



RECORDATION NO. W176A FILED

JUN 03 2016 -2:40 PM

CARVER DARDEN

SURFACE TRANSPORTATION BOARD

June 1, 2016

Via Federal Express

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street SW
Washington, DC 20423-0001

RE: RECORDATION OF DOCUMENTS – WATERCRAFT
OWNER/LESSOR: CITIZENS ASSET FINANCE, INC.
CHARTERER/LESSOR: MARQUETTE TRANSPORTATION COMPANY,
LLC

Dear Section Chief:

We represent Citizens Asset Finance, Inc. the owner and lessor of the vessels described below, which have been chartered to Marquette Transportation Company, LLC lessee/charterer. Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is an original and one counterpart of an Amendment to Memorandum of Master Bareboat Charter, dated as of May 11, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The Amendment amends the Memorandum of Master Bareboat Charter dated as of January 4, 2016, filed with the National Surface Transportation Board on January 11, 2016, and assigned Recordation No. W176.

This document does not contain a hereafter acquired clause.

The names and address of the parties to the document are as follows:

OWNER: CITIZENS ASSET FINANCE, INC.
480 Jefferson Blvd., Mail Stop RJE150,
Warwick, Rhode Island 02886

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

Carver Darden Koretzky Tessier Finn Blossman & Areaux LLC

ENERGY CENTRE • 1100 POYDRAS ST. • SUITE 3100 • NEW ORLEANS, LA 70163
P: (504) 585.3800 • F: (504) 585.3801

(a) A description of the equipment covered by the charter Schedule No.4 evidenced by the document follows:

The bareboat charter covers ten (10) 200' x 35' x 13' covered hopper barges CH0940 through CH0949 inclusive (all as more fully described on Appendix 1 to the Memorandum, a copy of which is attached hereto), together with all winches, covers, and other appurtenances forming a component part or part of such vessels, and any additions, improvements or replacements thereto, whether now owned or hereafter acquired.

The vessels subject to Schedules 1-3 are described in the original Memorandum filed under Recordation No. W176.

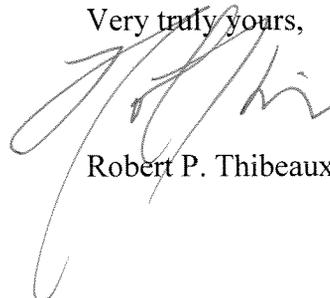
(b) A short summary of the document to appear in the index follows:

Master Bareboat Charter Agreement dated January 4, 2016 and Schedule 4 thereto dated May 11, 2016, between Citizens Asset Finance, Inc., a New York corporation, as Owner and Marquette Transportation Company, LLC as Charterer, together with all winches, covers, and other appurtenances forming a component part or part of such vessels, and any additions, improvements or replacements thereto, whether now owned or hereafter acquired, and all proceeds thereof. Schedules Nos. 1-3 to the aforementioned Master Bareboat Charter agreement are more fully described in the Memorandum filed under Recordation No. W176,

A check in the amount of \$43.00 is being remitted. Please return the recorded a filed copy of the enclosed Memorandum of Bareboat Charter Party to the undersigned at the following address:

Robert P. Thibeaux
Carver Darden Koretsky Tessier Finn Blossman & Areaux
1100 Poydras St. Suite 3100
New Orleans, LA

Very truly yours,



Robert P. Thibeaux

APPENDIX I

The vessels subject to that certain Master Bareboat Charter Agreement dated January 4, 2016 and Schedule 4 thereto dated May 11, 2016, between Citizens Asset Finance, Inc., a New York corporation, as Owner and Marquette Transportation Company, LLC as Charterer:

VESSEL NAME	OFFICIAL NO.
CH0940	1223999
CH0941	1224000
CH0942	1224001
CH0943	1224002
CH0944	1224003
CH0945	1224004
CH0946	1224005
CH0947	1224006
CH0948	1224007
CH0949	1224008

Together with all winches, covers and appurtenances forming a part or component of such vessels, and also any and all additions, improvements and replacements thereto, or any part thereof, whether now owned or hereafter acquired, and all proceeds thereof.

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SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF MASTER BAREBOAT CHARTER

between

CITIZENS ASSET FINANCE, INC.

("OWNER")

and

MARQUETTE TRANSPORTATION COMPANY, LLC

("CHARTERER")

MAY 11, 2016

Filed with the Surface Transportation Board pursuant to

49 U.S.C. §11301 on May ___, 2016, at ___ a.m./p.m.

Watercraft Recordation Number _____

AMENDMENT TO MEMORANDUM OF MASTER BAREBOAT CHARTER

This Amendment to Memorandum of a Master Bareboat Charter Party is made and entered into as of May 11, 2016 by and between Citizens Asset Finance, Inc. ("Owner") and Marquette Transportation Company, LLC, a Delaware limited liability company ("Charterer").

WITNESSETH:

1. Pursuant to a Master Bareboat Charter Agreement dated January 4, 2016 between Owner and Charterer (the "Bareboat Charter") and Schedules Nos. 1, 2 and 3 of even date therewith ("Schedules Nos. 1-3") relating to the vessels (the "Existing Vessels") more completely described in a Memorandum of Master Bareboat Charter (the "Original Memorandum") dated as of January 4, 2016, filed with the National Surface Transportation Board on January 11, 2016, and assigned Recordation No. W176, Owner has chartered to Charterer the Existing Vessels, for the term noted in the Original Memorandum.

2. Owner and Charterer have entered into a Schedule No. 4 to the Bareboat Charter ("Schedule No. 4"), under which Owner has chartered to Charterer the vessels more fully described on Appendix No. 1 to Amendment attached hereto.

