

**LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD
A LAW CORPORATION**

NATHAN P. HORNER

27TH FLOOR, PAN-AMERICAN LIFE CENTER
601 POYDRAS STREET
NEW ORLEANS, LOUISIANA 70130

TEL (504) 568-1990
FAX (504) 310-9195
nhorner@lawla.com

August 24, 2011

RECORDATION NO. W-102-13 FILED

Via Federal Express
7974 4669 3513

Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

AUG 29 '11 -4 0 4 PM

SURFACE TRANSPORTATION BOARD

Re: Regions Equipment Finance, Ltd. – Charter to James Marine, Inc. et al.
Our File: 18255-09400

Dear Sir or Madam:

We represent Regions Equipment Finance, Ltd. (“REFL”). I have enclosed an original and one counterpart of a Termination of Memorandum of Bareboat Charter Party, dated June 30, 2011, a secondary document, to be recorded pursuant to 49 U.S.C. §11301 and 49 C.F.R. §1177 *et seq.* The primary document to which the enclosed Termination relates is a Memorandum of Bareboat Charter Party, filed on June 1, 2009, under Recordation No. W 102, between The Fifth Third Leasing Company (“Fifth Third”), as Owner, and James Marine, Inc., James Transportation LLC, Paducah River Painting, Inc., Paducah River Fuel Services, Inc., JamesBuilt, LLC, RJ Boat & Barge Company, Inc., and Brown Water Plastics, LLC, as Charterer. All right, title and interest of Fifth Third under the charter was assigned by Fifth Third to REFL pursuant to a Memorandum of Assignment of Bareboat Charter Party, filed on June 3, 2009, under Recordation No. W 102-A.

The names and addresses of the parties to the enclosed Termination are as follows:

Lessor/Owner:

Regions Equipment Finance, Ltd.
1900 5th Avenue North, 24th Floor
Birmingham, Alabama, 35203

Lessee/Charterer:

James Marine, Inc.
James Transportation LLC
Paducah River Painting, Inc.
Paducah River Fuel Services, Inc.
JamesBuilt, LLC

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RJ Boat & Barge Company, Inc.
Brown Water Plastics, LLC
4500 Clarks River Road
Paducah, Kentucky 42002

A description of the equipment covered by the lease or charter evidenced by the document follows: The United States documented towing vessel EMMA KATE, Official Number 275253.

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

Secondary Document: Termination of Memorandum of Bareboat Charter Party, dated June 30, 2011, between Regions Equipment Finance, Ltd., as assignee of The Fifth Third Leasing Company, as Owner, and James Marine, Inc., James Transportation LLC, Paducah River Painting, Inc., Paducah River Fuel Services, Inc., JamesBuilt, LLC, RJ Boat & Barge Company, Inc., and Brown Water Plastics, LLC, as Charterer, covering the United States documented towing vessel EMMA KATE, Official Number 275253.

I have enclosed our check in the amount of \$41 to cover the filing fee. Please return a filed copy of the enclosed Termination of Memorandum of Bareboat Charter Party to the undersigned at the address stated above.

Very truly yours,



Nathan P. Horner

RECORDATION NO. W102-B FILED

AUG 29 '11 -4 0 4 PM

SURFACE TRANSPORTATION BOARD

TERMINATION OF MEMORANDUM OF BAREBOAT CHARTER PARTY

between

REGIONS EQUIPMENT FINANCE, LTD.
("OWNER")

and

JAMES MARINE, INC.
JAMES TRANSPORTATION LLC
PADUCAH RIVER PAINTING, INC.
PADUCAH RIVER FUEL SERVICES, INC.
JAMESBUILT, LLC
RJ BOAT & BARGE COMPANY, INC.
BROWN WATER PLASTICS, LLC
("CHARTERER")

June 30, 2011

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2011, at ___ a.m./p.m.
Watercraft Recordation Number ____

TERMINATION OF MEMORANDUM OF BAREBOAT CHARTER PARTY

THIS TERMINATION OF MEMORANDUM OF A BAREBOAT CHARTER PARTY is made and entered into as of June 30, 2011, by and between Regions Equipment Finance, Ltd., an Alabama limited partnership (“Owner”), as assignee of The Fifth Third Leasing Company, an Ohio corporation (“Assignor”), and James Marine, Inc., a Kentucky corporation, James Transportation LLC, a Kentucky limited liability company, Paducah River Painting, Inc., a Kentucky corporation, Paducah River Fuel Services, Inc., a Kentucky corporation, JamesBuilt, LLC, a Kentucky limited liability company, RJ Boat & Barge Company, Inc., a Kentucky corporation, and Brown Water Plastics, LLC, a Kentucky limited liability company (collectively “Charterer”).

