

RECORDATION NO. W200 FILED

JUL 27 2016 -2:30 PM

SURFACE TRANSPORTATION BOARD

Lugenbuhl

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

July 20, 2016

Via Federal Express
7767 9786 6148

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 two original copies of a Memorandum of Bareboat Charter, executed on June 13, 2016 to be effective as of June 13, 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 twelve (12) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 6511B, MTC 6521B, MTC 6531B, MTC 6541B, MTC 6551B, MTC 6561B, MTC 6571B, MTC 6581B, MTC 6591B, MTC 6601B, MTC 6611B, and MTC 6621B (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 003 thereto, executed on June 13, 2016 to be effective as of June 13, 2016, between Owner and Charterer covering twelve (12) used, United States documented, 200' x 35' x 13' inland hopper barges, the barges MTC 6511B, MTC 6521B, MTC 6531B, MTC 6541B, MTC 6551B, MTC 6561B, MTC 6571B, MTC 6581B, MTC 6591B, MTC 6601B, MTC 6611B, and MTC 6621B (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

RECORDATION NO. W200 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER

between

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC (“Owner”)

and

MARQUETTE TRANSPORTATION COMPANY, LLC (“Charterer”)

June 13, 2016

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2016, 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 June 13, 2016, by and between REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, with offices at 1900 5th 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, and to Schedule 003 thereto, dated as of June 13, 2016 (collectively, as amended, the "Bareboat Charter").

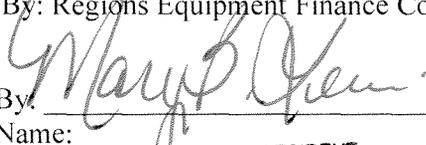
2. Pursuant to the Bareboat Charter, Owner has agreed to let and demise to Charterer, and the Charterer has agreed to hire from Owner, the twelve (12) used, United States documented, 200' x 35' x 13' inland hopper barges described on Appendix 1 attached hereto (hereinafter, the "Vessels").

3. The Bareboat Charter with respect to the Vessels became effective as of the date of Schedule 003 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 13th day of June, 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: Mary B. Lewis - 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 June 13, 2016, by and between REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, with offices at 1900 5th 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, and to Schedule 003 thereto, dated as of June 13, 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 twelve (12) 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 003 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 13th day of June, 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 13th day of June, 2016, before me personally appeared Mary B. Lewis, to me personally known, who being by me duly sworn, says that she/he is the 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.

April Fairbanks
NOTARY PUBLIC
Printed Name: April Fairbanks
My commission expires: MY COMMISSION EXPIRES JANUARY 11, 2018

STATE OF KENTUCKY)
) ss
COUNTY OF _____)

On this 13th day of June, 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 13th day of June, 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

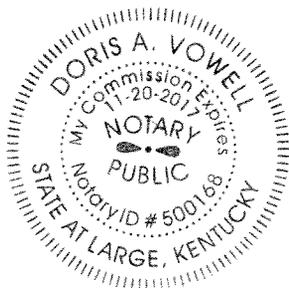
Printed Name: _____

My commission expires: _____

STATE OF KENTUCKY)
) ss
COUNTY OF McCracken)

On this 13th day of June, 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: 11-20-2017

**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 6511B	1184596	1620-1
MTC 6521B	1184597	1620-2
MTC 6531B	1184598	1620-3
MTC 6541B	1184599	1620-4
MTC 6551B	1184610	1620-5
MTC 6561B	1184600	1620-6
MTC 6571B	1184609	1620-7
MTC 6581B	1184601	1620-8
MTC 6591B	1184608	1620-9
MTC 6601B	1184602	1620-10
MTC 6611B	1184607	1620-11
MTC 6621B	1184603	1620-12

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").