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:
REGIONS EQUIPMENT FINANCE, LTD.
By: Regions Equipment Finance Corporation,
its General Partner

By Mary O. Lewis
Name: Mary O. Lewis
Title: **ASST. VICE PRESIDENT**

CHARTERER:
MARQUETTE TRANSPORTATION COMPANY, LLC

By Gason W. Nyberg
Name: Gason W. Nyberg
Title: Vice President of Finance

STATE OF ALABAMA)
) ss.
COUNTY OF Jefferson)

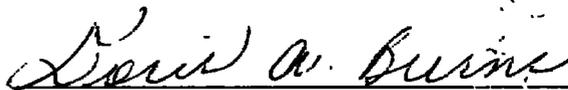
On this 25th day of, September, 2009. before me personally appeared Mary B Lewis to me personally known, who being by me duly sworn, says that she/he is the Dist VP of Regions Equipment Finance Corporation, the General Partner of REGIONS EQUIPMENT FINANCE, LTD., an Alabama limited partnership, that the 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 acting in its capacity as the general partner of the partnership.



NOTARY PUBLIC - STATE OF ALABAMA -
VIVIAN HOOD
My Commission Expires May 10, 2011
My commission expires: _____

STATE OF KENTUCKY)
) ss.
COUNTY OF McCracken)

On this 25 day of September, 2009, before me personally appeared Jason W. Nyberg. to me personally known, who being by me duly sworn, says that he is the Vice President of Finance 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 Board of Directors, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.



NOTARY PUBLIC
My commission expires: 1-19-2010

SCHEDULE 1

Vessels subject to Master Bareboat Charter Agreement and Schedule 001 thereto each dated September 25, 2009 between Regions Equipment Finance, Ltd., as Owner, and Marquette Transportation Company, LLC, as Charterer:

<u>Vessel Name</u>	<u>Hull No.</u>	<u>Official No.</u>
MTC 731	5909-13	1221657
MTC 732	5909-14	1221658
MTC 733	5909-15	1221659
MTC 734	5909-16	1221660
MTC 735	5909-17	1221661
MTC 736	5909-18	1221662
MTC 737	5909-19	1221663
MTC 738	5909-20	1221664
MTC 739	5909-21	1221665
MTC 740	5909-22	1221666
MTC 741	5909-23	1221667
MTC 742	5909-24	1221668
MTC 743	5909-25	1221669
MTC 744	5909-26	1221670
MTC 745	5909-27	1221671
MTC 746	5909-28	1221672
MTC 747	5909-29	1221673
MTC 748	5909-30	1221674
MTC 749	5909-31	1221675
MTC 750	5909-32	1221676

together with all machinery, masts, anchors, cables, chains, rigging, tackle, apparel, winches, capstans, outfit, tools, pumps, appliances, fittings, navigation equipment, covers, 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, and all cash and non-cash proceeds thereof.