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Seattle, WA 98101-3045

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June 16, 2009

RECORDATION NO. W104 FILED

JUN 18 '09

3-02 PM

SURFACE TRANSPORTATION BOARD

VIA ELECTRONIC FILING

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

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 5, 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:

Fifty (50) U.S. Flag hopper barge vessels with names and official numbers:

**OR 5543 through OR 5556, inclusive, with official numbers
1114353 through 1114366, inclusive; and
OR 5557 through OR 5572, inclusive, with official numbers**

DWT 12991213v1 0058820-000206

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Anne K. Quinlan
June 16, 2009
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**1114368 through 1114383, inclusive; and
OR 5573 through OR 5578, inclusive, with official numbers
1114385 through 1114390, inclusive; and
OR 5579, with official number 1114392; and
OR 5580 through OR 5592, inclusive, with official numbers
1114395 through 1114407, 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

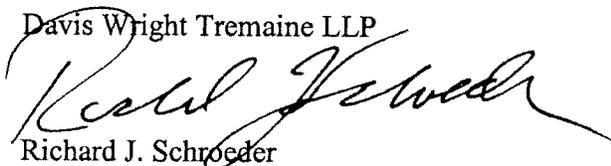
A short summary of the document to appear in the index as follows:

Primary Document: Memorandum of Charter Agreement, dated June 5, 2009, between U.S. Bancorp Equipment Finance, Inc., as Owner and Lessor, and Ingram Barge Company, as Charterer and Lessee covering fifty (50) U.S. Flag hopper barge vessels named OR 5543 through OR 5556, inclusive, with official numbers 1114353 through 1114366, inclusive; and OR 5557 through OR 5572, inclusive, with official numbers 1114368 through 1114383, inclusive; and OR 5573 through OR 5578, inclusive, with official numbers 1114385 through 1114390, inclusive; and OR 5579, with official number 1114392; and OR 5580 through OR 5592, inclusive, with official numbers 1114395 through 1114407, 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

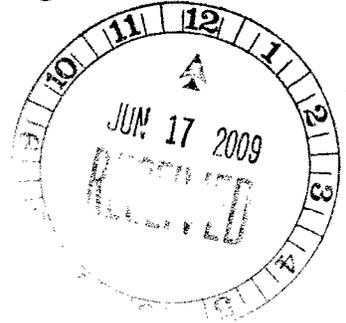
Richard J. Schroeder
206.757.8139 tel
206.757.7139 fax

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 5543, O.N. 1114353

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 5, 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 12991330v1 0058820-000206

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RECORDATION NO. W104 FILED

JUN 1 8 '09

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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 5, 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 June 1, 2001 ("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, fifty (50) United States documented freight barge vessels as identified on Schedule 1 attached hereto.

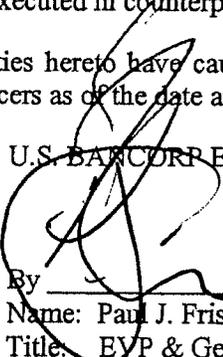
2. The Charter Agreement is effective as of June 1, 2001, and is subject to the term, as defined in the Charter Agreement.

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 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 ⁷, 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 June 1, 2001 ("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, fifty (50) United States documented freight barge vessels as identified on Schedule 1 attached hereto.

2. The Charter Agreement is effective as of June 1, 2001, 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:

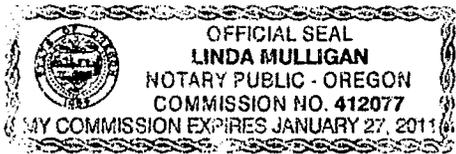
CHARTERER:

INGRAM BARGE COMPANY

By 
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)

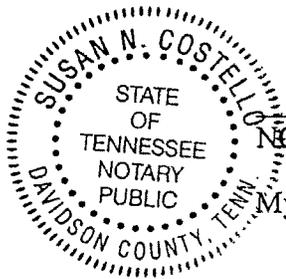
On this ___ day of _____, 2009, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of U.S. BANCORP EQUIPMENT FINANCE, INC., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of 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 June 1, 2001, 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 5543	1114353
OR 5544	1114354
OR 5545	1114355
OR 5546	1114356
OR 5547	1114357
OR 5548	1114358
OR 5549	1114359
OR 5550	1114360
OR 5551	1114361
OR 5552	1114362
OR 5553	1114363
OR 5554	1114364
OR 5555	1114365
OR 5556	1114366
OR 5557	1114368
OR 5558	1114369
OR 5559	1114370
OR 5560	1114371
OR 5561	1114372
OR 5562	1114373
OR 5563	1114374
OR 5564	1114375
OR 5565	1114376
OR 5566	1114377
OR 5567	1114378

Charter Schedule No. 2

VESSEL NAME	OFFICIAL NUMBER
OR 5568	1114379
OR 5569	1114380
OR 5570	1114381
OR 5571	1114382
OR 5572	1114383
OR 5573	1114385
OR 5574	1114386
OR 5575	1114387
OR 5576	1114388
OR 5577	1114389
OR 5578	1114390
OR 5579	1114392
OR 5580	1114395
OR 5581	1114396
OR 5582	1114397
OR 5583	1114398
OR 5584	1114399
OR 5585	1114400
OR 5586	1114401
OR 5587	1114402
OR 5588	1114403
OR 5589	1114404
OR 5590	1114405
OR 5591	1114406
OR 5592	1114407