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Seattle, WA 98101-3045

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June 16, 2009

RECORDATION NO. W105 FILED

VIA ELECTRONIC FILING

JUN 18 '09 **3-15 PM**

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Attn: Recording Department
395 E Street, SW
Washington DC 20004

SURFACE TRANSPORTATION BOARD

Re: Recordation of Documents – Watercraft
Lessor: U.S. Bancorp Equipment Finance, Inc.
Lessee: Ingram Barge Company

Dear Ms. Acting Secretary:

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

(a) Memorandum of Charter Agreement, dated June 4, 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: U.S. Bancorp Equipment Finance, Inc.
13010 S.W. 68th Parkway
Portland OR 97223

Charterer/Lessee: Ingram Barge Company
4400 Harding Road
Nashville TN 37205

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

Twenty-nine (29) U.S. Flag hopper barge vessels with names and official numbers:

**OR 5509 through OR 5530, inclusive, with official numbers
1105285 through 1105306, inclusive; and**

DWT 12968762v1 0058820-000206

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Anne K. Quinlan
June 16, 2009
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**OR 5332 through OR 5538, inclusive, with official numbers
1105308 through 1105314, inclusive.**

A recording fee of \$41.00 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 Charter Agreement, dated June 4, 2009, between U.S. Bancorp Equipment Finance, Inc., as Owner and Lessor, and Ingram Barge Company, as Charterer and Lessee covering twenty-nine (29) U.S. Flag hopper barge vessels named OR 5509 through OR 5530 inclusive, with official numbers 1105285 through 1105306, inclusive, and OR 5532 through OR 5538, inclusive, with official numbers 1105308 through 1105314, inclusive.

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

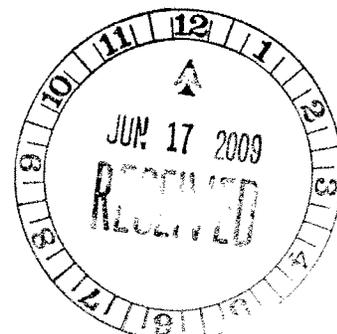
Richard J. Schroeder
206.757.8139 tel
206.757.7139 fax

rickschroeder@dwt.com

June 16, 2009

VIA FEDERAL EXPRESS

Karen January
Surface Transportation Board
Attn: Recording Department
395 E Street, SW
Washington DC 20004



Re: Recordation of Documents – Watercraft Lead Vessel OR 5509, O.N. 1105285

Dear Karen:

Enclosed please find a check in the amount of \$41.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft a Memorandum of Charter Agreement dated June 4, 2009, filed on June 16, 2009, filed as a primary document. Copies of the face page are enclosed for your reference.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

Enclosures

DWT 12968824v1 0058820-000206

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF CHARTER AGREEMENT

between

U.S. BANCORP EQUIPMENT FINANCE, INC.
("OWNER")

and

INGRAM BARGE COMPANY
("CHARTERER")

JUNE 4, 2009

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

MEMORANDUM OF CHARTER AGREEMENT

This Memorandum of Charter Agreement is made and entered into as of June 04, 2009, by and between U.S. Bancorp Equipment Finance, Inc. ("Owner"), and Ingram Barge Company, a Tennessee corporation ("Charterer").

WITNESSETH:

1. Pursuant to Charter Agreement dated October 20, 2000 ("Charter Agreement"), and Charter Schedules Nos. 1 and 2 thereto, Owner (as assignee of Firststar Bank N.A.) has agreed to furnish to Charterer (as assignee of Midland Enterprises, Inc.), and the Charterer has agreed to lease from Owner, twenty-nine (29) United States documented freight barge vessels as identified on Schedule 1 attached hereto.

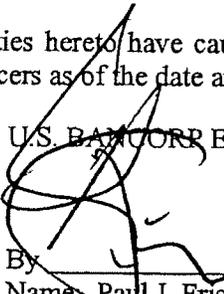
2. The Charter Agreement is effective as of October 20, 2000, and is subject to the term as defined in the Charter Agreement.

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.

OWNER:

U.S. BANCORP EQUIPMENT FINANCE, INC.

