



NOV 01 '13 -3 4 1 PM

Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

SURFACE TRANSPORTATION BOARD

Richard J. Schroeder
206 757.8139 tel
206 757 7139 fax

rickschroeder@dwt.com

November 1, 2013

VIA ELECTRONIC FILING

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001
Washington, DC 20024 (express courier)

Re: Recordation of Documents – Watercraft
Seller: Banc of America Leasing & Capital LLC
Purchaser: The Port of Portland
Memorandum of Installment Purchase Agreement (Schedule No. 02)
Ramp Barge Vessel “RB-120”, Hull No. 22

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Installment Purchase Agreement (Schedule No. 02), dated as of November 1, 2013, 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 Installment Purchase Agreement are:

Seller Bank of America Leasing & Capital LLC
555 California Street, 4th Floor
MC: CA5-705-04-01
San Francisco, CA 94104

Purchaser: The Port of Portland
7200 N.E. Airport Way
Portland, OR 97218

DWI 22904397v2 0084757-000066

Anchorage
Baltimore
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C.

www.dwt.com

Chief Section of Administration
November 1, 2013
Page 2

A description of the equipment covered by the Memorandum of Installment Purchase Agreement (Schedule No. 02) consists of:

One non-documented 2011 Diversified Marine, Inc built ramp barge vessel with 120 ft length, 10 ft depth and 48 ft breadth known as "RB-120", with Hull No. 22 and hailing port of Portland, Oregon.

A recording fee of \$44.00 is being remitted. Please return recorded document to

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

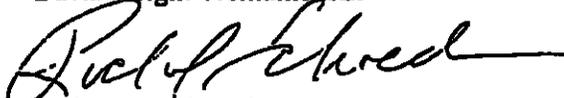
A short summary of the document to appear in the index as follows:

Primary Document: Memorandum of Installment Purchase Agreement (Schedule No. 02), dated as of November 1, 2013, between Bank of America Leasing & Capital L.L.C, as Seller and the Port of Portland, as Purchaser covering one non-documented 2011 Diversified Marine, Inc. built ramp barge vessel known as "RB-120", with Hull No. 22 and hailing port of Portland, Oregon.

The document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine J.L.P



Richard J Schroeder

Enclosure



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

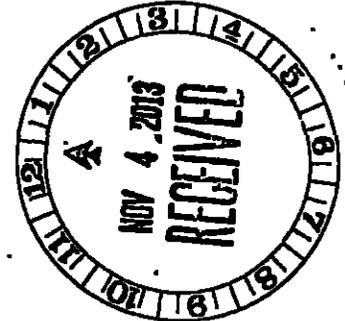
Richard J. Schroeder
206 757 8139 tel
206 757 7139 fax

rckschroeder@dwt.com

November 1, 2013

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
Seller: Banc of America Leasing & Capital, LLC
Purchaser: The Port of Portland

Non-documented ramp barge vessel “RB-120”, Hull No. 22

Dear Section Chief,

Enclosed please find a check in the amount of \$44.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft, Memorandum of Installment Purchase Agreement (Schedule No. 02) dated as of November 1, 2013. A copy of the face page is enclosed for your reference.

Please return the originals to:

Richard J Schroeder
Davis Wright Tremaine LLP
1201 Third Avenue, Suite 2200
Seattle, WA 98101

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

Enclosures

DW1 22905012v1 0084757-000066

Anchorage
Bellevue
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C

100% ♻️

www.dwt.com

NOV 01 '13 -3 4 1 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INSTALLMENT PURCHASE AGREEMENT
(Schedule No. 02)

Dated as of November 1, 2013

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
Seller

and

THE PORT OF PORTLAND
Purchaser

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2013, at ____:____ M
Watercraft Recordation Number _____

MEMORANDUM OF INSTALLMENT PURCHASE AGREEMENT

THIS MEMORANDUM OF INSTALLMENT PURCHASE AGREEMENT AGREEMENT (Schedule No. 02) dated as of November 1, 2013 is made by and between **THE PORT OF PORTLAND**, a port district organized under Oregon Revised Statutes Chapter 778 ("Purchaser"), and **BANC OF AMERICA LEASING & CAPITAL, LLC**, a Delaware limited liability company ("Seller").

