

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

Assignee: Cole Taylor Equipment Finance, LLC
501 Fairmount Avenue, Suite 301
Towson, MD 21286

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

U.S. documented tank barge THE PROSPECTOR, ON 1038974.

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 3rd Avenue, Suite 2200
Seattle, WA 98101

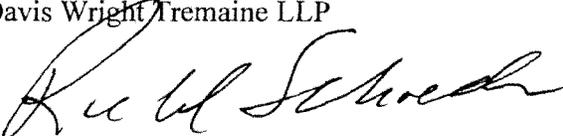
A short summary of the document to appear in the index as follows:

Secondary Document: Memorandum of Partial Assignment of Master Bareboat Charter, dated July 24, 2014, between Fifth Third Equipment Finance Company, as owner and assignor, and Cole Taylor Equipment Finance, LLC, as assignee, covering the U.S. documented tank barge THE PROSPECTOR, ON 1038974.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP


Richard J. Schroeder

Enclosures

July 30, 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: Cole Taylor Equipment Finance, LLC
Memorandum of Partial Assignments of Master Bareboat Charter (Charter Schedule 3)
Equipment: U.S. documented tank barge THE PROSPECTOR, ON 1038974

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 July 24, 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 3rd Avenue, Suite 2200
Seattle, WA 98101

Very truly yours,

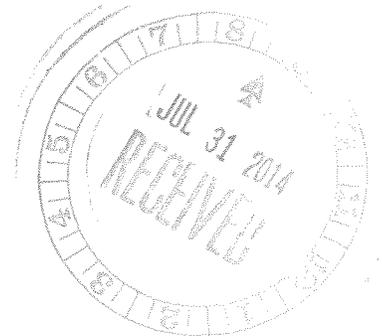
Davis Wright Tremaine-LLP



Richard J. Schroeder

Enclosures

DWT 24547221v1 0058820-000314



RECORDATION NO. W148-C ~~FILED~~

JUL 31 '14 -8 00 AM

~~SURFACE TRANSPORTATION BOARD~~

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY

("ASSIGNOR")

and

COLE TAYLOR EQUIPMENT FINANCE, LLC

("ASSIGNEE")

JULY 24, 2014

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on July __, 2014, at ____m.
Recordation Number W _____

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER

(Charter Schedule No. 3)

This Memorandum of Partial Assignment of Master Bareboat Charter is made and entered into as of July 24, 2014, by and between Fifth Third Equipment Finance Company, an Ohio corporation ("Assignor") and Cole Taylor Equipment Finance, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

1. Pursuant to a Master Bareboat Charter dated June 30, 2014 ("Master Charter"), and Charter Schedule No. 3 thereto, dated July 24, 2014, Assignor as owner ("Owner") furnished to Tidewater Barge Lines, Inc., as charterer ("Charterer"), and the Charterer leased from Owner, one (1) U.S. documented vessel as follows:

| <u>Name</u> | <u>Official No.</u> | <u>Hull No.</u> |
|----------------|---------------------|-----------------|
| THE PROSPECTOR | 1038974 | ZMC Hull 653 |

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, as amended by Memorandum of Partial Assignment of Master Bareboat Charter dated June 30, 2014, and recorded under Recordation No. W148-A, as amended by Amendment to Memorandum of Bareboat Charter dated July 24, 2014, and recorded under Recordation No. W148-B;

2. Assignor and Assignee entered into that certain Master Assignment Agreement dated May __, 2013, and Specification of Assigned Interest thereto dated July 24, 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. 3, entered into pursuant to the Bareboat Charter and the vessel (the "Vessel") 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. 3 (and the Master Charter but only as incorporated by reference in Charter Schedule No. 3) 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.

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.

[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.

ASSIGNOR:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By *Randall Strong*
Name: RANDALL G. STRONG
Title: Vice President

ASSIGNEE:

COLE TAYLOR EQUIPMENT FINANCE, LLC

By _____
Name: _____
Title: _____

[Signature Page to Memorandum of Partial Assignment of Master Bareboat Charter]

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:

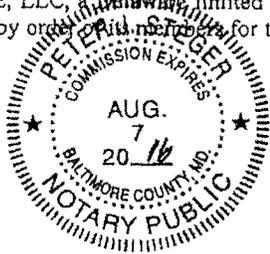
COLE TAYLOR EQUIPMENT FINANCE, LLC

By Jennifer Rosenberg
Name: Jennifer P. Rosenberg
Title: SVP, Credit

[Signature Page to Memorandum of Partial Assignment of Master Bareboat Charter]

STATE OF MARYLAND)
) ss.
COUNTY OF BALTIMORE)

On this 24th day of July, 2014, before me personally appeared Jennifer P. Rosenberg, to me personally known, who being by me duly sworn, says that he is the SVP, Credit of COLE TAYLOR EQUIPMENT FINANCE, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its members for the purposes mentioned in the instrument.



[Signature]
NOTARY PUBLIC
My commission expires: 8/7/2016

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this ____ day of July 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 July, 2014, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of COLE TAYLOR EQUIPMENT FINANCE, LLC, a Delaware limited liability company, that the foregoing instrument was signed on behalf of said company by order of its members for the purposes mentioned in the instrument.

NOTARY PUBLIC
My commission expires: _____

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 24 day of July 2014, before me personally appeared Randall Strong to me personally known, who being by me duly sworn, says that s/he is the VP of FIFTH THIRD EQUIPMENT FINANCE 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.

Karen Waymeyer

NOTARY PUBLIC
My commission expires: 11-25-2017



Karen Waymeyer
Notary Public, State of Ohio
My Commission Expires 11-25-2017

SCHEDULE 1

Vessel subject to Master Bareboat Charter Party dated June 30, 2014, and Charter Schedule No. 3 thereto dated July 24, 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 PROSPECTOR | 1038974 | ZMC Hull 653 |

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 vessels, and proceeds thereof.