

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 31, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 29, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Lessee: Cianbro Equipment, LLC
198 Hunnewell Avenue
Pittsfield, ME 04967

A description of the equipment covered by the enclosed document is:

24 Flexifloat vessels with serial numbers ED2450 and within the series ED2032 – ED2049 and EQ2404 - EQ2453 as set forth in the attachment to the document.

Section Chief
December 31, 2014
Page 2

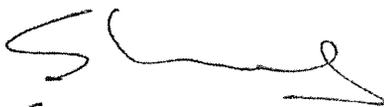
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

between

CIANBRO EQUIPMENT, LLC

("LESSEE")

and

FIFTH THIRD EQUIPMENT FINANCE COMPANY

("LESSOR")

DECEMBER 29, 2014

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

MEMORANDUM OF LEASE

This Memorandum of Lease is made and entered into as of December 29, 2014, by and between Cianbro Equipment, LLC ("Lessee") and Fifth Third Equipment Finance Company ("Lessor").

WITNESSETH:

1. Pursuant to a Lease dated December 29, 2014 ("Mortgage"), Mortgagee has granted Mortgagor a mortgage lien and security interest in the twenty-four (24) non-documented vessels as identified on Schedule 1 attached hereto.
2. The Mortgage is not made under Chapter 313 of Title 46 U.S. Code.
3. The Mortgage shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Mortgage.
4. The Mortgage does not contain a hereafter acquired clause.
5. 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.

Lessee:

CIANBRO EQUIPMENT, LLC

By: 

Name: Aldo R. Servello

Title: CFO & TREASURER

Lessor:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: 

Name: Robert Krafting, VP

Title: _____

STATE OF MAINE)

) ss.

COUNTY OF Somerset)

On this 30th day of December, 2014, before me, a Notary Public in and for the State of Maine, personally appeared Alto Senelb personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated he was authorized to execute the instrument, and acknowledged it as CEO of Fin of Ciabro Equipment, LLC, a limited liability company, to be the free and voluntary act and deed of said company for the uses and purposes mentioned in the instrument.

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

NOTARY PUBLIC in and for the State of Maine
Residing at Hermon, Maine
My appointment expires 04/24/2021
Print Name Anthony V. Turner



STATE OF OHIO)

) ss.

COUNTY OF HAMILTON)

On this 31st day of December, 2014, before me, a Notary Public in and for the State of Ohio, personally appeared Forest Peth personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated he was authorized to execute the instrument, and acknowledged it as vice president of Fifth Third Equipment Finance Company, an Ohio Corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

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

NOTARY PUBLIC in and for the State of Ohio
Residing at 3923 Holman Circle
My appointment expires 5-18-16
Print Name Natasha Givens

Natasha Givens
Notary Public, State of Ohio
My Commission Expires 05-18-2016



SCHEDULE 1

Vessels subject to Lease dated December 29, 2014, between Cianbro Equipment, LLC, as Lessee, and Fifth Third Equipment Finance Company, as Lessor.

Description	Owner
2007 Flexifloat 40'X10'X7' IT Serial Number: EQ2409	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number: EQ2419	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number: ED2035	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number: ED2045	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number: EQ2422	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number: ED2033	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number: EQ2453	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number:EQ2404	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number:EQ2405	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number:EQ2406	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number:EQ2408	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number:EQ2410	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number:EQ2418	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number:EQ2423	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number:ED2032	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number ED2034	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number ED2036	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number ED2037	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number ED2046	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number ED2048	Cianbro Equipment, LLC

2007 Flexifloat 20'X10'X7' IT Serial Number ED2049	Cianbro Equipment, LLC
2007 Flexifloat 20'X10'X7' IT Serial Number ED2450	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number:EQ2451	Cianbro Equipment, LLC
2007 Flexifloat 40'X10'X7' IT Serial Number: EQ2452	Cianbro Equipment, LLC

and all equipment located onboard or used in connection with the above described vessel, the whole of the vessels, together with their 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.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/31/14

Edward M Luria
Edward M. Luria