WITNESSETH

1. Pursuant to a Master Installment Purchase Agreement dated June 6, 2013, together with Schedule of Property No. 02 hereto dated November 1, 2013 (collectively, the "Installment Purchase Agreement"), Purchaser has pledged to Seller the non-documented ramp barge vessel "RB-120" as set forth on Exhibit A attached hereto.

2. The Installment Purchase Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Term as defined in the Installment Purchase Agreement.

3. The Installment Purchase Agreement is not made under Chapter 313 of Title 46 U.S. Code.

4. The Installment Purchase Agreement does not contain a "hereafter acquired" clause.

5. This Memorandum of Installment Purchase Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of
Installment Purchase Agreement (Schedule No. 02) to be signed and sealed by their respective
corporate officers as of the date and year first above written.

Seller.

Banc of America Leasing & Capital, LLC

By Eileen Harwell
Name **Eileen Harwell**
Title **Vice President**

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

BEFORE ME, the undersigned authority in and for the State and County aforesaid,
personally came and appeared: Eileen Harwell, to me known, who, being by me duly sworn, did
depose and state that s/he is the Vice President of Banc of America Leasing & Capital, LLC, the
limited liability company which is described in and which executed the foregoing Memorandum
of Installment Payment Agreement as Seller, that s/he signed her/his name thereto by order of
the members of said limited liability company; and s/he acknowledged the within instrument to
be the free act and deed of the said limited liability company, and of her/himself as such officer
thereof, for the uses and purposes therein expressed

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of October,
2013.

NOTARY PUBLIC
My commission Expires: _____

*See
attached*

[Seller signature page-STB]

ACKNOWLEDGMENT

State of California
County of San Francisco)

On 10-30-13 before me, Lori Kerfus, Notary Public
(insert name and title of the officer)

personally appeared Eileen Horwell
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) (is/are)
subscribed to the within instrument and acknowledged to me that he (she/they) executed the same in
his (her/their) authorized capacity(ies), and that by his (her/their) signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct

WITNESS my hand and official seal.



Signature Lori Kerfus (Seal)

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Installment Purchase Agreement (Schedule No. 02) to be signed and sealed by their respective corporate officers as of the date and year first above written.

Purchaser:

THE PORT OF PORTLAND

By. [Signature]

Name Cynthia Ann Nichol
Title Chief Financial Officer and Director of Financial and Administrative Services

STATE OF OREGON

COUNTY OF MULTNOMAH

BEFORE ME, the undersigned authority in and for the State and County aforesaid, personally came and appeared: Cynthia Ann Nichol, ^{Director of Financial and Administrative Services} to me known who, being by me duly sworn, did depose and state that s/he is the Chief Financial Officer and of The Port of Portland, the port district which is described in and which executed the foregoing Memorandum of Installment Payment Agreement as Purchaser, that s/he signed her/his name thereto by order of the Commissioners of the said port district; and s/he acknowledged the within instrument to be the free act and deed of the said port district, and of her/himself as such officer thereof, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of October, 2013

[Signature]
NOTARY PUBLIC
My commission Expires. NOV. 03, 2015



[Purchaser signature page-STB]

EXHIBIT A
TO MEMORANDUM OF INSTALLMENT PURCHASE AGREEMENT SCHEDULE NO. 02
DATED AS OF NOVEMBER 1, 2013

Vessel subject to Master Installment Purchase Agreement dated as of June 6, 2013 and Property Schedule No. 02 thereto dated November 1, 2013, between Banc of America Leasing & Capital, LLC, as Seller, and The Port of Portland, as Purchaser.

2011 (year) built ramp barge vessel with 120 ft length, 10 depth, and 48 breadth, known as "RB-120", with Hull No 22 and hailing port of Portland, Oregon.

And all equipment located onboard or used in connection with the above described vessel, the whole of the vessel, together with her machinery, masts, spars, riggings, anchors, cable, chains, tackle, tools, apparel, fittings, spare parts, and all other appurtenances thereunto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not, and all additions, renewals and replacements hereafter made in or to the vessel, and proceeds thereof.