



RICHARD J. SCHROEDER
DIRECT (206) 757-8139
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June 1, 2009

VIA ELECTRONIC FILING

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Attn: Recording Department
395 E Street, SW
Washington, DC 20024

Re: Recordation of Documents -- Watercraft
Lessor: The Fifth Third Leasing Company
Lessees: James Marine, Inc.
James Transportation LLC
Paducah River Painting, Inc.
Paducah River Fuel Services, Inc.
JamesBuilt, LLC
RJ Boat & Barge Company, Inc.
Brown Water Plastics, LLC

Dear Ms. Acting Secretary:

Enclosed for recordation pursuant to Section 110301 of Title 49 of the U.S. Code is:

- (a) Memorandum of Bareboat Charter Party, dated May 29, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.
- (b) The names and addresses of the parties to the document are as follows:

Owner/Lessor: The Fifth Third Leasing Company
MD 10904A
38 Fountain Square Plaza
Cincinnati, Ohio 45263

Anne K. Qinlan
June 1, 2009
Page 2

Charterer/Lessee: James Marine, Inc.
James Transportation LLC
Paducah River Painting, Inc.
Paducah River Fuel Services, Inc.
JamesBuilt, LLC
RJ Boat & Barge Company, Inc.
Brown Water Plastics, LLC
4500 Clarks River Road
Paducah, Kentucky 42002

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

U.S. Flag Tow Vessel **EMMA KATE, O.N. 275253**

A recording fee of \$43.00 is being remitted. Please return the originals 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 Party, dated May 29, 2009, between The Fifth Third Leasing Company, as Owner and Lessor, and James Marine, Inc., James Transportation LLC, Paducah River Painting, Inc., Paducah River Fuel Services, Inc., JamesBuilt, LLC, RJ Boat & Barge Company, Inc., Brown Water Plastics, LLC, as Charterer and Lessee covering the US. Flag tow vessel EMMA KATE, O.N. 275253.

This document does not contain a hereafter acquired claused.

Very truly yours,

Davis Wright Tremaine LLP

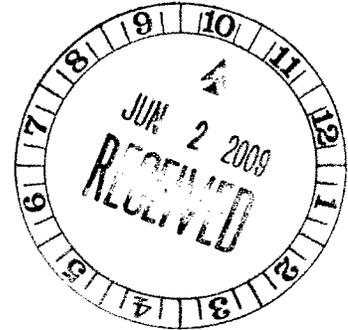


Richard J. Schroeder

RJS:mtk
Enclosures



RICHARD J. SCHROEDER
DIRECT (206) 757-8139
DIRECT FAX (206) 622-3150
rickshroeder@dwt.com



June 1, 2009

VIA FEDERAL EXPRESS

Karen January
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

Re: Recordation of Documents – Watercraft EMMA KATE, O.N. 275253

Dear Karen:

Enclosed please find a check in the amount of \$43.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft a Memorandum of Bareboat Charter Party dated as of May 29, 2009, filed on June 1, 2009 filed as a primary document. Copies of the face page are enclosed for your reference.

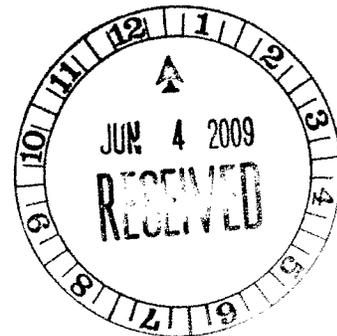
This document does not contain a hereafter acquired claused.

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

RJS:mtk
Enclosures



RICHARD J. SCHROEDER
DIRECT (206) 757-8139
DIRECT FAX (206) 622-3150
rickshroeder@dwt.com

June 3, 2009

VIA FEDERAL EXPRESS

Karen January
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

Re: Recordation of Documents – Watercraft EMMA KATE, O.N. 275253

Dear Karen:

Enclosed please find a check in the amount of \$39.00 (because you are holding a \$2.00 credit from the e-filing recording of the Memorandum of Bareboat Charter W102) to cover the E-Filing Recordation for the Recordation of Documents – Watercraft a Memorandum of Assignment of Bareboat Charter Party dated as of May 29, 2009, filed on June 3, 2009 filed as a secondary document. Copies of the face page are enclosed for your reference.