WITNESSETH:

1. Assignor and Charterer are parties to that certain Bareboat Charter Party dated May 29, 2009 (the “Bareboat Charter”) pursuant to which Assignor agreed to furnish to Charterer, and the Charterer agreed to lease from Assignor, the United States documented towing vessel EMMA KATE, Official Number 275253, as more particularly described on Schedule 1 attached hereto (the “Vessel”). A Memorandum of Bareboat Charter Party dated May 29, 2009 with respect to the Bareboat Charter was executed by Assignor and Charterer and recorded as a primary document with the Surface Transportation Board (the “Board”) on June 1, 2009 under Recordation No. W-102.

2. Effective as of May 29, 2009, Assignor transferred all of its right, title and interest in and to the Vessel, and assigned all of its right, title and interest in and to the Bareboat Charter, to Owner. In connection with the assignment of the Bareboat Charter, Assignor and Owner executed a Memorandum of Assignment of Bareboat Charter Party dated May 29, 2009 which was recorded with the Board as a secondary document on June 3, 2009 under Recordation No. W-102A.

3. All duties and obligations of the Owner and Charterer under the Bareboat Charter (other than those duties and obligations which expressly survive the termination of the Bareboat Charter) have been satisfied and discharged, and recognizing the need to terminate the Memorandum of Charter on the records of the Board, Owner and Charterer hereby terminate the Memorandum of Charter as of the date first written above.

4. This Termination of Memorandum of Bareboat Charter Party may be executed in counterparts.

[SIGNATURE PAGES FOLLOW]

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.

CHARTERER:

JAMES MARINE, INC.

By: C. Ronald James
Name: C. Ronald James
Title: President

STATE OF KENTUCKY)
) ss.
COUNTY OF McCracken)

On this 30th day of June, 2011, before me personally appeared C. Ronald James, to me personally known, who being by me duly sworn, says that she/he is the President of **JAMES MARINE, INC.**, a Kentucky corporation, that the foregoing instrument was signed on behalf of said corporation, and she/he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

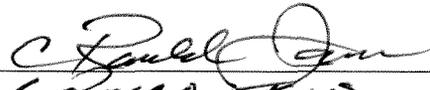
Deanna Roberts
NOTARY PUBLIC

My commission expires: 9-20-14

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.

CHARTERER:

JAMES TRANSPORTATION LLC

By: 
Name: C. RONALD JAMES
Title: Manager

STATE OF KENTUCKY)
) ss.
COUNTY OF McCRACKEN)

On this 30th day of June, 2011, before me personally appeared C. Ronald James, to me personally known, who being by me duly sworn, says that she/he is the Manager of **JAMES TRANSPORTATION LLC**, a Kentucky limited liability company, that the foregoing instrument was signed on behalf of said company, and she/he acknowledged that the execution of the said instrument was the free act and deed of said company.


NOTARY PUBLIC

My commission expires: 9-20-14

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.

CHARTERER:

PADUCAH RIVER PAINTING, INC.

By: *C. Ronald James*
Name: *C. Ronald James*
Title: *President*

STATE OF KENTUCKY)
) ss.
COUNTY OF McCracken)

On this 30th day of June, 2011, before me personally appeared C. Ronald James, to me personally known, who being by me duly sworn, says that she/he is the President of **PADUCAH RIVER PAINTING, INC.**, a Kentucky corporation, that the foregoing instrument was signed on behalf of said corporation, and she/he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

Deanna Roberts
NOTARY PUBLIC

My commission expires: 9-20-14

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.

CHARTERER:

BROWN WATER PLASTICS, LLC

By: Jeff James
Name: Jeff James
Title: Manager

STATE OF KENTUCKY)
) ss.
COUNTY OF McCracken)

On this 30th day of June, 2011, before me personally appeared Jeff James, to me personally known, who being by me duly sworn, says that she/he is the Manager of **BROWN WATER PLASTICS, LLC**, a Kentucky limited liability company, that the foregoing instrument was signed on behalf of said company, and she/he acknowledged that the execution of the said instrument was the free act and deed of said company.

Deanna Roberts
NOTARY PUBLIC

My commission expires: 9-20-14

SCHEDULE 1

Vessel subject to Bareboat Charter Party dated May 29, 2009 between Regions Equipment Finance, Ltd., as assignee of The Fifth Third Leasing Company, as Owner, and James Marine, Inc., James Transportation LLC, Paducah River Painting, Inc., Paducah River Fuel Services, Inc., JamesBuilt, LLC, RJ Boat & Barge Company, Inc., Brown Water Plastics, LLC, as Charterer, the whole of the Vessel:

VESSEL

EMMA KATE

OFFICIAL NUMBER

275253

and all equipment located onboard or used in connection with the above described vessel, 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 on board or not, and all additions, renewals and replacements hereafter made in or to the vessel, and proceeds thereof, and all accounts, charters and contracts for the use or hire of the above described vessel, and all proceeds thereof.