3. Schedules Nos. 1-3 were effective as of January 4, 2016 for a ten year term, ending on January 4, 2026 as noted in the Original Memorandum.

4. Schedule No. 4 is effective as of May 11, 2016 and shall be effective for a term of one hundred twenty-six (126) months ending November 11, 2026.

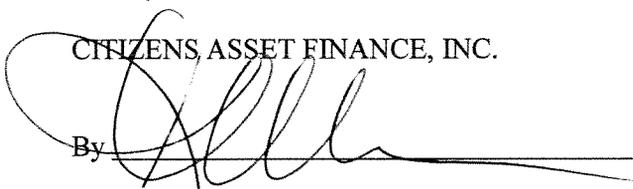
3. This Amendment to Memorandum may be executed in counterparts.

4. The Bareboat Charter does not contain a "hereafter acquired" clause.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

OWNER:

CITIZENS ASSET FINANCE, INC.

By 

Name: KATHERINE M. DICKENSON
VICE PRESIDENT

Title: _____

CHARTERER:

MARQUETTE TRANSPORTATION COMPANY, LLC

By _____

Name:

Title:

AMENDMENT TO MEMORANDUM OF MASTER BAREBOAT CHARTER

This Amendment to Memorandum of a Master Bareboat Charter Party is made and entered into as of May 11, 2016 by and between Citizens Asset Finance, Inc. ("Owner") and Marquette Transportation Company, LLC, a Delaware limited liability company ("Charterer").

WITNESSETH:

1. Pursuant to a Master Bareboat Charter Agreement dated January 4, 2016 between Owner and Charterer (the "Bareboat Charter") and Schedules Nos. 1, 2 and 3 of even date therewith ("Schedules Nos. 1-3") relating to the vessels (the "Existing Vessels") more completely described in a Memorandum of Master Bareboat Charter (the "Original Memorandum") dated as of January 4, 2016, filed with the National Surface Transportation Board on January 11, 2016, and assigned Recordation No. W176, Owner has chartered to Charterer the Existing Vessels, for the term noted in the Original Memorandum.

2. Owner and Charterer have entered into a Schedule No. 4 to the Bareboat Charter ("Schedule No. 4"), under which Owner has chartered to Charterer the vessels more fully described on Appendix No. 1 to Amendment attached hereto.

3. Schedules Nos. 1-3 were effective as of January 4, 2016 for a ten year term, ending on January 4, 2026 as noted in the Original Memorandum.

4. Schedule No. 4 is effective as of May 11, 2016 and shall be effective for a term of one hundred twenty-six (126) months ending November 11, 2026.

3. This Amendment to Memorandum may be executed in counterparts.

4. The Bareboat Charter does not contain a "hereafter acquired" clause.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

OWNER:

CITIZENS ASSET FINANCE, INC.

By _____

Name: _____

Title: _____

CHARTERER:

MARQUETTE TRANSPORTATION COMPANY, LLC

By Jason Nyberg

Name: JASON NYBERG

Title: GENERAL COUNSEL

STATE OF Rhode Island)
) ss.
COUNTY OF Kent)

On this 11 day of May, 2016, before me personally appeared KATHERINE DICKENSON, to me personally known, who being by me duly sworn, says that he/she is the VICE PRESIDENT, of Citizens Asset Finance, Inc., a New York corporation, and that the foregoing instrument was signed on behalf of said corporation and he/she acknowledged that the execution of the said instrument was free act and deed of said corporation.

Catherine M. Grant
NOTARY PUBLIC

My commission expires: _____

CATHERINE M. GRANT, Notary Public,
State of Rhode Island and Providence Plantings
Commission Expires: 11/13/2018

STATE OF _____)
) ss.
COUNTY OF _____)

On this ___ day of May 2016, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is the _____ of Marquette Transportation Company, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said limited liability company, and he/she acknowledged that the execution of the said instrument was free act and deed of said limited liability company.

NOTARY PUBLIC

My commission expires: _____

STATE OF _____)
) ss.
COUNTY OF _____)

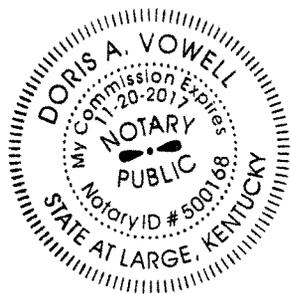
On this __ day of May, 2016, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is the _____, of Citizens Asset Finance, Inc., a New York corporation, and that the foregoing instrument was signed on behalf of said corporation and he/she acknowledged that the execution of the said instrument was free act and deed of said corporation.

NOTARY PUBLIC

My commission expires: _____

STATE OF Kentucky)
) ss.
COUNTY OF McCracken)

On this 25 day of May 2016, before me personally appeared Jason Nyberg, to me personally known, who being by me duly sworn, says that he/she is the General Counsel of Marquette Transportation Company, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said limited liability company, and he/she acknowledged that the execution of the said instrument was free act and deed of said limited liability company.



Doris A. Vowell
NOTARY PUBLIC

My commission expires: 11-20-2017

APPENDIX 1 TO AMENDMENT

The vessels subject to that certain Master Bareboat Charter Agreement dated January 4, 2016 and Schedule 4 thereto dated May , 2016, between Citizens Asset Finance, Inc., a New York corporation, as Owner and Marquette Transportation Company, LLC as Charterer:

VESSEL NAME	OFFICIAL NO.
CH0940	1223999
CH0941	1224000
CH0942	1224001
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CH0945	1224004
CH0946	1224005
CH0947	1224006
CH0948	1224007
CH0949	1224008

Together with all winches, covers and appurtenances forming a part or component of such vessels, and also any and all additions, improvements and replacements thereto, or any part thereof, whether now owned or hereafter acquired, and all proceeds thereof.