RECORDATION NO. W113-A FILED

FEB 19 '14 -11 16 AM

SURFACE TRANSPORTATION BOARD

FEB 18 2014

Lugenbuhl

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Kimberly Knight Hart
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February 17, 2014

Via Federal Express

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

Re: U.S. Bank Equipment Finance – Charter to Ingram Barge Company
Our File: 01830-09561

Dear Section Chief:

We represent U.S. Bank Equipment Finance, a division of U.S. Bank, National Association, successor-by-merger to U.S. Bancorp Equipment Finance, Inc., the new owner and lessor of the vessels described below, which have been chartered to Ingram Barge Company, as lessee/charterer pursuant to a Master Bareboat Charter Agreement and Schedule 002 thereto, each dated September 15, 2009 (collectively, the "Charter"). I have enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and 49 C.F.R. §1177 *et seq.*, two (2) originals of a First Amendment to Memorandum of Bareboat Charter dated January 20, 2014 (the "Amendment"), a secondary document, which amends that certain Memorandum of Bareboat Charter, dated September 15, 2009, between U.S Bancorp Equipment Finance, Inc. and Ingram Barge Company, recordation number W-113, a primary document. The Amendment amends the original Memorandum to reflect the merger of U.S. Bancorp Equipment Finance, Inc. into U.S. Bank, National Association, and to reflect the change of the names of five(5) of the fourteen (14) Vessels chartered by Owner to Charterer.

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

Lessor/New Owner:
U.S. Bank National Association
U.S. Bank Equipment Finance Division
13010 S.W. 68th Parkway, Suite 100
Portland, Oregon 97223

Lessor/Former Owner:
U.S. Bancorp Equipment Finance, Inc.
13010 S.W. 68th Parkway, Suite 100
Portland, Oregon 97223

FEB 18 2014

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

A description of the equipment covered by the Amendment follows:

The First Amendment to Memorandum of Bareboat Charter covers fourteen (14) United States documented, hopper barges, whose names, hull numbers and official numbers are set forth on Schedule I attached hereto, together with all rigging and winches, and any and all improvements or replacements thereto, and all cash and non-cash proceeds thereof.

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

The First Amendment to Memorandum of Bareboat Charter, dated January 20, 2014, to that certain Memorandum of Charter, dated September 15, 2009, between U.S. Bank National Association, the successor by merger of U.S. Bancorp Equipment Finance, Inc., whose address is 13010 S.W. 68th Parkway, Suite 100, Portland, Oregon, 97223, as Owner and Lessor, and Ingram Barge Company, whose address is 4400 Harding Road, Nashville, Tennessee 37205, as Lessee/Charterer, amends the original Memorandum to reflect the merger of U.S. Bancorp Equipment Finance, Inc. into U.S. Bank, National Association, and to reflect the change of the names of five (5) of the fourteen (14) Vessels chartered by Owner to Charterer, as described therein and on Schedule 1thereto.

I have enclosed our check in the amount of $44.00 to cover the filing fee. Please return a filed copy of the enclosed First Amendment to Memorandum of Bareboat Charter to the undersigned at the address stated above.

Very truly yours,

Kimberly K. Hart

Kimberly Knight Hart

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RECORDATION NO. W113-A FILED

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SURFACE TRANSPORTATION BOARD

FIRST AMENDMENT TO
MEMORANDUM OF BAREBOAT CHARTER PARTY

between

U.S. BANK EQUIPMENT FINANCE,
A DIVISION OF U.S BANK, NATIONAL ASSOCIATION,
SUCESSOR-BY-MERGER TO U.S. BANCORP EQUIPMENT FINANCE, INC.
("OWNER")

and

INGRAM BARGE COMPANY
("CHARTERER")

January 20, 2014

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on January _____, 2014, at _____ a.m./p.m.
Watercraft Recordation Number _____

FIRST AMENDMENT TO
MEMORANDUM OF BAREBOAT CHARTER PARTY

THIS FIRST AMENDMENT (this "Amendment"), dated January 20, 2014, to that certain Memorandum of Bareboat Charter Party, dated as of September 15, 2009, is entered into by and between **U.S. BANK EQUIPMENT FINANCE**, a division of U.S. Bank, National Association, a national banking association, successor-by-merger to U.S. Bancorp Equipment Finance, Inc., with offices at 13010 S.W. 68th Parkway, Suite 100, Portland, Oregon 97223 (hereinafter, together with its successors and assigns, "Owner"), and **INGRAM BARGE COMPANY**, a Tennessee corporation, with offices at 4400 Harding Road, Nashville, Tennessee 37205 (hereinafter, "Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter Agreement and Schedule 002 thereto each dated as of September 15, 2009 (collectively, the "Bareboat Charter") pursuant to which Owner agreed to let and demise to Charterer, and Charterer agreed to hire from Owner, the fourteen (14) 195' x 35' x 13' inland river hopper barges identified on Schedule 1 attached hereto (hereinafter, the "Vessels"). A Memorandum of Bareboat Charter Party dated September 15, 2009 with respect to the Bareboat Charter was executed by Owner and Charterer and recorded as a primary document with the Surface Transportation Board (the "Board") on September 23, 2009 under Recordation No. W-113 (the "Original Memorandum").