By 

Name: Paul J. Frisch

Title: EVP & General Collateral Manager

CHARTERER:

INGRAM BARGE COMPANY

By _____

Name:

Title:

MEMORANDUM OF CHARTER AGREEMENT

This Memorandum of Charter Agreement is made and entered into as of June 4, 2009, by and between U.S. Bancorp Equipment Finance, Inc. ("Owner"), and Ingram Barge Company, a Tennessee corporation ("Charterer").

WITNESSETH:

1. Pursuant to Charter Agreement dated October 20, 2000 ("Charter Agreement"), and Charter Schedules Nos. 1 and 2 thereto, Owner (as assignee of Firststar Bank N.A.) has agreed to furnish to Charterer (as assignee of Midland Enterprises, Inc.), and the Charterer has agreed to lease from Owner, twenty-nine (29) United States documented freight barge vessels as identified on Schedule 1 attached hereto.

2. The Charter Agreement is effective as of October 20, 2000, and is subject to the term as defined in the Charter Agreement.

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.

OWNER:

U.S. BANCORP EQUIPMENT FINANCE, INC.

By _____
Name:
Title:

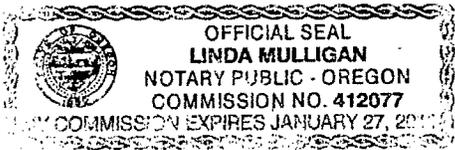
CHARTERER:

INGRAM BARGE COMPANY

By Jeffrey K. Belser
Name: Jeffrey K. Belser
Title: Treasurer

STATE OF OREGON)
) ss.
COUNTY OF WASHINGTON)

On this 5 day of June, 2009, before me personally appeared Paul J. Frisch, to me personally known, who being by me duly sworn, says that he is the EVP & Gen Mgr of U.S. BANCORP EQUIPMENT FINANCE, INC., 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.



Linda Mulligan
NOTARY PUBLIC

My commission expires: 1/27/11

STATE OF TENNESSEE)
) ss.
COUNTY OF DAVIDSON)

On this ___ day of _____, 2009, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of INGRAM BARGE COMPANY, a Tennessee 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.

NOTARY PUBLIC

My commission expires: _____

STATE OF OREGON)
) ss.
COUNTY OF WASHINGTON)

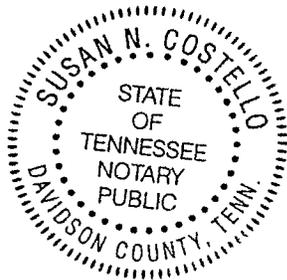
On this ___ day of _____, 2009, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of U.S. BANCORP EQUIPMENT FINANCE, INC., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My commission expires: _____

STATE OF TENNESSEE)
) ss.
COUNTY OF DAVIDSON)

On this 4 day of June, 2009, before me personally appeared Jeffrey K. Belser, to me personally known, who being by me duly sworn, says that he is the Treasurer of INGRAM BARGE COMPANY, a Tennessee 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.



Susan N. Costello
NOTARY PUBLIC

My commission expires: 5-2-2011

SCHEDULE 1

Vessel subject to Charter Agreement dated October 20, 2000, between U.S. Bancorp Equipment Finance, Inc. (as assignee of Firstar Bank N.A.), as Owner, and Ingram Barge Company (as assignee of Midland Enterprises, Inc.), as Charterer, and Charter Schedules Nos. 1 and 2 thereto:

Charter Schedule No. 1

VESSEL NAME	OFFICIAL NUMBER
OR 5509	1105285
OR 5510	1105286
OR 5511	1105287
OR 5512	1105288
OR 5513	1105289
OR 5514	1105290
OR 5515	1105291
OR 5516	1105292
OR 5517	1105293
OR 5518	1105294
OR 5519	1105295
OR 5520	1105296
OR 5521	1105297
OR 5522	1105298
OR 5523	1105299
OR 5524	1105300
OR 5525	1105301
OR 5526	1105302
OR 5527	1105303
OR 5528	1105304
OR 5529	1105305
OR 5530	1105306
OR 5532	1105308
OR 5533	1105309
OR 5534	1105310

Charter Schedule No. 2

VESSEL NAME	OFFICIAL NUMBER
OR 5535	1105311
OR 5536	1105312
OR 5537	1105313
OR 5538	1105314