

RECORDATION NO. W202 FILED

AUG 15 2016 -10 :30 AM

SURFACE TRANSPORTATION BOARD

# Lugenbuhl

**LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD**

A LAW CORPORATION

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TEL: 504.568.1990 | FAX: 504.310.9195

Nathan Horner  
nhorner@lawla.com

August 9, 2016

***Via Federal Express***  
**7769 5435 5242**

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 certified true copy of a Memorandum of Bareboat Charter, executed on July 15, 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 nine (9) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 6631B, MTC 6641B, MTC 6651B, MTC 0136B, MTC 0137B, MTC 0138B, MTC 0139B, MTC 0140B, and MTC 0141B (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 004 thereto, executed on July 15, 2016, between Owner and Charterer covering nine (9) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 6631B, MTC 6641B, MTC 6651B, MTC 0136B, MTC 0137B, MTC 0138B, MTC 0139B, MTC 0140B, and MTC 0141B (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

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF BAREBOAT CHARTER

between

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC ("Owner")

and

MARQUETTE TRANSPORTATION COMPANY, LLC ("Charterer")

July 15, 2016

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

**CERTIFIED TRUE COPY**

I have compared this copy to the original  
Memorandum of Bareboat Charter and have found  
the copy to be complete and identical in all respects  
to the original document.



NOTARY PUBLIC

**NATHAN P. HORNER**  
NOTARY PUBLIC

**LA BAR No. 14381/ Notary No. 3251**

**Parish of Orleans, State of Louisiana**  
**My Commission is based for 4.00**

## MEMORANDUM OF BAREBOAT CHARTER

**THIS MEMORANDUM OF BAREBOAT CHARTER** is made and entered into to be effective as of July 15, 2016, 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 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 004 thereto, dated as of July 15, 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 nine (9) 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 004 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 15<sup>th</sup> day of July, 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: Jonathan Drescher  
Name: Jonathan Drescher  
Title: ASSISTANT VICE PRESIDENT

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 July 15, 2016, 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 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 004 thereto, dated as of July 15, 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 nine (9) 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 004 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 15 day of July, 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

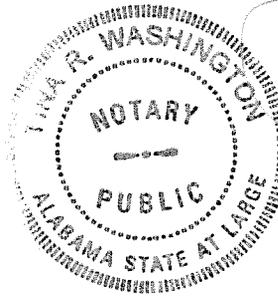
By: Amy Bramlitt  
Name: Amy Bramlitt  
Title: Chief Financial Officer

ACKNOWLEDGMENTS

STATE OF ALABAMA )
) ss
COUNTY OF JEFFERSON )

On this 15th day of July, 2016, before me personally appeared Jonathan Drescher, to me personally known, who being by me duly sworn, says that she/he is the ASSISTANT 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.



[Signature]
NOTARY PUBLIC
Printed Name: Tina R Washington
My Commission Expires May 2, 2017

STATE OF KENTUCKY )
) ss
COUNTY OF MCCRACKEN )

On this \_\_\_ day of July, 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 July, 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 )

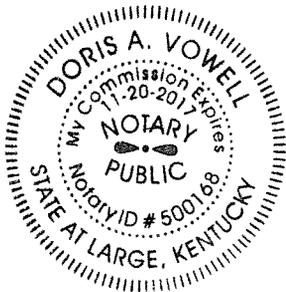
On this 15 day of July, 2016, before me personally appeared Amy Bramlitt, to me personally known, who being by me duly sworn, says that she is the Chief Financial Officer of MARQUETTE TRANSPORTATION COMPANY, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf 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: 11-30-2017



**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 6631B	1184606	1620-13
MTC 6641B	1184604	1620-14
MTC 6651B	1184605	1620-15
MTC 0136B	1186486	05-2680
MTC 0137B	1186487	05-2681
MTC 0138B	1186488	05-2682
MTC 0139B	1186489	05-2683
MTC 0140B	1186490	05-2684
MTC 0141B	1186491	05-2685

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").