

1246-B
RECORDATION NO. _____ Filed & Recorded

AUG 9 1971 - 1 20 AM

INTERSTATE COMMERCE COMMISSION

MIDLAND ENTERPRISES INC.
Owner,

AND

THE OHIO RIVER COMPANY,
Charterer.

FIRST AMENDMENT
Dated as of August 4, 1971

to

CHARTER AGREEMENT
Dated as of May 1, 1971

Certain moneys due and to become due under the Charter Agreement as amended hereby have been assigned to State Street Bank and Trust Company, as Trustee under an Indenture of First Preferred Ship Mortgage dated as of May 1, 1971.

First Amendment dated as of August 4, 1971, to Charter Agreement dated as of May 1, 1971 between Midland Enterprises Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called "Owner"), and The Ohio River Company, a corporation duly organized and existing under and by virtue of the laws of the State of West Virginia (hereinafter called "Charterer"),

W I T N E S S E T H :

WHEREAS, Owner and Charterer have heretofore entered into a Charter Agreement dated as of May 1, 1971 (herein called the "Charter") providing for the charter by the Charterer of the vessels specified in Exhibit A to the Charter; and

WHEREAS, the following vessels were delivered under the Charter on May 12, 1971; to wit:

OR 3836 through OR 3848, inclusive
OR 3101 through OR 3116, inclusive
OR 4101 through OR 4104, inclusive
OR 4131 through OR 4146, inclusive; and

WHEREAS, Owner and Charterer wish to amend the Charter in the manner hereinafter provided;

NOW, THEREFORE, THIS AMENDMENT WITNESSETH, that in consideration of the premises:

1. Owner and Charterer agree that the following vessels specified in Exhibit A to the Charter, to wit:

OR 4105 through OR 4115, inclusive
OR 4147 through OR 4150, inclusive

shall not be chartered by Charterer from Owner under the Charter and in lieu thereof, Owner agrees to let and demise, and Charterer agrees to charter, the following vessels, to wit:

Floating Dry Dock PA3
Tank Barges:
 Chotin 3290
 Chotin 1790X
Tugboat-Ocean
 M/V WALTON

2. All covenants and agreements and all rights, powers and remedies on the part of Charterer and Owner which are provided for in the Charter, as amended hereby, are incorporated herein and shall apply with the same force and effect as though set forth at length herein, and this instrument shall be construed as supplemental to the Charter and shall form a part thereof.

3. This Amendment shall be executed in three counterparts for the parties and each such counterpart shall for all purposes be deemed an original. Two of said counterparts shall be endorsed "This is one of Owner's two original copies" and shall be delivered to Owner, and the remaining one counterpart shall be endorsed "This is Charterer's original

copy" and shall be delivered to Charterer. Two additional counterparts shall be executed and filed with the Interstate Commerce Commission. Under no circumstances shall there be executed, at any time, any copies hereof in addition to such five counterparts.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be duly executed as of the day and year first above written.

MIDLAND ENTERPRISES INC., Owner

By L. R. Fure
President

[Corporate Seal]

ATTEST:

B. J. Miller
Secretary

THE OHIO RIVER COMPANY, CHARTERER

By R. D. Stout
Vice President

[Corporate Seal]

ATTEST:

B. J. Miller
Secretary

STATE OF OHIO
COUNTY OF HAMILTON } SS.:

Before me, a notary public in and for said county, personally appeared L. R. Fiore and B. J. Willis, known to me to be the persons who, as President and Secretary, respectively, of MIDLAND ENTERPRISES INC., one of the corporations which executed the foregoing instrument, signed the same and acknowledged to me that they did so sign said instrument in the name and upon behalf of said corporation as such officers, respectively; that the same is their true act and deed as such officers, respectively, and the free and corporate act and deed of said corporation; that they were duly authorized thereunto by its Board of Directors; and that the seal affixed to said instrument is the corporate seal of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal at Cincinnati, Ohio this ^{4th} day of August, 1971.

Robert M. McClure
.....

ROBERT M. McCLURE, Notary Public
My Commission Expires June 8, 1972

(Seal)

STATE OF OHIO)
) SS.:
COUNTY OF HAMILTON)

Before me, a notary public in and for said county, personally appeared R.N. Stout and B. J. Willis, known to me to be the persons who, as Vice President and Secretary, respectively, of THE OHIO RIVER COMPANY, one of the corporations which executed the foregoing instrument, signed the same and acknowledged to me that they did so sign said instrument in the name and upon behalf of said corporation as such officers, respectively; that the same is their true act and deed as such officers, respectively, and the free and corporate act and deed of said corporation; that they were duly authorized thereunto by its Board of Directors; and that the seal affixed to said instrument is the corporate seal of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal at Cincinnati, Ohio this ~~4th~~ day of August, 1971.

Robert M. McLure
.....

ROBERT M. McOLURE, Notary Public
My Commission Expires June 8, 1971

(Seal)