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September 2, 2015

WATER RECORDATION NO. W148-G  
FILED SEPTEMBER 2, 2015 4:50 PM  
SURFACE TRANSPORTATION BOARD

**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: Regions Commercial Equipment Finance, LLC  
Memorandum of Partial Assignment of Master Bareboat Charter

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Partial Assignment Master Bareboat Charter, dated August 19, 2015, 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 Amendment to Master Bareboat Charter filed August 20, 2015, under Recordation No. W148-F.

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

The enclosed Memorandum of Partial Assignment of Master Bareboat Charter is an assignment by Fifth Third Equipment Finance Company (“Assignor”) to Regions Commercial Equipment Finance, LLC (“Assignee”) of Charter Schedule No. 5, dated August 19, 2015, covering the Vessels:

<u>Name</u>	<u>Official No.</u>
2I	Non-documented
TBL 22	Non-documented
BIG BIN	Non-documented
TRI CITIES VOYAGER	1052065

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

DWT 27782266v1 0058820-000339

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

www.dwt.com



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

Assignee: Regions Commercial Equipment Finance, LLC  
1900 5<sup>th</sup> Avenue North, 25<sup>th</sup> Floor  
Birmingham, AL 35203

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

**Four (4) vessels consisting of tank barge TRI CITIES VOYAGER, ON 1052065; non-documented barge "21", non-documented barge "TBL 22", and non-documented barge "BIG BIN".**

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 3<sup>rd</sup> Avenue, Suite 2200  
Seattle, WA 98101

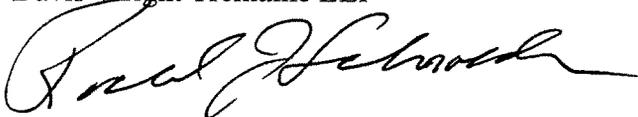
A short summary of the document to appear in the index as follows:

Secondary Document: Memorandum of Partial Assignment of Master Bareboat Charter, dated August 19, 2015, between Fifth Third Equipment Finance Company, as owner and assignor, and Regions Commercial Equipment Finance, LLC, as assignee, covering Four (4) vessels consisting of tank barge TRI CITIES VOYAGER, ON 1052065; non-documented barge "21", non-documented barge "TBL 22", and non-documented barge "BIG BIN".

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures



Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

**Richard J. Schroeder**  
206.757.8139 tel  
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September 2, 2015

**VIA FEDERAL EXPRESS**

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

Re: Recordation of Documents – Watercraft  
Secondary Document  
Owner/Assignor: Fifth Third Equipment Finance Company  
Assignee: Regions Commercial Equipment Finance, LLC  
Memorandum of Partial Assignment of Master Bareboat Charter

Dear Section Chief:

Enclosed please find a check in the amount of \$43.00 to cover the E-Filing Recordation for the **Memorandum of Partial Assignment of Master Bareboat Charter Party** dated as of August 19, 2015. A copy of the face page is enclosed for your reference.

Please return the originals to:

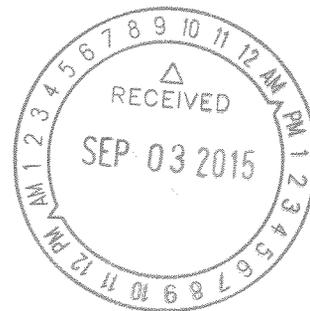
Richard J. Schroeder  
Davis Wright Tremaine LLP  
1201 3<sup>rd</sup> Avenue, Suite 2200  
Seattle, WA 98101

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

Enclosures



DWT 27782401v1 0058820-000339

Anchorage  
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WATER RECORDATION NO. W148-G  
FILED SEPTEMBER 2, 2015 4:50 PM  
SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY

("ASSIGNOR")

and

REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC

("ASSIGNEE")

AUGUST 19, 2015

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on \_\_\_\_\_, 2015, at \_\_\_\_\_.m.  
Recordation Number W \_\_\_\_\_

**MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER**

**(Charter Schedule No. 5)**

This Memorandum of Partial Assignment of Master Bareboat Charter is made and entered into as of August 19, 2015, by and between Fifth Third Equipment Finance Company, an Ohio corporation ("Assignor") and Regions Commercial Equipment Finance, LLC, an Alabama limited liability company ("Assignee").

**WITNESSETH:**

1. Pursuant to a Master Bareboat Charter dated June 30, 2014 ("Master Charter"), and Charter Schedule No. 5 thereto, dated August 19, 2015, Assignor as owner ("Owner") furnished to Tidewater Barge Lines, Inc., as charterer ("Charterer"), and the Charterer leased from Owner, one (1) U.S. documented barge vessel and three (3) non-documented barge vessels as follows:

<u>Name</u>	<u>Official No.</u>	<u>Hull No.</u>
TRI CITIES VOYAGER	1052065	656
BIG BIN	N/D	31
21	N/D	28
TBL 22	N/D	29

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 October 15, 2014, and assigned Recordation No. W148-D, as supplemented by Memorandum of Partial Assignment dated September 26, 2014, filed with the Surface Transportation Board on October 16, 2014, and assigned Recordation No. W148-E.

2. Assignor and Assignee entered into that certain Master Assignment Agreement dated as of May 29, 2009, as amended on October 15, 2012, and Specification of Purchased Asset thereto dated August 19, 2015 (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. 5, 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. 5 (and the Master Charter but only as incorporated by reference in Charter Schedule No. 5) 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.

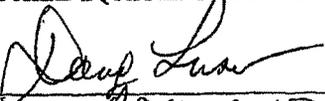
6. The terms and provisions of the Assignment and the Charter Schedule are more particularly set forth in the Assignment and Specification referenced above.

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.

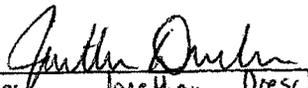
*[Signature Page Follows]*

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 LISSO  
Title: VIC PRESIDENT

ASSIGNEE: REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC

By   
Name: Jonathan Drescher  
Title: ASSISTANT VICE PRESIDENT

[Signature Page to Memorandum of Partial Assignment of Master Bareboat Charter (Charter Schedule No. 5)]

STATE OF ALABAMA            )  
  ) ss.  
COUNTY OF JEFFERSON        )

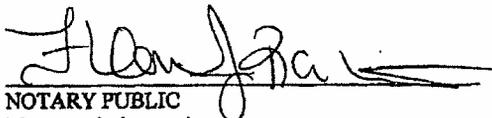
On this \_\_\_\_ day of August, 2015, before me personally appeared Jonathan Deskar, to me personally known, who being by me duly sworn, says that he is the Asst Vice President REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company, that the foregoing instrument was signed on behalf of said company by order of its Members for the purposes mentioned in the instrument.



NOTARY PUBLIC  
My commission expires: MY COMMISSION EXPIRES JANUARY 11, 2018

STATE OF OHIO                )  
  ) ss.  
COUNTY OF HAMILTON        )

On this 14 day of August, 2015, before me personally appeared Douglas Co, to me personally known, who being by me duly sworn, says that s/he is the Vice Pres. 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: \_\_\_\_\_



Ellen J. Ratney  
Notary Public, State of Ohio  
My Commission Expires 02-20-2019

**SCHEDULE 1**

Vessel subject to Master Bareboat Charter Party dated June 30, 2014, and Charter Schedule No. 5 thereto dated August 19, 2015, 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>
TRI CITIES VOYAGER	1052065	656
BIG BIN	N/D	31
21	N/D	28
TBL 22	N/D	29

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.