



RECORDATION NO. W148 FILED

JUL 03 '14 -4 35 PM

SURFACE TRANSPORTATION BOARD

Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

Richard J. Schroeder  
206.757.8139 tel  
206.757.7139 fax

rickschroeder@dwt.com

July 3, 2014

**VIA ELECTRONIC FILING**

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: Fifth Third Equipment Finance Company  
Charterer/Lessee: Tidewater Barge Lines, Inc.

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Master Bareboat Charter, dated June 30, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Owner: Fifth Third Equipment Finance Company  
MD10904A  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Charterer: Tidewater Barge Lines, Inc.  
6305 NW Lower River Road  
Vancouver, WA 98660

DWT 24402417v2 0058820-000314

Anchorage  
Bellevue  
Los Angeles

New York  
Portland  
San Francisco

Seattle  
Shanghai  
Washington, D.C.

www.dwt.com

Chief, Section of Administration  
July 3, 2014  
Page 2

(a) A description of the equipment covered by the document follows:

**Thirteen (13) vessels consisting of towboat OUTLAW, ON 561814; nondocumented barge "18"; barge "44", ON 533507; barge "ZB-1007", ON 552304; towboat THE CHIEF, ON 514987; towboat HURRICANE, ON 505319; barge "83", ON 1047745; barge "27", ON 982116; barge "601", ON 577623; barge "602", ON 579691; nondocumented barge "20"; barge "45", ON 536278; nondocumented barge "BLT 15".**

A check in the amount of \$44.00 is being remitted. Please return the recorded document to:

Richard J. Schroeder  
Davis Wright Tremaine LLP  
1201 3<sup>rd</sup> Avenue, Suite 2200  
Seattle, WA 98101

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

Primary Document: Memorandum of Master Bareboat Charter, dated June 30, 2014, between Fifth Third Equipment Finance Company, as Owner, and Tidewater Barge Lines, Inc., as Charterer, covering Thirteen (13) vessels consisting of towboat OUTLAW, ON 561814; nondocumented barge "18"; barge "44", ON 533507; barge "ZB-1007", ON 552304; towboat THE CHIEF, ON 514987; towboat HURRICANE, ON 505319; barge "83", ON 1047745; barge "27", ON 982116; barge "601", ON 577623; barge "602", ON 579691; nondocumented barge "20"; barge "45", ON 536278; nondocumented barge "BLT 15".

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

July 3, 2014

**VIA FEDERAL EXPRESS**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street SW  
Washington, DC 20024 (Express Company)

Re: Recordation of Documents – Watercraft  
Owner: Fifth Third Equipment Finance Company  
Charterer: Tidewater Barge Lines, Inc.  
Memorandum of Master Bareboat Charter  
Equipment: Thirteen (13) vessels consisting of towboat OUTLAW, ON 561814;  
undocumented barge “18”, barge “44”; ON 533507, barge “ZB-1007”, ON 552304;  
towboat THE CHIEF, ON 514987; towboat HURRICANE, ON 505319; barge “83”, ON  
1047745; barge “27”, ON 982116; barge “601”, ON 577623; barge “602”, ON 579691;  
nondocumented barge “20”; barge “45”, ON 536278; nondocumented barge “BLT 15”

Dear Section Chief:

Enclosed please find a check in the amount of \$44.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft, **Memorandum of Master Bareboat Charter** dated as of June 30, 2014. A copy of the face page is enclosed for your reference.

Please return the originals to:

Richard J. Schroeder  
Davis Wright Tremaine LLP  
1201 3<sup>rd</sup> Avenue, Suite 2200  
Seattle, WA 98101

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

DWT 24404292v1 0058820-000314

RECORDATION NO. W148 FILED

JUL 03 '14 -4 35 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF MASTER BAREBOAT CHARTER

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY  
("OWNER")

and

TIDEWATER BARGE LINES, INC.

("CHARTERER")

JUNE 30, 2014

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on \_\_\_\_\_, 2014, 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 June 30, 2014, by and between Fifth Third Equipment Finance Company, an Ohio corporation ("Owner") and Tidewater Barge Lines, Inc., an Oregon corporation ("Charterer").

**WITNESSETH:**

1. Pursuant to a Master Bareboat Charter Party dated June 30, 2014 ("Bareboat Charter"), and Charter Schedule No. 1 and Charter Schedule No. 2 thereto, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, the United States documented and the non-documented towing vessels and 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 Charter Period, 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   
Name: **Gerald Whitfield, VP**  
Title:

CHARTERER:

TIDEWATER BARGE LINES, INC.

By \_\_\_\_\_  
Name:  
Title:

**MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY**

This Memorandum of a Master Bareboat Charter Party is made and entered into as of June 30, 2014, by and between Fifth Third Equipment Finance Company, an Ohio corporation ("Owner") and Tidewater Barge Lines, Inc., an Oregon corporation ("Charterer").

**WITNESSETH:**

1. Pursuant to a Master Bareboat Charter Party dated June 30, 2014 ("Bareboat Charter"), and Charter Schedule No. 1 and Charter Schedule No. 2 thereto, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, the United States documented and the non-documented towing vessels and 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 Charter Period, 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 \_\_\_\_\_  
Name:  
Title:

CHARTERER:

TIDEWATER BARGE LINES, INC.

By   
Name: ROBERT CURCIO -  
Title: PRES & CEO

STATE OF OHIO )  
 ) ss.  
COUNTY OF HAMILTON )

On this 30 day of June 2014, before me personally appeared Gerald Whitfield, 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.



**AMY FREY**  
Notary Public, State of Ohio  
My Commission Expires  
April 19, 2015

Amy Frey  
NOTARY PUBLIC

My commission expires: 07/19/15

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF CLARK )

On this \_\_\_ day of June 2014, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of TIDEWATER BARGE LINES, INC., an Oregon 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.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

STATE OF OHIO )  
 ) ss.  
COUNTY OF HAMILTON )

On this \_\_\_ day of June 2014, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ 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.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF CLARK )

On this 30th day of June 2014, before me personally appeared Robert A. Curcio, to me personally known, who being by me duly sworn, says that he is the CEO of TIDEWATER BARGE LINES, INC., an Oregon 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.

Kathie L Nunn  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: 2/15/15



## EXHIBT A

### [Charter Schedule No. 1]

Vessels subject to Master Bareboat Charter Party and Charter Schedule No. 1 thereto dated June 30, 2014, between Fifth Third Equipment Finance Company, as Owner, and Tidewater Barge Lines, Inc., as Charterer:

| <u>Name</u> | <u>Official No.</u> |
|-------------|---------------------|
| Outlaw      | 561814              |
| 44          | 533507              |
| ZB-1007     | 552304              |
| 18          | Not documented      |

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 on board or not, and all additions, renewals and replacements hereafter made in or to the vessels, and proceeds thereof.

### [Charter Schedule No. 2]

Vessels subject to Master Bareboat Charter Party and Charter Schedule No. 2 thereto dated June 30, 2014, between Fifth Third Equipment Finance Company, as Owner, and Tidewater Barge Lines, Inc., as Charterer:

| <u>Name</u> | <u>Official No.</u> |
|-------------|---------------------|
| The Chief   | 514987              |
| Hurricane   | 505319              |
| 83          | 505319              |
| 27          | 1047745             |
| 601         | 982116              |
| 602         | 577623              |
| 45          | 536278              |
| 20          | Not documented      |
| BLT15       | Not documented      |

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.