

May 20, 2016

VIA ELECTRONIC FILING

**WATER RECORDATION NO. W-148-H
FILED MAY 20, 2016 5:33 PM
SURFACE TRANSPORTATION BOARD**

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street SW
Washington, DC 20423-0001

Re: Recordation of Documents – Watercraft
Secondary Document
Owner/Assignor: Fifth Third Equipment Finance Company
Assignee: The Huntington National Bank
Memorandum of Partial Assignments of Master Bareboat Charter
(Charter Schedule 1)

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Partial Assignment of Master Bareboat Charter, dated December 18, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The primary document to which this is connected is recorded under Recordation No. W148.

The enclosed document relates to a Memorandum of Master Bareboat Charter dated June 30, 2014, and filed July 3, 2014 under Recordation No. W148, as amended by Amendment to Memorandum of Bareboat Charter dated July 24, 2014, filed July 25, 2014 at 5:06 p.m. under Recordation No. W148-B as further amended by Amendment to Memorandum of Bareboat Charter dated September 26, 2014, filed October 10, 2014 at 3:55 p.m. under Recordation No. W-148-D, as supplemented by Memorandum of Partial Assignment dated September 26, 2014, filed with the Surface Transportation Board on October 16, 2014, and assigned Recordation No. W148-E; as amended by Amendment to Memorandum of Bareboat Charter dated August 19, 2015, filed with the Surface Transportation Board on August 20, 2015, and assigned Recordation No. W148-F, as supplemented by Memorandum of Partial Assignment dated August 19, 2015, filed with the Surface Transportation Board on September 2, 2015, and assigned Recordation No. W-148G.

We request that the document be recorded under Recordation No. 148-II.

DWT 28591448v2 0058820-000344

The enclosed Memorandum of Partial Assignment of Master Bareboat Charter is an assignment by Fifth Third Equipment Finance Company ("Assignor") to The Huntington National Bank ("Assignee") of Charter Schedule No. 1, dated December 18, 2015, covering the Vessels:

<u>Name</u>	<u>Official No.</u>
44	533507
OUTLAW	561814
ZB-1007	552304
18	non-documented

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

Owner/Assignor: Fifth Third Equipment Finance Company
MD10904A
38 Fountain Square Plaza
Cincinnati, OH 45263

Assignee: The Huntington National Bank
525 Vine Street, 14th Floor
Cincinnati, OH 45263

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

four (4) vessels consisting of barge "44," ON 533507; "OUTLAW," ON 561814; "ZB-1007," ON 552304; and non-documented barge "18."

A check in the amount of \$43.00 is being remitted. Please return the 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 Partial Assignment of Master Bareboat Charter, dated December 18, 2015, between Fifth Third Equipment Finance Company, as owner and assignor, and The Huntington National Bank, as assignee, covering four (4) vessels consisting of barge "44," ON 533507; "OUTLAW," ON 561814; "ZB-1007," ON 552304; and non-documented barge "18."

Chief, Section of Administration
May 20, 2016
Page 3

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in cursive script, appearing to read "Richard J. Schroeder", written in black ink.

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

May 20, 2016

VIA FEDERAL EXPRESS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024 (Express Company)

Re: Recordation of Documents – Watercraft
Secondary Document
Owner/Assignor: Fifth Third Equipment Finance Company
Assignee: The Huntington National Bank
Memorandum of Partial Assignments of Master Bareboat Charter
(Schedule No. 1)

Dear Section Chief:

Enclosed please find a check in the amount of \$43.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft, **Memorandum of Partial Assignment of Master Bareboat Charter** dated as of December 18, 2015. A copy of the face page is enclosed for your reference.

Please return the originals to:

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

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read 'Richard J. Schroeder', written over a horizontal line.

Richard J. Schroeder

Enclosures

DWT 28591889v1 0058820-000344

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY

("ASSIGNOR")

and

THE HUNTINGTON NATIONAL BANK

("ASSIGNEE")

DECEMBER 18, 2015

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2016, at _____.m.
Recordation Number W_____

MEMORANDUM OF PARTIAL ASSIGNMENT OF MASTER BAREBOAT CHARTER

(Charter Schedule No. 1)

This Memorandum of Partial Assignment of Master Bareboat Charter is made and entered into as of December 18, 2015, by and between Fifth Third Equipment Finance Company, an Ohio corporation ("Assignor") and The Huntington National Bank, a national banking association ("Assignee").

