



RECORDATION NO. W118-A FILED

DEC 04 '09

7-46 PM

Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

SURFACE TRANSPORTATION BOARD

Richard J. Schroeder
206.757.8139 tel
206.757.7139 fax

ncjschroeder@dwt.com

December 4, 2009

VIA ELECTRONIC FILING

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Attn: Recording Department
395 E Street, SW
Washington, DC 20423-0001
Washington, DC 20024 (express courier)

Re: Memorandum of Assignment of Bareboat Charter/Secondary Document to Recordation No. W118 (Vessel **BARGE 455 5**, O.N. 1218997)

Dear Acting Secretary:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Assignment of Bareboat Charter, dated as of December 3, 2009, a secondary document defined in the Board's Rules for Recordation of Documents. The primary document to which this is connection is recorded under Recordation No. W118. The enclosed document relates to a Memorandum of Bareboat Charter dated December 1, 2009, filed December 3, 2009, under Recordation No. W118 between Key Equipment Finance Inc., as Owner, and Crowley Marine Services, Inc., as Charterer.

We request that the document be recorded under Recordation No. W118A.

The enclosed Memorandum of Assignment of Bareboat Charter is an assignment by Key Equipment Finance Inc. ("Assignor") to The Fifth Third Leasing Company ("Assignee") of the Master Bareboat Charter dated December 1, 2009 and Charter Supplement No. 2 thereto (the "Bareboat Charter") and subject thereto.

The names and addresses of the parties to the Memorandum of Assignment of Bareboat Charter are:

Assignor: Key Equipment Finance, Inc.
66 South Pearl St., 8th Floor
Albany, NY 12207

DWT 13658021v1 0046569-000691

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

www.dwt.com

Anne K. Quinlan
December 4, 2009
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Assignee: The Fifth Third Leasing Company
 MD 10904A
 38 Fountain Square Plaza
 Cincinnati OH 45263

A description of the equipment covered by the Memorandum of Assignment of Bareboat Charter consists of:

U.S. Flag freight barge vessel named BARGE 455 5, with Official Number 1218997.

A recording fee of \$41.00 is being remitted. Please return recorded document to:

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

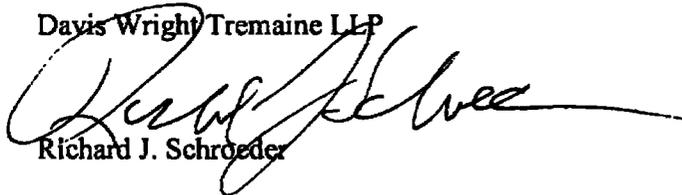
A short summary of the document to appear in the index as follows:

Secondary Document: Memorandum of Assignment of Bareboat Charter, dated December 3, 2009, between Key Equipment Finance Inc., as Owner and Assignor, and The Fifth Third Leasing Company as Assignee covering one (1) U.S. Flag freight barge vessel named BARGE 455 5, with Official Number 1218997.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read "Richard J. Schroeder", is written over the typed name and company name.

Richard J. Schroeder

RJS:mtk
Attachment

December 4, 2009

VIA FEDERAL EXPRESS

Anne K. Quinlan
Surface Transportation Board
Attn: Recording Department
395 E Street, SW
Washington, DC 20024



Re: Recordation of Documents – Watercraft BARGE 455 5, O.N. 1218997

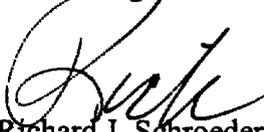
Dear Anne:

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 Assignment of Bareboat Charter** dated as of December 3, 2009, filed on December 4, 2009 filed as a secondary 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

RJS:mtk
Enclosures

DWT 13659555v1 0046569-000691

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF BAREBOAT CHARTER

between

KEY EQUIPMENT FINANCE INC.
("ASSIGNOR")

and

THE FIFTH THIRD LEASING COMPANY
("ASSIGNEE")

DECEMBER 3, 2009

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

MEMORANDUM OF ASSIGNMENT OF CHARTER AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF CHARTER AGREEMENT is made and entered into as of December 3, 2009, by and between **KEY EQUIPMENT FINANCE INC.** ("Assignor") and **THE FIFTH THIRD LEASING COMPANY** ("Assignee").

1. Assignor as owner and Crowley Marine Services, Inc. ("Charterer") have heretofore entered into that certain Memorandum of Bareboat Charter dated as of December 1 2009 (the "Memorandum of Charter Agreement") pertaining to the barge vessel "BARGE 455 5", Official No. 1218997 (the "Vessel") pursuant to that certain Master Bareboat Charter dated as of December 1, 2009 and Charter Supplement No. 2 thereto dated December 1, 2009 between Assignor and Charterer (collectively, "Charter Agreement").

2. The Memorandum of Charter Agreement was filed and recorded as Watercraft Recordation No. W118 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on December 3, 2009, at 6:00 pm EST.

3. Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Vessel and in and to the Charter Agreement.

4. Assignor and Assignee desire to confirm of record the assignment to Assignee of the rights of Assignor under the Charter Agreement.

NOW, THEREFORE, for good and 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 the Charter Agreement and the Vessels leased thereunder, and Assignee has accepted such assignment.

This Memorandum of Assignment of Charter Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Memorandum of Assignment of Charter Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Charter Agreement to be executed as of the date first above written.

ASSIGNEE:

THE FIFTH THIRD LEASING COMPANY

By: *Scott Kiley*
Name: Scott Kiley
Title: Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 3 day of December, 2009, before me appeared SCOTT KILEY, the person who signed this instrument, who acknowledged that (s)he is the Vice President of THE FIFTH THIRD LEASING COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013

Paula D. McQueen
NOTARY PUBLIC for the State of Ohio
Residing at _____
My Commission Expires: _____

[Memorandum of Assignment of Bareboat Charter Assignee Signature Page]

BARGE 455 5, O.N. 1218997

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Charter Agreement to be executed as of the date first above written.

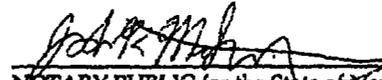
ASSIGNOR:

KEY EQUIPMENT FINANCE INC.

By: 
Name: Krista Spada
Title: Regional Business Unit Manager

STATE OF NEW YORK)
) ss.
COUNTY OF ALBANY)

On this 1st day of December, 2009, before me appeared KRISTA SPADA, the person who signed this instrument, who acknowledged that she is the Regional Business Unit Manager of KEY EQUIPMENT FINANCE INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.


NOTARY PUBLIC for the State of New York
Residing at _____ JOSH K. MCINTYRE
Notary Public, State of New York
My Commission Expires: _____ Qualified in Saratoga County
My Commission Expires April 9, 2011

[Memorandum of Assignment of Bareboat Charter Assignor Signature Page]

BARGE 455 5, O.N. 1218997