



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

Richard J. Schroeder
206.757.8139 tel
206.757.7139 fax

rickschroeder@dwt.com

October 16, 2014

VIA ELECTRONIC FILING

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

Re: Recordation of Documents – Watercraft
Secondary Document
Owner/Assignor: Fifth Third Equipment Finance Company
Assignee: RBS Asset Finance, Inc.
Memorandum of Partial Assignments of Master Bareboat Charter
(Charter Schedule 4)

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Partial Assignment of Master Bareboat Charter, dated September 26, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The primary document to which this is connected is recorded under Recordation No. W148.

The enclosed document relates to a Memorandum of Master Bareboat Charter filed July 3, 2014 under Recordation No. W148, as amended by Amendment to Memorandum of Bareboat Charter dated July 24, 2014 filed July 25, 2014 at 5:06 p.m. under Recordation No. W148-B as further amended by Amendment to Memorandum of Bareboat Charter dated September 26, 2014, filed October 10, 2014 at 3:55 p.m. under Recordation No. W-148-D.

We request that the document be recorded under Recordation No. 148-E.

The enclosed Memorandum of Partial Assignment of Master Bareboat Charter is an assignment by Fifth Third Equipment Finance Company ("Assignor") to RBS Asset Finance, Inc. ("Assignee") of Charter Schedule No. 4, date September 26, 2014, covering the Vessels:

<u>Name</u>	<u>Official No.</u>
43	non-documented
81	non-documented
25	980832
26	980082
14	non-documented

DWT 25035981v2 0058820-000314

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Chief, Section of Administration
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The names and addresses of the parties to the document are as follows:

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

Assignee: RBS Asset Finance, Inc.
480 Jefferson Boulevard RJE150
Warwick, RI 02886

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

five (5) vessels consisting of barge "25," ON 980832; barge "26," ON 980082, non-
documented barge "43," non-documented barge "81," and non-documented barge "14."

A check in the amount of \$43.00 is being remitted. Please return the recorded document to:

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

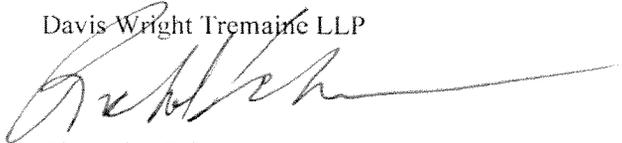
A short summary of the document to appear in the index as follows:

Secondary Document: Memorandum of Partial Assignment of Master Bareboat Charter, dated
September 26, 2014, between Fifth Third Equipment Finance Company, as owner and assignor, and RBS
Asset Finance, Inc., as assignee, covering five (5) vessels consisting of barge "25," ON 980832;
barge "26," ON 980082, non-documented barge "43," non-documented barge "81," and non-documented
barge "14."

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY

("ASSIGNOR")

and

RBS ASSET FINANCE, INC.

("ASSIGNEE")

SEPTEMBER 26, 2014

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2014, at _____.m.

Recordation Number W _____

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER

(Charter Schedule No. 4)

This Memorandum of Partial Assignment of Master Bareboat Charter is made and entered into as of September 26, 2014, by and between Fifth Third Equipment Finance Company, an Ohio corporation ("Assignor") and RBS Asset Finance, Inc., a New York corporation ("Assignee").

WITNESSETH:

1. Pursuant to a Master Bareboat Charter dated June 30, 2014 ("Master Charter"), and Charter Schedule No. 4 thereto, dated September 26, 2014, Assignor as owner ("Owner") furnished to Tidewater Barge Lines, Inc., as charterer ("Charterer"), and the Charterer leased from Owner, two (2) U.S. documented vessels and three (3) non-documented vessels as follows:

<u>Name</u>	<u>Official No.</u>	<u>Hull No.</u>
43	ND	_____
81	ND	_____
25	980832	35
26	980082	542
14	ND	_____

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 supplemented 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, as supplemented by Memorandum of Partial Assignment dated July 24, 2014, filed with the Surface Transportation Board on July 30, 2014, and assigned Recordation No. W148-C, as amended by Amendment to Memorandum of Bareboat Charter dated September 26, 2014, filed with the Surface Transportation Board on September 26, 2014, and assigned Recordation No. W148-__.

2. Assignor and Assignee entered into that certain Master Assignment Agreement dated as of March 19, 2008, as amended on February 28, 2009 and further amended November 7, 2011, and Specification of Purchased Asset thereto dated September 26, 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. 4, entered into pursuant to the Bareboat Charter and the vessels (the "Vessels") 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. 4 (and the Master Charter but only as incorporated by reference in Charter Schedule No. 4) 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.

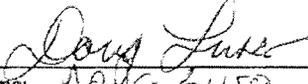
7. This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[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 
Name: DOUG LUSA
Title: V.P. PRESIDENT

ASSIGNEE:

RBS ASSET FINANCE, INC.

By _____
Name: _____
Title: _____

[Signature Page to Memorandum of Partial Assignment of Master Bareboat Charter (Charter Schedule No. 4)]

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 _____
Name: _____
Title: _____

ASSIGNEE:

RBS ASSET FINANCE, INC.

By  _____
Name: _____
Title: Linda Simeone
Vice-President

[Signature Page to Memorandum of Partial Assignment of Master Bareboat Charter (Charter Schedule No. 4)]

STATE OF RHODE ISLAND)
) ss.
COUNTY OF KENT)

On this 26 day of September, 2014, before me personally appeared Linda Simone, to me personally known, who being by me duly sworn, says that she is the Vice President of RBS ASSET FINANCE, INC., a New York corporation, that the foregoing instrument was signed on behalf of said company by order of its Directors for the purposes mentioned in the instrument.


NOTARY PUBLIC
My commission expires: _____

NICHOLE C. ANDREWS
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES 10/23/2017

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this _____ day of September, 2014, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ 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.

NOTARY PUBLIC
My commission expires: _____

SCHEDULE 1

Vessel subject to Master Bareboat Charter Party dated June 30, 2014, and Charter Schedule No. 4 thereto dated September 26, 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>
43	ND	_____
81	ND	_____
25	980832	35
26	980082	542
14	ND	_____

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 or board or not, and all additions, renewals and replacements hereafter made in or to the vessels, and proceeds thereof.