2. The Bareboat Charter with respect to the Vessels became effective as of September 15, 2009 and is subject to a Term, as such term is defined in the Bareboat Charter.

3. Effective as of the date of this Amendment, Owner and Charterer have changed the names of five (5) of the fourteen (14) Vessels chartered by Owner to Charterer under Schedule 002 to the Bareboat Charter consistent with Charterer's barge naming/numbering system to reflect their conversion from open to covered hopper barges.

4. Owner and Charterer desire to amend and restate Schedule 1 to the Original Memorandum to read, in its entirety, as provided on Schedule 1 attached hereto in order to reflect the change of name of the converted Vessels.

5. This Amendment may be executed in counterparts.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to Memorandum of Bareboat Charter Party to be executed by their respective officers to be effective as of the date and year first above written.

Owner:
U.S. BANK EQUIPMENT FINANCE,
a division of U.S. Bank, National Association,
successor-by-merger to U.S. Bancorp Equipment Finance, Inc.

By _____
Name: Velma Palacios
Title: Vice President

Charterer:
INGRAM BARGE COMPANY

By _____
Name: Jeffrey K. Belser
Title: Treasurer

STATE OF OREGON)
) ss.
COUNTY OF _____)

On this ___ day of January, 2014, before me personally appeared _____, to me personally known, who being by me duly sworn, says that she/he is the _____ of U.S. BANK EQUIPMENT FINANCE, a division of U.S. Bank National Association, a national banking association, that the foregoing instrument was signed on behalf of said association by order of its Board of Directors, and she/he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.

_____
NOTARY PUBLIC

Printed Name: _____

My commission expires: _____

STATE OF TENNESSEE)
) ss.
COUNTY OF DAVIDSON)

On this 20th day of January, 2014, before me personally appeared Jeffrey K. Nelson, to me personally known, who being by me duly sworn, says that she/he is the Treasurer of INGRAM BARGE COMPANY, a Tennessee corporation, that the foregoing instrument was signed on behalf of said company by order of its Board of Directors, and she/he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.

Nita M. Shoemake
NOTARY PUBLIC
Printed Name: Nita M. Shoemake

My commission expires: 6/21/16

STATE OF OREGON)
) ss.
COUNTY OF Washington)

On this 22 day of January, 2014, before me personally appeared Velma Palacios, to me personally known, who being by me duly sworn, says that she/he is the Vice President of U.S. BANK EQUIPMENT FINANCE, a division of U.S. Bank National Association, a national banking association, that the foregoing instrument was signed on behalf of said association by order of its Board of Directors, and she/he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.

OFFICIAL SEAL
JEANNIE ERIN SHYE
NOTARY PUBLIC - OREGON
COMMISSION NO. 466170
MY COMMISSION EXPIRES MARCH 23, 2016

Jeannie Erin Shye
NOTARY PUBLIC

Printed Name: Jeannie Erin Shye

My commission expires: 3.23.2016

STATE OF TENNESSEE)
) ss.
COUNTY OF DAVIDSON)

On this ___ day of January, 2014, before me personally appeared _____, to me personally known, who being by me duly sworn, says that she/he is the _____ of INGRAM BARGE COMPANY, a Tennessee corporation, that the foregoing instrument was signed on behalf of said company by order of its Board of Directors, and she/he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.

_____
NOTARY PUBLIC
Printed Name: _____

My commission expires: _____

SCHEDULE 1

Vessels subject to Schedule 002 to that certain Master Bareboat Charter Agreement each dated September 15, 2009 between U.S. Bank Equipment Finance, a division of U.S. Bank, National Association, successor-by-merger to U.S. Bancorp Equipment Finance, Inc., as Owner, and Ingram Barge Company, as Charterer:

VESSEL	OFFICIAL NUMBER
IN075188 (ex-IN071038)	1204165
IN075189 (ex-IN071039)	1204166
IN075196 (ex-IN071046)	1204173
IN075212 (ex-IN071062)	1206791
IN075218 (ex-IN071068)	1206797
IN075035	1198147
IN075036	1198149
IN075052	1198168
IN075054	1198171
IN075062	1198181
IN075107	1200833
IN075112	1200838
IN075115	1200841
IN075116	1200842

together with all rigging and winches, and any and all improvements or replacements thereto, and all cash and non-cash proceeds thereof.