



Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

Richard J. Schroeder  
206.757.8139 tel  
206.757.7139 fax

rickschroeder@dwt.com

RECORDATION NO. W147 FILED

JUN 09 '14 -9 50 AM

~~SURFACE TRANSPORTATION BOARD~~

June 4, 2014

**VIA ELECTRONIC FILING**

Chief Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001  
Washington, DC 20024 (express courier)

Re: Recordation of Documents – Watercraft  
Owner: C.J. Mahan Construction Company  
Mortgagee: Fifth Third Bank  
Memorandum of Vessel Mortgage  
Equipment: one (1) 155' x 52' x 13 Deck Barge;  
eight (8) Flexifloat Construction Systems Quadrafloat 40' x 10' 7' barges;  
two (2) Flexifloat Construction Systems Duofloat 20' x 10' x 7' barges

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 as of May 20, 2014, a primary document as defined in the Board's Rules for Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the Memorandum of Vessel Mortgage are:

Owner: C.J. Mahan Construction Company  
3400 Southwest Blvd.  
Grove City, OH 43123

Mortgagee: Fifth Third Bank  
MD 10904A  
38 Fountain Square Plaza  
Cincinnati, OH 45202

DWT 24230749v2 0058820-000306

Anchorage  
Bellevue  
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Chief Section of Administration  
June 5, 2014  
Page 2

A description of the equipment covered by the Memorandum of Vessel Mortgage consists of:

one (1) 155' x 52' x 13 Deck Barge;  
eight (8) Flexifloat Construction Systems Quadrafloat 40' x 10' 7' barges; and  
two (2) Flexifloat Construction Systems Duofloat 20' x 10' x 7' barges

A recording fee of \$44.00 has been reportedly 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 Vessel Mortgage, dated as of May 20, 2014, between C.J. Mahan Construction Company, LLC as Owner and Fifth Third Bank as Mortgagee covering one (1) 155' x 52' x 13 Deck Barge, eight (8) Flexifloat Construction Systems Quadrafloat 40' x 10' 7' barges; and two (2) Flexifloat Construction Systems Duofloat 20' x 10' x 7' barges.

The document does not contain a hereafter acquired clause.

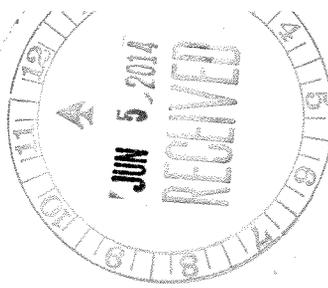
Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosure



Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

Richard J. Schroeder  
206.757.8139 tel  
206.757.7139 fax

rickschroeder@dwt.com

RECORDED BY W147 TEL

JUN 09 '14 -9 50 AM

**SURFACE TRANSPORTATION BOARD**

June 4, 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: C.J. Mahan Construction Company  
Mortgagee: Fifth Third Bank  
Memorandum of Vessel Mortgage  
Equipment: one (1) 155’ x 52’ x 13 Deck Barge;  
eight (8) Flexifloat Construction Systems Quadrafloat 40’ x 10’ 7’ barges;  
two (2) Flexifloat Construction Systems Duofloat 20’ x 10’ x 7’ barges

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 Vessel Mortgage** dated as of May 20, 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

RJS/smh  
Enclosures

DWT 24233935v1 0058820-000306

REGISTRATION NO. 6147 ~~FILED~~

JUN 09 '14 -9 50 AM

~~SURFACE TRANSPORTATION BOARD~~

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MEMORANDUM OF VESSEL FLEET MORTGAGE

between

C.J. MAHAN CONSTRUCTION COMPANY, LLC

("MORTGAGOR")

and

FIFTH THIRD BANK

("MORTGAGEE")

MAY 20, 2014

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

**MEMORANDUM OF VESSEL FLEET MORTGAGE**

This Memorandum of a Vessel Fleet Mortgage is made and entered into as of May 20, 2014, by and between C.J. Mahan Construction Company, LLC ("Mortgagor") and Fifth Third Bank ("Mortgagee").

**WITNESSETH:**

1. Pursuant to a Vessel Fleet Mortgage dated May 20, 2014 ("Mortgage"), Mortgagee has granted Mortgagor a mortgage lien and security interest in the eleven (11) nondocumented barge vessels 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. The Mortgage does not contain a hereafter acquired clause.
5. 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:

C.J. MAHAN CONSTRUCTION COMPANY, LLC

By: Michael A. Coccia  
Name: Michael A. Coccia  
Title: Secretary/Treasurer

MORTGAGEE:

FIFTH THIRD BANK

By: Robert Krefting  
Name:  
Title: **Robert Krefting, VP**

STATE OF OHIO )  
 ) ss.  
COUNTY OF FRANKLIN )

On this 20<sup>th</sup> day of May    , 2014, before me, a Notary Public in and for the State of Ohio, personally appeared Michael A. Coen, 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 Secretary/Treasurer of C.J. Mahan Construction Company, LLC, a limited liability company, 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.