This document does not contain a hereafter acquired claused.

Very truly yours,

Davis Wright Tremaine-LLP

Richard J. Schroeder

RJS:mtk
Enclosures

JUN 01 '09

7-23 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER PARTY

between

THE FIFTH THIRD LEASING COMPANY
("OWNER")

and

JAMES MARINE, INC.
JAMES TRANSPORTATION LLC
PADUCAH RIVER PAINTING, INC.
PADUCAH RIVER FUEL SERVICES, INC.
JAMESBUILT, LLC
RJ BOAT & BARGE COMPANY, INC.
BROWN WATER PLASTICS, LLC
("CHARTERER")

May 29, 2009

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2009, at _____ a.m./p.m.
Watercraft Recordation Number _____

MEMORANDUM OF BAREBOAT CHARTER PARTY

This Memorandum of a Bareboat Charter Party is made and entered into as of May 29, 2009, by and between The Fifth Third Leasing Company, an Ohio corporation ("Owner") and James Marine, Inc., a Kentucky corporation, James Transportation LLC, a Kentucky limited liability company, Paducah River Painting, Inc., a Kentucky corporation, Paducah River Fuel Services, Inc., a Kentucky corporation, JamesBuilt, LLC, a Kentucky limited liability company, RJ Boat & Barge Company, Inc., a Kentucky corporation, Brown Water Plastics, LLC, a Kentucky limited liability company, (collectively "Charterer").

WITNESSETH:

1. Pursuant to a Bareboat Charter Party dated May 29, 2009 ("Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, the United States documented towing vessel EMMA KATE, Official Number 275253, as more particularly described 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.

[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:

THE FIFTH THIRD LEASING COMPANY

By: Richard Maxwell
Name: Richard Maxwell
Title: Senior Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 28th day of May, 2009, before me personally appeared Richard Maxwell, to me personally known, who being by me duly sworn, says that she/he is the Sr. Vice President of THE FIFTH THIRD LEASING COMPANY, an Ohio 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.

Charles Allen Arkin
NOTARY PUBLIC

My commission expires: no expiration



Charles Allen Arkin, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

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.

CHARTERER:

PADUCAH RIVER PAINTING, INC.

By: *C. Ronald James*
Name: *C. Ronald James*
Title: *President*

STATE OF KENTUCKY)
) ss.
COUNTY OF McCracken)

On this 27 day of May, 2009, before me personally appeared C. RONALD JAMES to me personally known, who being by me duly sworn, says that she/he is the PRESIDENT of PADUCAH RIVER PAINTING, INC., a Kentucky 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.

Deanna Roberts
NOTARY PUBLIC

My commission expires: 9.20.10

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.

CHARTERER:

PADUCAH RIVER FUEL SERVICES, INC.

By: *C. Donald James*
Name: *C. Donald James*
Title: *President*

STATE OF KENTUCKY)
) ss.
COUNTY OF McCracken)

On this 27 day of May, 2009, before me personally appeared C. DONALD JAMES to me personally known, who being by me duly sworn, says that she/he is the PRESIDENT of PADUCAH RIVER FUEL SERVICES, INC., a Kentucky 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.

Deanna Roberts
NOTARY PUBLIC

My commission expires: 9-20-10

SCHEDULE 1

Vessel subject to Bareboat Charter Party dated May 29, 2009, between The Fifth Third Leasing Company, as Owner and James Marine, Inc., a Kentucky corporation, James Transportation LLC, a Kentucky limited liability company, Paducah River Painting, Inc., a Kentucky corporation, Paducah River Fuel Services, Inc., a Kentucky corporation, JamesBuilt, LLC, a Kentucky limited liability company, RJ Boat & Barge Company, Inc., a Kentucky corporation, Brown Water Plastics, LLC, a Kentucky limited liability company, as Charterer. The whole of the vessel:

<u>VESSEL</u>	<u>OFFICIAL NUMBER</u>
EMMA KATE	275253

and all equipment located onboard or used in connection with the above described vessel, together with her boilers, engines, generators, air compressors, machinery, masts, spars, riggings, 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, and all additions, renewals and replacements hereafter made in or to the vessel, and proceeds thereof, and all charters and contracts for the use or hire of the above described vessels, and all proceeds thereof.