

July 25, 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: Fifth Third Equipment Finance Company
Lessee: Tidewater Barge Lines, Inc.
Amendment to Memorandum of Master Bareboat Charter

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is an Amendment to Memorandum of Master Bareboat Charter, dated July 24, 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.

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

The enclosed Amendment to Memorandum of Master Bareboat Charter is an amendment by Fifth Third Equipment Finance Company (“Owner”) and Tidewater Barge Lines, Inc. (“Charterer”) to supplement the Master Bareboat Charter by adding Charter Schedule No. 3, date July 24, 2014, covering the Vessel:

Name
THE PROSPECTOR

Official No.
1038974

DWT 24524098v2 0058820-000314

Anchorage
Bellevue
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C.

www.dwt.com

The names and addresses of the parties to the document are as follows:

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

Charterer: Tidewater Barge Lines, Inc.
6305 NW Old Tower River Road
Vancouver, WA 98660

A description of the equipment covered by the document follows:

One (1) 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: Amendment to Memorandum of Master Bareboat Charter, dated July 24, 2014, between Fifth Third Equipment Finance Company, as owner, and Tidewater Barge Lines, Inc., as charterer, covering one (1) tank barge vessel 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 25, 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: Fifth Third Equipment Finance Company
Charterer: Tidewater Barge Lines, Inc.
Amendment to Memorandum of Master Bareboat Charter
Equipment: One (1) 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, **Amendment to Memorandum 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 24527351v1 0058820-000314

RECORDED W148-B

JUL 25 '14 -5 06 PM

SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF MASTER BAREBOAT CHARTER

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY

("OWNER")

and

TIDEWATER BARGE LINES, INC.

("CHARTERER")

JULY 24, 2014

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on July __, 2014, at __.m.
Recordation Number W148-__

AMENDMENT TO MEMORANDUM OF MASTER BAREBOAT CHARTER

THIS AMENDMENT TO MEMORANDUM OF MASTER BAREBOAT CHARTER, dated as of the 24 day of July, 2014, is made by Fifth Third Equipment Finance Company, an Ohio corporation ("Owner") with an address at MD10904A, 38 Fountain Square Plaza, Cincinnati, OH 45265 and Tidewater Barge Lines, Inc., an Oregon corporation, with an address at 6305 NW Lower Old River Road, Vancouver, WA 98660 ("Charterer").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Charterer and Owner are parties to that certain Master Bareboat Charter dated as of June 30, 2014, between Owner and Charterer (the "Master Charter"), relating to thirteen vessels (the "Equipment") as more completely described in a Memorandum of Master Bareboat Charter, dated as of June 30, 2014, filed with the Surface Transportation Board on July 3, 2014, and assigned Recordation No. W148, as supplemented by Memorandum of Partial Assignment dated June 30, 2014, filed with the Surface Transportation Board on July 11, 2014, and assigned Recordation No. W148-A.

WHEREAS, Owner and Charterer have executed Charter Schedule No. 3 dated July 24, 2014 adding the U.S. documented tank barge vessel THE PROSPECTOR, Official No. 1038974 to the Master Charter and the forgoing Memoranda. Owner and Charterer desire to show for the public record the forgoing changes, accordingly Owner and Charterer here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Owner and Charterer hereby confirm and agree that Vessel subject to the Master Charter is described on Exhibit A hereto.

This Memorandum of Amendment 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: _____
Title: Gerald Whitfield, VP

ASSIGNEE:

TIDEWATER BARGE LINES, INC.

By _____
Name: _____
Title: _____

[Signature Page to Amendment to Memorandum 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.

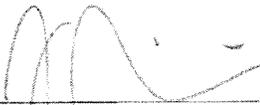
ASSIGNOR:

THE FIFTH THIRD LEASING COMPANY

By _____
Name: _____
Title: _____

ASSIGNEE:

TIDEWATER BARGE LINES, INC.

By  _____
Name: Myron Reising
Title: CFO

[Signature Page to Amendment to Memorandum of Master Bareboat Charter]

STATE OF WASHINGTON)
) ss.
COUNTY OF CLARK)

On this 24th day of July, 2014, before me personally appeared MYRON REISING, to me personally known, who being by me duly sworn, says that he is the CFO of TIDEWATER BARGE LINES, INC., an Oregon 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.



Kathie L. Nunn
NOTARY PUBLIC
My commission expires: 2/15/2015

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: _____

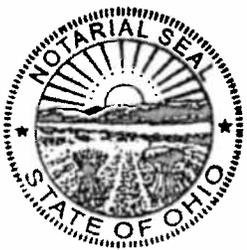
STATE OF WASHINGTON)
) ss.
COUNTY OF CLARK)

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 TIDEWATER BARGE LINES, INC., an Oregon 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 OHIO)
) ss.
COUNTY OF HAMILTON)

On this 24 day of July 2014, before me personally appeared Gerald Whitfield to me personally known, who being by me duly sworn, says that s/he is the V.P. 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, State of Ohio
My Commission Expires 11-25-2017

Karen Waymeyer
NOTARY PUBLIC
My commission expires: 11-25-2017

EXHIBIT A

Vessel 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 vessel, and proceeds thereof 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:

[Charter Schedule No. 3]

<u>Name</u>	<u>Official No.</u>
PROSPECTOR	1038974