**REBECCA A. MILLER**  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 7/12/14

NOTARY PUBLIC in and for the State of Ohio Rebecca A. Miller  
Residing at Brown City, Ohio  
My appointment expires 7/12/14  
Print Name REBECCA A. Miller

STATE OF OHIO )  
 ) ss.  
COUNTY OF HAMILTON )

On this 20 day of May    , 2014, before me, a Notary Public in and for the State of Ohio, personally appeared Robert Kneeling, 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 Fifth Third Bank, an Ohio Corporation, to be the free and voluntary act and deed of said corporation 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.



Paula D. McQueen  
NOTARY PUBLIC in and for the State of Ohio  
Residing at  
My appointment expires  
Print Name  
**PAULA D. McQUEEN**  
Notary Public, State of Ohio  
My Commission Expires  
October 21, 2018

**SCHEDULE 1**

Vessels subject to Vessel Fleet Mortgage dated May 20, 2014, between Marine, LLC, as Mortgagee, and Fifth Third Bank, as Mortgagor.

<b>Description</b>	<b>Owner</b>
A240: 155' X 52' X 13' DECK BARGE (nondocumented)	Internal Id No. 5950  Acquired from Hall Marine Management LLC
FLEXIFLOAT Construction Systems – Quadrafloat 40' x 10' x 7' barge  (nondocumented)	Internal Id No. 5952  Acquired from Robishaw Engineering, Inc.  Item No. 7400
FLEXIFLOAT Construction Systems – Quadrafloat 40' x 10' x 7' barge  (nondocumented)	Internal Id No. 5953  Acquired from Robishaw Engineering, Inc.  Item No. 7400
FLEXIFLOAT Construction Systems – Quadrafloat 40' x 10' x 7' barge  (nondocumented)	Internal Id No. 5954  Acquired from Robishaw Engineering, Inc.  Item No. 7400
FLEXIFLOAT Construction Systems – Quadrafloat 40' x 10' x 7' barge  (nondocumented)	Internal Id No. 5955  Acquired from Robishaw Engineering, Inc.  Item No. 7400
FLEXIFLOAT Construction Systems – Quadrafloat 40' x 10' x 7' barge  (nondocumented)	Internal Id No. 5956  Acquired from Robishaw Engineering, Inc.  Item No. 7400

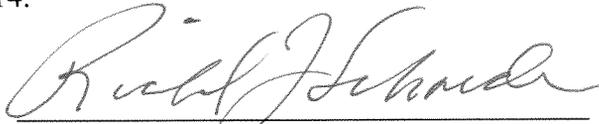
FLEXIFLOAT Construction Systems – Quadrafloat 40' x 10' x 7' barge  (nondocumented)	Internal Id No. 5957  Acquired from Robishaw Engineering, Inc.  Item No. 7400
FLEXIFLOAT Construction Systems – Quadrafloat 40' x 10' x 7' barge  (nondocumented)	Internal Id No. 5958  Acquired from Robishaw Engineering, Inc.  Item No. 7400
FLEXIFLOAT Construction Systems – Quadrafloat 40' x 10' x 7' barge  (nondocumented)	Internal Id No. 5959  Acquired from Robishaw Engineering, Inc.  Item No. 7400
FLEXIFLOAT Construction Systems –  Duofloat 20' x 10' x 7' barge  (nondocumented)	Internal Id No. 5960  Acquired from Robishaw Engineering, Inc.  Item No. 7200
FLEXIFLOAT Construction Systems –  Duofloat 20' x 10' x 7' barge  (nondocumented)	Internal Id No. 5961  Acquired from Robishaw Engineering, Inc.  Item No. 7200

and all equipment located onboard or used in connection with the above described vessel, 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 on board or not, and all additions, renewals and replacements hereafter made in or to the vessels, and proceeds thereof.

**CERTIFICATE OF TRUE COPY**

I, Richard J. Schroeder, hereby certify that the attached Memorandum of Vessel Mortgage between C.J. Mahan Construction Company, LLC as owner/mortgagor and Fifth Third Bank as mortgagee is a true and correct copy of the original.

DATED this 5th day of June, 2014.



Richard J. Schroeder  
Address: 1201 Third Avenue, Suite 2200  
Seattle, WA 98101  
Phone: (206) 757-8139

STATE OF WASHINGTON            )  
  ) ss.  
COUNTY OF KING                )

On this <sup>5</sup>th day of June, 2014, before me, a Notary Public in and for the State of Washington, personally appeared Richard J. Schroeder, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument and acknowledged it to be his free and voluntary act and deed 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  
Washington, residing at King County  
My appointment expires 5-19-15  
Print Name Megan M. Huffman