



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

Richard J. Schroeder
206.757.8139 tel
206.757.7139 fax

rickschroeder@dwt.com

**WATER RECORDATION NO. W206
FILED SEPTEMBER 1, 2016 5:55 PM
SURFACE TRANSPORTATION BOARD**

September 1, 2016

VIA ELECTRONIC FILING

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street SW
Washington, DC 20423-0001

Re: Recordation of Document – Watercraft
Primary Document
Owner/Lessor: SunTrust Equipment Finance & Leasing Corp.
Charterer/Lessee: Starlight Marine Services, Inc.

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Bareboat Charter, dated September 1, 2016, 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: SunTrust Equipment Finance & Leasing Corp.
3333 Peachtree Road NE, 4th Floor
Atlanta, GA 30326

Charterer: Starlight Marine Services, Inc.
910 S.W. Spokane St.
Seattle, WA 98134

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

U.S. documented towing vessel Z-FIVE, ON 1072785

DWT 30240316v1 0096069-000094

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Bellevue
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C.

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Chief, Section of Administration
September 1, 2016
Page 2

A check in the amount of \$45.00 is being remitted. Please return the recorded document to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd 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, dated September 1, 2016, between SunTrust Equipment Finance & Leasing Corp., as Owner, and Starlight Marine Services, Inc., as Charterer, covering the U.S. documented towing vessel Z-FIVE, ON 1072785.

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 "Richard J. Schroeder", with a long horizontal flourish extending to the right.

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

September 1, 2016

VIA UPS EXPRESS

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

Re: Recordation of Document – Watercraft
Primary Document
Owner/Lessor: SunTrust Equipment Finance & Leasing Corp.
Charterer/Lessee: Starlight Marine Services, Inc.

Dear Section Chief:

Enclosed please find a check in the amount of \$45.00 to cover the E-Filing Recordation for the Recordation of Document – Watercraft **Memorandum of Master Bareboat Charter Party** dated as of September 1, 2016. A copy of the face page is enclosed for your reference.

Please return the originals to:

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

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in cursive script, appearing to read 'Richard J. Schroeder'.

Richard J. Schroeder

Enclosures

DWT 30240423v1 0096069-000094

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MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY

between

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.
("OWNER")

and

STARLIGHT MARINE SERVICES, INC.

("CHARTERER")

SEPTEMBER 1, 2016

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2016, at ___ a.m./p.m.
Watercraft Recordation Number ____

MEMORANDUM OF BAREBOAT CHARTER PARTY

This Memorandum of a Master Bareboat Charter Party is made and entered into as of September 1, 2016, by and between SunTrust Equipment Finance & Leasing Corp., a Virginia corporation (“Owner”) and Starlight Marine Services, Inc., a Washington corporation (“Charterer”).

WITNESSETH:

1. Pursuant to a Master Bareboat Charter Party dated September 1, 2016 (“Bareboat Charter”), and Charter Supplement No. 2 thereto dated September 1, 2016, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, one (1) United States documented towing vessel 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 Term, 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.

[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:

SUNTRUST EQUIPMENT FINANCE &
LEASING CORP.

By: Lesley Dedrick
Name: Lesley Dedrick
Title: Vice President

CHARTERER:

STARLIGHT MARINE SERVICES, INC.

By: _____
Name: Todd Prophet
Title: Chief Financial Officer

[Memorandum of Master Bareboat Charter Signature Page]

Z-FIVE

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:

SUNTRUST EQUIPMENT FINANCE &
LEASING CORP.

By: _____
Name:
Title:

CHARTERER:

STARLIGHT MARINE SERVICES, INC.

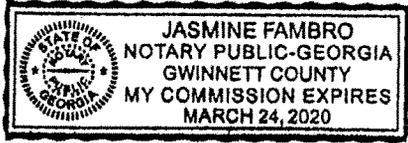
By: _____
Name: Todd Prophet
Title: Chief Financial Officer

[Memorandum of Master Bareboat Charter Signature Page]

Z-FIVE

STATE OF GEORGIA)
) ss.
COUNTY OF GWINNETT)

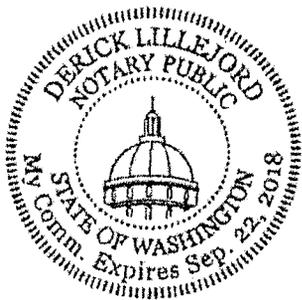
On this 1 day of September 2016, before me personally appeared Lesley Dedrick, to me personally known, who being by me duly sworn, says that he is the Vice President of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., a Virginia corporation, that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was the free act and deed of said corporation.



Jasmine Fambro
NOTARY PUBLIC
My commission expires: 3/24/2020

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 1 day of September, 2016, before me personally appeared Todd Prophet, to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer of STARLIGHT MARINE SERVICES, INC., a Washington 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.



Derick Lillejord
NOTARY PUBLIC
My commission expires: 9/22/2018

SCHEDULE 1

Vessel subject to Master Bareboat Charter Party dated September 1, 2016 between SunTrust Equipment Finance & Leasing Corp., as Owner, and Starlight Marine Services, Inc., as Charterer, and Charter Supplement No. 2 thereto:

VESSEL	OFFICIAL NUMBER
Z-FIVE	O.N. 1072785

including all of her engines, boilers, machinery, masts, boats, anchors, cables, rigging, tackle, apparel, winches, capstans, tools, pumps, fittings, spare and replacement parts in each case attached thereto, furniture, electronics, small boats, and all other appurtenances to said Vessel, together with any and all additions, improvements and/or replacements that may hereafter be made in or to said Vessel or any part thereof, including all items and appurtenances as aforesaid.