



RECORDATION NO. W108 FILED

JUN 30 09

7-49 PM

Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

Richard J. Schroeder  
206.757.8139 tel  
206.757.7139 fax

rickschroeder@dwt.com

SURFACE TRANSPORTATION BOARD

June 30, 2009

**VIA ELECTRONIC FILING**

Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
Attn: Recording Department  
395 E Street, SW  
Washington, DC 20024

Re: Recordation of Documents – Watercraft  
Lessor: The Fifth Third Leasing Company  
Lessee: Twenty Grand Marine Service, L.L.C.

Dear Ms. Acting Secretary:

Enclosed for recordation pursuant to Section 110301 of Title 49 of the U.S. Code is:

- (a) Memorandum of Bareboat Charter Party, dated June 30, 2009, 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:

Owner/Lessor: The Fifth Third Leasing Company  
MD 10904A  
38 Fountain Square Plaza  
Cincinnati, Ohio 45263

Charterer/Lessee: Twenty Grand Marine Service, L.L.C.  
601 Poydras Street, Suite 1900  
New Orleans, Louisiana 70130

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

U.S. Flag Tow Vessel **BARTHEL TIDE, O.N. 1202865**

DWT 13054397v1 0058820-000205

Anchorage  
Bellevue  
Los Angeles

New York  
Portland  
San Francisco

Seattle  
Shanghai  
Washington, D C

www.dwt.com

Anne K. Quinlan  
June 30, 2009  
Page 2

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

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

Primary Document: Memorandum of Bareboat Charter Party, dated June 30, 2009, between The Fifth Third Leasing Company, as Owner and Lessor, and Twenty Grand Marine Service, L.L.C., as Charterer and Lessee covering the US. Flag tow vessel BARTHEL TIDE, O.N. 1202865.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

RJS: dcl  
Enclosures



Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

Richard J. Schroeder  
206 757 8139 tel  
206 757 7139 fax

rickschroeder@dwt.com

June 30, 2009

**VIA FEDERAL EXPRESS**

Karen January  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20024

Re: Recordation of Documents - Watercraft BARTHEL TIDE, O.N. 1202865

Dear Karen:

Enclosed please find a check in the amount of \$41.00 to cover the E-Filing Recordation for the Recordation of Documents - Watercraft a Memorandum of Bareboat Charter Party dated as of June 30, 2009, filed on June 30, 2009 filed as a primary document. Copies of the face page are enclosed for your reference.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

RJS:dcl  
Enclosures

DWT 13054457v1 0058820-000205

Ancorage	New York	Seattle
Bellevue	Portland	Shanghai
Los Angeles	San Francisco	Washington, DC

(1)

www.dwt.com

RECEIVED  
JUL 1 2009  
MANAGEMENT  
STB

---

MEMORANDUM OF BAREBOAT CHARTER PARTY

between

THE FIFTH THIRD LEASING COMPANY  
("OWNER")

and

TWENTY GRAND MARINE SERVICES LLC  
("CHARTERER")

June 30, 2009

---

Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on June \_\_\_, 2009, at \_\_\_ a.m./p.m.  
Watercraft Recordation Number \_\_\_

## MEMORANDUM OF BAREBOAT CHARTER PARTY

This Memorandum of a Bareboat Charter Party is made and entered into as of June 30, 2009, by and between THE FIFTH THIRD LEASING COMPANY, an Ohio corporation ("Owner") and Twenty Grand Marine Service, L.L.C., a Louisiana limited liability company ("Charterer").

### WITNESSETH:

1. Pursuant to a Bareboat Charter Agreement dated June 30, 2009 ("Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, the United States documented tow vessel BARTHEL TIDE, Official Number 1202865, as more particularly described 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.

[SIGNATURE PAGE FOLLOWS]

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:

THE FIFTH THIRD LEASING COMPANY

By: Edward McElveen  
Name: EDWARD McELVEEN  
Title: VP

STATE OF OHIO )  
COUNTY OF Hamilton ) ss.

On this \_\_\_ day of June, 2009, before me personally appeared Edward McElveen, to me personally known, who being by me duly sworn, says that she/he is the VP of THE FIFTH THIRD LEASING 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.

Thomas J. Merkle  
NOTARY PUBLIC  
My commission expires: 12-16-11

**THOMAS J. MERKLE**  
Notary Public, State of Ohio  
My Commission Expires

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.

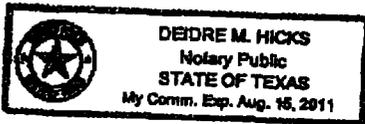
CHARTHERER:

TWENTY GRAND MARINE SERVICE LLC

By: *Quinn P. Fanning* ON  
Name: Quinn P. Fanning  
Title: Treasurer

STATE OF TEXAS                    )  
  ) ss.  
COUNTY OF HARRIS            )

On this 12<sup>th</sup> day of June, 2009, before me personally appeared Quinn P. Fanning, to me personally known, who being by me duly sworn, says that she/he is the Treasurer of TWENTY GRAND MARINE SERVICE LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the free act and deed of said company.



*Deidre M. Hicks*  
NOTARY PUBLIC

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

## SCHEDULE 1

Vessel subject to Bareboat Charter Party dated June 30, 2009 between The Fifth Third Leasing Company, as Owner, and Twenty Grand Marine Service, L.L.C., as Charterer:

<b>VESSEL</b>	<b>OFFICIAL NUMBER</b>
Barthel Tide	1202865

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 vessel, and proceeds thereof, and all accounts, charters and contracts for the use or hire of the above described vessel, and all proceeds thereof.