



RECORDATION NO. W 75 FILED

Davis Wright Tremaine LLP

JUL 23 '04

10-39 AM

SURFACE TRANSPORTATION BOARD

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July 16, 2004



VIA COURIER

Vernon A. Williams
Secretary
Surface Transportation Board
ATTN: Recording Department
1925 K Street NW
Washington, DC 20423

Re: Recordation of Documents--Watercraft
Lessor: Fifth Third Bank (Southern Indiana)
Lessee: Paradise Towing, LLC
Equipment: U.S. Flag Push Boat Vessel KIM LAURIE; Official No. 637545; and undocumented Barge Vessel FRED MARR, Hull No. R6202

Dear Mr. Secretary:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

- (a) Memorandum of Bareboat Charter Party, a primary document, dated July 12, 2004.
- (b) The names and addresses of the parties to the document are as follows:

Owner/ Lessor: Fifth Third Bank (Southern Indiana)
20 NW Third Street
Evansville, Indiana 47705



Vernon A. Williams, Secretary
Surface Transportation Board
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Charterer/Lessee: Paradise Towing, LLC
2850 N. Main Street
Madisonville, Kentucky 42431

- (c) A description of the equipment covered by the document follows:
- (i) U.S. Flag Push Boat Vessel: KIM LAURIE; Official No. 637545; and
 - (ii) undocumented Barge Vessel FRED MARR, Hull No. R6202

A recording fee of \$30.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Richard J. Schroeder
Davis Wright Tremaine LLP
2600 Century Square
1501 – 4th Avenue
Seattle WA 98101-1688

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

Primary Document: Memorandum of Bareboat Charter Party, dated July 12, 2004, between Key Corporate Capital Inc., through its Fifth Third Bank (Southern Indiana), as Owner and lessor and Paradise Towing, LLC, as Charterer and lessee covering the U.S. Flag Push Boat Vessel KIM LAURIE, Official No. 637545 having a Hailing Port of Calvert City, Kentucky; and undocumented Barge Vessel FRED MARR, Hull No. R6202 having a Hailing Port of Calvert City, Kentucky.

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

Enclosures

RECORDATION NO. W 75 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER PARTY

between

FIFTH THIRD BANK (Southern Indiana)
("OWNER")

and

PARADISE TOWING, LLC
("CHARTERER")

JULY 12, 2004

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on July __, 2004, at __ a.m./p.m.
Recordation Number __

MEMORANDUM OF BAREBOAT CHARTER PARTY

This Memorandum of a Bareboat Charter Party is made and entered into as of July 12, 2004, by and between Fifth Third Bank (Southern Indiana), a Michigan banking corporation (“Owner”) and Paradise Towing, LLC, a Kentucky limited liability company (“Charterer”).

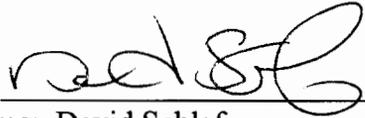
WITNESSETH:

1. Pursuant to a Bareboat Charter Party dated July 12, 2004 (“Bareboat Charter”), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, one undocumented barge vessel named FRED MARR, Hull No. R6202, and one U.S. flag push boat vessel named KIM LAURIE, Official No. 637545, 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 Charter Period, as defined in the Bareboat Charter.
3. 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.

OWNER:

FIFTH THIRD BANK (Southern Indiana)

By 
Name: David Schlaf
Title: Vice President

CHARTERER:

PARADISE TOWING, LLC.
By SCH Services, LLC, its sole Voting Member

By _____
Name: John F. Hunt
Title: Member

MEMORANDUM OF BAREBOAT CHARTER PARTY

This Memorandum of a Bareboat Charter Party is made and entered into as of July 12, 2004, by and between Fifth Third Bank (Southern Indiana), a Michigan banking corporation ("Owner") and Paradise Towing, LLC, a Kentucky limited liability company ("Charterer").

WITNESSETH:

1. Pursuant to a Bareboat Charter Party dated July 12, 2004 ("Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, one undocumented barge vessel named FRED MARR, Hull No. R6202, and one U.S. flag push boat vessel named KIM LAURIE, Official No. 637545, 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 Charter Period, as defined in the Bareboat Charter.
3. 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.

OWNER:

FIFTH THIRD BANK (Southern Indiana)

By _____
Name: David Schlaf
Title: Vice President

CHARTERER:

PARADISE TOWING, LLC.
By SCH Services, LLC, its sole Voting Member

By  _____
Name: John F. Hunt
Title: Member

STATE OF INDIANA)
) ss.
COUNTY OF VANDERBURGH)

On this 12th day of July, 2004, before me personally appeared DAVID SCHLAF, to me personally known, who being by me duly sworn, says that he is the Vice President of FIFTH THIRD BANK (Southern Indiana), a Michigan banking 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.



CARLA CONDI
Resident of Posey County IN
Commission Expires: January 22, 2012

Carla Condi
NOTARY PUBLIC

My commission expires: January 22, 2012

STATE OF KENTUCKY)
) ss.
COUNTY OF HOPKINS)

On this ___ day of June, 2004, before me personally appeared JOHN F. HUNT, to me personally known, who being by me duly sworn, says that he is the Member of SCH Services, LLC, sole Voting Member of PARADISE TOWING, LLC, a Kentucky 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.

NOTARY PUBLIC

My commission expires: _____

STATE OF INDIANA)
) ss.
COUNTY OF VANDERBURGH)

On this ___ day of July, 2004, before me personally appeared DAVID SCHLAF, to me personally known, who being by me duly sworn, says that he is the Vice President of FIFTH THIRD BANK (Southern Indiana), a Michigan banking 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.

NOTARY PUBLIC

My commission expires: _____

STATE OF KENTUCKY)
) ss.
COUNTY OF HOPKINS)

On this 12 day of June, 2004, before me personally appeared JOHN F. HUNT, to me personally known, who being by me duly sworn, says that he is the Member of SCH Services, LLC, sole Voting Member of PARADISE TOWING, LLC, a Kentucky 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.

Christopher R. Ellis
NOTARY PUBLIC

My commission expires: 7/22/06

SCHEDULE 1

Vessel subject to Bareboat Charter dated July 12 2004 between Fifth Third Bank (Southern Indiana), as Owner, and Paradise Towing, LLC, as Charterer.

VESSEL	OFFICIAL NUMBER	HULL NO.
KIM LAURIE	637545	_____
FRED MARR	N/A	R6202

and all equipment located onboard or used in connection with the above described vessels, the whole of the vessels, 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 or board or not, and all additions, renewals and replacements hereafter made in or to the vessels, and proceeds thereof, and all accounts, charters and contracts for the use or hire of the above described vessels, and all proceeds thereof.