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WATER RECORDATION NO. W-192
FILED JUNE 22, 2016 5:15 PM
SURFACE TRANSPORTATION BOARD

June 22, 2016

VIA ELECTRONIC FILING

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

Re: Recordation of Documents – **Watercraft**
Primary Document
Mortgagor: Scott Bridge Company, Inc.
Mortgagee: Fifth Third Bank
Memorandum of Vessel Mortgage
Equipment: Twenty-five (25) non-documented barge vessels named SQ1384, SQ1388, SQ1391-SQ1394, inclusive, SQ1398, SQ1401, SQ1402, SQ1413, SQ1416, SD1229, SD1240, SD1244-SD1246, inclusive, SD1248, SD1251, SD1252, SD1255-SD1257, inclusive, SD1259, SD1263 and SD1268

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Vessel Mortgage, dated as of June 7, 2016, a primary document as defined in the Board's Rules for Recordation of Documents, 49 C.F.R. Section 1177, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code

The names and addresses of the parties to the Memorandum of Vessel Mortgage are:

Owner: Scott Bridge Company, Inc.
2641 Interstate Drive
Opelika, AL 36804

Mortgagee: Fifth Third Bank
MD 10904A
38 Fountain Square Plaza
Cincinnati, OH 45202

DWT 29868464v1 0058820-000002

Anchorage	New York	Seattle
Bellevue	Portland	Shanghai
Los Angeles	San Francisco	Washington, D.C.

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Chief Section of Administration
June 22, 2016
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A description of the equipment covered by the Memorandum of Vessel Mortgage consists of:

Twenty-five (25) non-documented barge vessels named
SQ1384, SQ1388, SQ1391-SQ1394, inclusive, SQ1398, SQ1401,
SQ1402, SQ1413, SQ1416, SD1229, SD1240, SD1244-SD1246,
inclusive, SD1248, SD1251, SD1252, SD1255-SD1257, inclusive,
SD1259, SD1263 and SD1268

A recording fee of \$43.00 has been 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 Vessel Mortgage, dated as of June 7, 2016, between Scott Bridge Company, Inc. as Owner and Fifth Third Bank as Mortgagee covering twenty-five (25) non-documented barge vessels named SQ1384, SQ1388, SQ1391-SQ1394, inclusive, SQ1398, SQ1401, SQ1402, SQ1413, SQ1416, SD1229, SD1240, SD1244-SD1246, inclusive, SD1248, SD1251, SD1252, SD1255-SD1257, inclusive, SD1259, SD1263 and SD1268.

The document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosure



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

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June 22, 2016

VIA UPS EXPRESS

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

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Dear Section Chief:

Enclosed please find a check in the amount of \$43.00 to cover the E-Filing Recordation for the Recordation of Document – Watercraft **Memorandum of Vessel Mortgage** dated as of June 7, 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


Richard J. Schroeder

Enclosures

DWT 29888848v1 0058820-000002

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MEMORANDUM OF VESSEL MORTGAGE

between

SCOTT BRIDGE COMPANY, INC.

("MORTGAGOR")

and

FIFTH THIRD BANK

("MORTGAGEE")

JUNE 7, 2016

Filed with the Surface Transportation Board pursuant to

49 U.S.C. §11301 on June ____, 2016, at _____.m.

Watercraft Recordation Number _____

MEMORANDUM OF BAREBOAT CHARTER

This Memorandum of a Vessel Mortgage is made and entered into as of June 7, 2016, by and between Scott Bridge Company, Inc. ("Mortgagor") and The Fifth Third Leasing Company ("Mortgagee").

WITNESSETH:

Pursuant to a Vessel Mortgage dated June 7, 2016 ("Mortgage"), Mortgagee has granted Mortgagor a mortgage lien and security interest in the nondocumented barges with serial numbers SQ1391, SQ1393, SQ1398, SQ1401, SQ1402, SQ1384, SQ1413, SQ1388, SQ1394, SQ1416, SQ1392, SD1229, SD1240, SD1246, SD1244, SD1245, SD1251, SD1252, SD1255, SD1256, SD1259, SD1257, SD1263, SD1248, SD1268

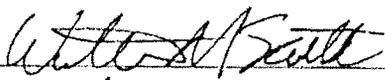
as identified on Schedule 1 attached hereto.

1. The Mortgage is not made under Chapter 313 of Title 46 U.S. Code.
2. The Mortgage shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Mortgage.
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.

MORTGAGOR:

SCOTT BRIDGE COMPANY, INC.

By 
Name: WILLIAM M. SCOTT
Title: VP

MORTGAGEE:

FIFTH THIRD BANK

By 
Name: Laurel Sebree
Title: Vice President

STATE OF AL)

) ss.

COUNTY OF Lee)

On this 7th day of June, 2016, before me, a Notary Public in and for the State of AL, personally appeared William M. Scott, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated he was authorized to execute the instrument, and acknowledged it as V.P. of Scott Bridge Co. Inc. Corporation, to be the free and voluntary act and deed of said company for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

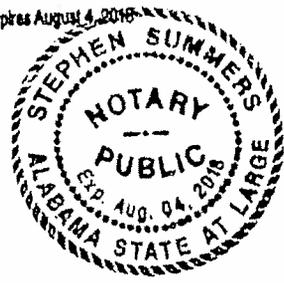
NOTARY PUBLIC in and for the State of AL
Residing at Opelika, Alabama
My appointment expires
Print Name Stephen Summers My Commission Expires August 4, 2018

STATE OF OH)

) ss.

COUNTY OF Harrison)

Stephen Summers
[Signature]



On this 21st day of June, 2016, before me, a Notary Public in and for the State of OH, personally appeared Paula McArthur, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated he was authorized to execute the instrument, and acknowledged it as VP of Fly Time Out Corporation, to be the free and voluntary act and deed of said company for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Paula D. McArthur
NOTARY PUBLIC in and for the State of OH
Residing at Cincinnati OH
My appointment expires
Print Name Paula McArthur 10-21-18



SCHEDULE 1

Vessel subject to Marine Mortgage dated June 7, 2016 between Scott Bridge Company, Inc., as Mortgagee, and The Fifth Third Leasing Company, as Mortgagor.

Vessel Description:	Barges
Barge Serial Number:	SQ1391, SQ1393, SQ1398, SQ1401, SQ1402, SQ1384, SQ1413, SQ1388, SQ1394, SQ1416, SQ1392, SD1229, SD1240, SD1246, SD1244, SD1245, SD1251, SD1252, SD1255, SD1256, SD1259, SD1257, SD1263, SD1248, SD1268

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.