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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

January 20, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Bareboat Charter Party, dated as of January 15, 2016, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Owner: Fifth Third Equipment Finance Company
38 Fountain Square Plaza

Charterer: Big Rivers Electric Corporation
201 3rd Street
Henderson, KY 42420

A description of the equipment covered by the enclosed document is:

30 freight barge vessels within the series BKO 101 – BKO 160 and BKO 209B – BKO 238B (official numbers within the series 955941 – 956099) as set forth in the attachment to the document

A short summary of the document to appear in the index is:

Memorandum of Master Bareboat Charter Party.

Section Chief
January 20, 2016
Page 2

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read "E. M. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY
("OWNER")

and

BIG RIVERS ELECTRIC CORPORATION

("CHARTERER")

JANUARY 15, 2016

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

MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY

This Memorandum of a Master Bareboat Charter Party is made and entered into as of January 15, 2016, by and between Fifth Third Equipment Finance Company, an Ohio corporation ("Owner") and Big Rivers Electric Corporation, a Kentucky nonprofit corporation ("Charterer").

WITNESSETH:

1. Pursuant to a Master Bareboat Charter Party dated January 15, 2016 ("Bareboat Charter"), and Charter Supplement No. 01 thereto, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, thirty (30) United States documented freight barge vessels as identified on Schedule 1 attached hereto.
2. The Bareboat Charter shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Bareboat Charter.
3. This 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:

FIFTH THIRD EQUIPMENT FINANCE
COMPANY

By James A. Mere
Name: James A. Mere
Title: Vice President

CHARTERER:

BIG RIVERS ELECTRIC CORPORATION

By Mike Pullen
Name: Mike Pullen
Title: VP Production

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 19 day of January 2016, before me personally appeared James Mertz,
to me personally known, who being by me duly sworn, says that he is the VP of
FIFTH THIRD EQUIPMENT FINANCE COMPANY, an Ohio corporation, that the foregoing
instrument was signed on behalf of said corporation, and he acknowledged that the execution of
the said instrument was the free act and deed of said corporation.



Karen Waymeyer
Notary Public, State of Ohio
My Commission Expires 11-25-2017

Karen Waymeyer
NOTARY PUBLIC

My commission expires: 11-25-2017

STATE OF KENTUCKY)
) ss.
COUNTY OF HENDERSON)

On this 15 day of January 2016, before me personally appeared Mike Pullen, to me
personally known, who being by me duly sworn, says that he is the VP Productions of BIG RIVERS
ELECTRIC CORPORATION, a Kentucky non-profit corporation, that the foregoing instrument
was signed on behalf of said corporation, he acknowledged that the execution of the said
instrument was the free act and deed of said company.

Jay P. Wright
NOTARY PUBLIC

My commission expires: _____

Notary Public, Kentucky State-At-Large
My Commission Expires: July 3, 2018
ID 513528

SCHEDULE 1

Vessels subject to Master Bareboat Charter Party and Charter Supplement Schedule No. 01 thereto dated January 15, 2016 between Fifth Third Equipment Finance Company, as Owner, and Big Rivers Electric Corporation, as Charterer:

<u>Name</u>	<u>Official No.</u>	<u>Name</u>	<u>Official No.</u>
BKO 101	955941	BKO 147	955987
BKO 106	955946	BKO 148	955988
BKO 107	955947	BKO 152	955992
BKO 108	955948	BKO 153	956054
BKO 115	955955	BKO 154	956055
BKO 117	955957	BKO 155	956056
BKO 121	955961	BKO 159	956060
BKO 125	955965	BKO 160	956061
BKO 126	955966	BKO 209B	956070
BKO 129	955969	BKO 217B	956078
BKO 136	955976	BKO 226B	956087
BKO 140	955980	BKO 229B	956090
BKO 141	955981	BKO 235B	956096
BKO 142	955982	BKO 236B	956097
BKO 143	955983	BKO 238B	956099

and all equipment located onboard or used in connection with the above described vessels, the whole of the vessels, together with her boilers, engines, generators, air compressors, cranes, machinery, masts, spars, riggings, boats, anchors, cable, chains, tackle, tools, pumps and pumping equipment, apparel, furniture, furnishings, fittings, spare parts, stores, and all other appurtenances thereunto appertaining or belonging, whether now owned or hereafter acquired, whether or board or not, and all additions, renewals and replacements hereafter made in or to the vessels, and proceeds thereof.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: January 20, 2016

Edward M Luria

Edward M. Luria