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SURFACE TRANSPORTATION BOARD

Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

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July 11, 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  
Secondary Document  
Owner/Assignor: Fifth Third Equipment Finance Company  
Assignee: SunTrust Equipment Finance & Leasing Corp.  
Memorandum of Partial Assignments of Master Bareboat Charter

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Partial Assignment Master Bareboat Charter, dated June 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The primary document to which this is connected is recorded under Recordation No. W148.

The enclosed document relates to a Memorandum of Master Bareboat Charter filed July 3, 2014 under Recordation No. W~~184~~<sub>148</sub>.

We request that the document be recorded under Recordation No. 148-A.

The enclosed Memorandum of Partial Assignment of Master Bareboat Charter is an assignment by Fifth Third Equipment Finance Company ("Assignor") to SunTrust Equipment Finance & Leasing Corp. ("Assignee") of Charter Schedule No. 2, date June 30, 2014, covering the Vessels:

<u>Name</u>	<u>Official No.</u>
THE CHIEF	514987
HURRICANE	505319

DWT 24453160v2 0058820-000314

<u>Name</u>	<u>Official No.</u>
83	1047745
27	982116
601	577623
602	579691
20	N/D
45	536278
BLT 15	N/D

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

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

Assignee: SunTrust Equipment Finance & Leasing Corp.  
300 East Joppa Road, Suite 700  
Towson, MD 21286

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

**Nine (9) vessels consisting of 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:

Secondary Document: Memorandum of Partial Assignment of Master Bareboat Charter, dated June 30, 2014, between Fifth Third Equipment Finance Company, as owner and assignor, and SunTrust Equipment Finance & Leasing Corp., as assignee, covering nine (9) vessels consisting of towboat THE CHIEF, ON 514987; towboat HURRICANE, ON 505319; barge "83", ON

Chief, Section of Administration  
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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

A handwritten signature in black ink, appearing to read "R. Schroeder", written over the printed name.

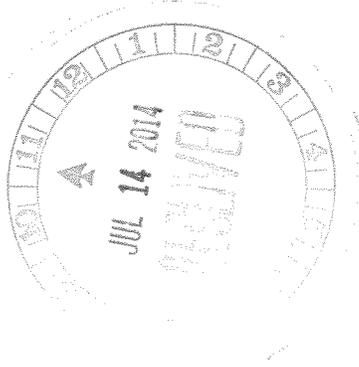
Richard J. Schroeder

Enclosures

July 11, 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  
Secondary Document  
Owner/Assignor: Fifth Third Equipment Finance Company  
Assignee: SunTrust Equipment Finance & Leasing Corp.  
Memorandum of Partial Assignments of Master Bareboat Charter  
Equipment: Nine (9) vessels consisting of 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 Partial Assignment 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 Tremain LLP  
1201 3<sup>rd</sup> Avenue, Suite 2200  
Seattle, WA 98101

Very truly yours,

Davis Wright Tremain LLP



Richard J. Schroeder

Enclosures

DWT 24453396v1 0058820-000314

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER

between

THE FIFTH THIRD LEASING COMPANY  
("ASSIGNOR")

and

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

("ASSIGNEE")

JUNE 30, 2014

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on \_\_\_\_\_, 2014, at \_\_\_\_m.  
Recordation Number W\_\_\_\_\_

**MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER**

This Memorandum of Partial Assignment of Master Bareboat Charter is made and entered into as of June 30, 2014, by and between Fifth Third Equipment Finance Company, an Ohio corporation ("Assignor") and SunTrust Equipment Finance & Leasing Corp., a Virginia corporation ("Assignee").

**WITNESSETH:**

1. Pursuant to a Master Bareboat Charter dated June 30, 2014 ("Master Charter"), and Charter Schedule No. 2 thereto, dated June 30, 2014, Assignor as owner ("Owner") furnished to Tidewater Barge Lines, Inc., as charterer ("Charterer"), and the Charterer leased from Owner, nine (9) documented and nondocumented vessels as follows:

	<u>Name</u>	<u>Official No.</u>	<u>Hull No.</u>
1.	THE CHIEF	514987	23
2.	HURRICANE	505319	11
3.	83	1047745	ZMC HULL 657
4.	27	982116	643
5.	601	577623	594
6.	602	579691	596-002
7.	20	nondocumented	_____
8.	45	536278	560
9.	BLT 15	nondocumented	_____

all as described in a Memorandum of Master Bareboat Charter dated as of June 30, 2014 and filed with the Surface Transportation Board on July 3, 2014 and assigned Recordation No. W148.

2. Assignor and Assignee entered into that certain Master Assignment Agreement dated May 16, 2008 and Specification of Assigned Interest thereto dated June 30, 2014 (the "Assignment");

3. Under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under the certain Charter Schedule No. 1, entered into pursuant to the Bareboat Charter (the "Vessels") as more completely described on Schedule A attached hereto and made a part hereof;

4. Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

5. NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under Charter Schedule No. 2 (and the Master Charter but only as incorporated by reference in Charter Schedule No. 2) and the Vessels subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

6. The terms and provisions of the Assignment and the Charter Schedule are more particularly set forth in the Assignment and Specification referenced above.

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7. This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

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.

ASSIGNOR:

THE FIFTH THIRD LEASING COMPANY

By   
Name: \_\_\_\_\_  
Title: **Gerald Whitfield, VP**

ASSIGNEE:

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

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

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.

ASSIGNOR:

THE FIFTH THIRD LEASING COMPANY

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

ASSIGNEE:

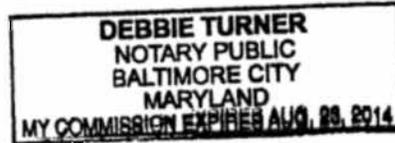
SUNTRUST EQUIPMENT FINANCE & LEASING CORP.

By   
Name: LAWRENCE D COOPER  
Title: SECRETARY

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

On this 30 day of June, 2014, before me personally appeared Lawrence D. Cooper, to me personally known, who being by me duly sworn, says that he is the Secretary of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., a Virginia corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors for the purposes mentioned in the instrument.

Debbie Turner  
NOTARY PUBLIC  
My commission expires: August 23, 2014



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 s/he is the \_\_\_\_\_ of THE FIFTH THIRD LEASING COMPANY, an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors for the purposes mentioned in the instrument.

\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

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 SUNTRUST EQUIPMENT FINANCE & LEASING CORP., a Virginia corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors for the purposes mentioned in the instrument.

\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_

STATE OF OHIO )  
 ) ss.  
COUNTY OF HAMILTON )

On this 30 day of June 2014, before me personally appeared Gerald Whitehead to me personally known, who being by me duly sworn, says that s/he is the VP of THE FIFTH THIRD LEASING COMPANY, an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors for the purposes mentioned in the instrument.



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

Amy Frey  
\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: 04/19/15

**SCHEDULE 1**

Vessels subject to Master Bareboat Charter Party and Charter Schedule No. 1, each 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>	<u>Hull No.</u>
THE CHIEF	514987	23
HURRICANE	505319	11
83	1047745	ZMC HULL 657
27	982116	643
601	577623	594
602	579691	596-002
20	N/D	_____
45	536278	560
BLT 15	N/D	_____

and all equipment located onboard or used in connection with the above described vessels, the whole of the vessels, together with their 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.