

JUN 24 '10 -2 30 PM

SURFACE TRANSPORTATION BOARD

Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

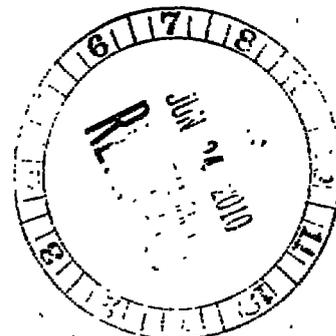
Richard J. Schroeder  
206.757.8139 tel  
206.757.7139 fax

rickschroeder@dwt.com

June 16, 2010

### E-FILING RECORDATION

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, DC 20423-0001



Re: Recordation of Documents – Watercraft  
Mortgagor: Fifth Third Bank  
Mortgagee: Scott Bridge Company, Inc.  
Equipment: One Tell City Boat Works Ringer Barge hull no. 002 named SBC9387

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is:

- (a) Memorandum of Vessel Mortgage dated May 28, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.
- (b) The names and addresses of the parties to the document are as follows:

Mortgagee: Fifth Third Bank  
MD 10904A  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Mortgagor: Scott Bridge Company, Inc.  
614 2<sup>nd</sup> Avenue  
Opelika, AL 36803

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

**A nondocumented Tell City Boat Works Ringer Barge hull number TCBW #002,  
named "SBC9387"**

Chief, Section of Administration  
June 16, 2010  
Page 2

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

Primary Document: Memorandum of Vessel Mortgage, dated May 28, 2010, between Scott Bridge Company, Inc., as Mortgagor, and Fifth Third Bank, as Mortgagee, covering a nondocumented Tell City Boat Works Ringer Barge with hull number TCBW #002, named "SBC9387".

This document does not contain a hereafter acquired clause.

A recording fee of \$41.00 is being remitted. 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

RJS:mtk  
Enclosures



Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

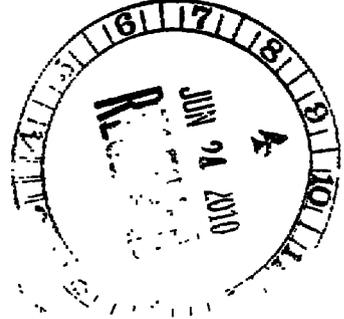
Richard J. Schroeder  
206.757.8139 tel  
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rickschroeder@dwt.com

June 16, 2010

**VIA FEDERAL EXPRESS**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
1925 K. Street NW  
Washington, DC 20423-0001



Re: Recordation of Documents – Watercraft: Tell City Boat Works Barge hull No.  
TCBW002 named “SBC9387”

Dear Chief:

Enclosed please find a check in the amount of \$41.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft: Memorandum of Vessel Mortgage dated as of May 28, 2010, filed on June 16, 2010, filed as a primary document. Copies of the face page are enclosed for your reference.

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

RJS:dcl  
Enclosures

DWT 14854974v1 0058820-000002

Anchorage	New York	Seattle
Bellevue	Portland	Shanghai
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www.dwt.com

RECORDATION NO. W121 FILED

JUN 24 '10 -2 30 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF VESSEL MORTGAGE

between

SCOTT BRIDGE COMPANY, INC.

("MORTGAGOR")

and

FIFTH THIRD BANK

("MORTGAGEE")

MAY 28, 2010

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on May \_\_, 2010, at \_\_\_\_.m.  
Watercraft Recordation Number \_\_\_\_\_

**MEMORANDUM OF BAREBOAT CHARTER**

This Memorandum of a Vessel Mortgage is made and entered into as of May 28, 2010, by and between Scott Bridge Company, Inc. ("Mortgagor") and Fifth Third Bank ("Mortgagee").

**WITNESSETH:**

1. Pursuant to a Vessel Mortgage dated May 28, 2010 ("Mortgage"), Mortgagee has granted Mortgagor a mortgage lien and security interest in the nondocumented barge vessels SBC9387 with hull numbers TCBW Hull #002 as identified on Schedule 1 attached hereto.
2. The Mortgage is not made under Chapter 313 of Title 46 U.S. Code.
3. The Mortgage shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Mortgage.
4. This Memorandum may be executed in counterparts.

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.

MORTGAGOR:

SCOTT BRIDGE COMPANY, INC.

By   
Name: GERARD S. S. S. S.  
Title: Exec. VP.

MORTGAGEE:

FIFTH THIRD BANK

By   
Name: MARK ANDROS  
Title: VICE PRESIDENT

STATE OF Alabama )

) ss.

COUNTY OF Lee )

On this 28<sup>th</sup> day of May, 2010, before me, a Notary Public in and for the State of Alabama, personally appeared ~~Edward~~ <sup>Edward</sup> ~~Wunderlich III~~, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated he was authorized to execute the instrument, and acknowledged it as Pres. V.P. of Scott Bridge Co., a \_\_\_\_\_, to be the free and voluntary act and deed of said company for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

NOTARY PUBLIC in and for the State of Alabama  
Residing at Opelika, Al.  
My appointment expires August 26, 2010  
Print Name Susan S. Wunderlich  
Susan S. Wunderlich

STATE OF Ohio )

) ss.

COUNTY OF Hamilton )

On this 31 day of May, 2010, before me, a Notary Public in and for the State of Ohio, personally appeared Mark Am..., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated he was authorized to execute the instrument, and acknowledged it as VP of 5/3 Bank, a \_\_\_\_\_, to be the free and voluntary act and deed of said company for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



NOTARY PUBLIC in and for the State of Ohio  
Residing at \_\_\_\_\_  
My appointment expires \_\_\_\_\_  
Print Name PAULA McQUEEN

Paula D. McQueen

## SCHEDULE 1

Vessel subject to Marine Mortgage dated May 28, 2010 between Scott Bridge Company, Inc., as Mortgagee, and Fifth Third Bank, as Mortgagor.

Vessel Description: Tell City Boat Works Ringer Barge  
Barge Hull Number: TCBW Hull #002  
Name: SBC9387

and all equipment located onboard or used in connection with the above described vessel, the whole of the 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 vessels, and proceeds thereof.