WITNESSETH:

1. Pursuant to a Master Bareboat Charter dated June 30, 2014 ("Master Charter"), and Charter Schedule No. 1 thereto, dated June 30, 2014, Assignor as owner ("Owner") furnished to Tidewater Barge Lines, Inc., as charterer ("Charterer"), and the Charterer leased from Owner, three (3) U.S. documented barge vessel and one (1) non-documented barge vessels as follows:

<u>Name</u>	<u>Official No.</u>	<u>Hull No.</u>
OUTLAW	561814	
18	N/D	
44	533507	
ZB-1007	552304	571

all as described in a Memorandum of Master Bareboat Charter dated as of June 30, 2014 and filed with the Surface Transportation Board on July 3, 2014 and assigned Recordation No. W148, as supplemented by Memorandum of Partial Assignment of Master Bareboat Charter dated June 30, 2014, and recorded under Recordation No. W148-A, as amended by Amendment to Memorandum of Bareboat Charter dated July 24, 2014, and recorded under Recordation No. W148-B, as supplemented by Memorandum of Partial Assignment dated July 24, 2014, filed with the Surface Transportation Board on July 30, 2014, and assigned Recordation No. W148-C, as amended by Amendment to Memorandum of Bareboat Charter dated September 26, 2014, filed with the Surface Transportation Board on October 10, 2014, and assigned Recordation No. W148-D, as supplemented by Memorandum of Partial Assignment dated September 26, 2014, filed with the Surface Transportation Board on October 16, 2014, and assigned Recordation No. W148-E; as amended by Amendment to Memorandum of Bareboat Charter dated August 19, 2015, filed with the Surface Transportation Board on August 20, 2015 and assigned Recordation No. W148-F, as supplemented by Memorandum of Partial Assignment dated August 19, 2015, filed with the Surface Transportation Board on September 2, 2015 and assigned Recordation No. W-148G.

2. Assignor and Assignee entered into that certain Master Assignment Agreement dated as of October 20, 2010, and Specification of Purchased Asset thereto dated December 18, 2015 (the "Assignment");

3. Under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under the certain Charter Schedule No. 1, entered into pursuant to the Bareboat Charter and the vessels (the "Vessels") as more completely described on Schedule A attached hereto and made a part hereof;

4. Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

5. NOW, THEREFORE, for 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 Charter Schedule No. 1 (and the Master Charter but only as incorporated by reference in Charter Schedule No. 1) and the Vessels subject thereto, as described on Schedule A

hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

6. The terms and provisions of the Assignment and the Charter Schedule are more particularly set forth in the Assignment and Specification referenced above.

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

[Signature Page Follows]

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.

ASSIGNOR: FIFTH THIRD EQUIPMENT FINANCE COMPANY

By Randall Strong
Name: RANDALL C. STRONG
Title: Vice President

ASSIGNEE: THE HUNTINGTON NATIONAL BANK

By _____
Name: _____
Title: _____

[Signature Page to Memorandum of Partial Assignment of Master Bareboat Charter (Charter Schedule No. 1)]

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.

ASSIGNOR: FIFTH THIRD EQUIPMENT FINANCE COMPANY

By _____
Name: _____
Title: _____

ASSIGNEE: THE HUNTINGTON NATIONAL BANK

By Rebecca C. Stufkens
Name: Rebecca C. Stufkens
Title: Authorized Signer

[Signature Page to Memorandum of Partial Assignment of Master Bareboat Charter (Charter Schedule No. 1)]

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 11 day of May, 2016, before me personally appeared Rebecca St. Angelo to me personally known, who being by me duly sworn, says that he is the Authorized Signer of THE HUNTINGTON NATIONAL BANK, that the foregoing instrument was signed on behalf of said company by order of its Members for the purposes mentioned in the instrument.



ELIZABETH L. HICKMAN
Notary Public, State of Ohio
My Comm. Expires March 28, 2017
Recorded in Hamilton County


NOTARY PUBLIC
My commission expires: 3-28-17

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this _____ day of May, 2016, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of FIFTH THIRD EQUIPMENT FINANCE COMPANY, an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation by order of its Board of Directors for the purposes mentioned in the instrument.

NOTARY PUBLIC
My commission expires: _____

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this ____ day of December, 2015, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of THE HUNTINGTON NATIONAL BANK, that the foregoing instrument was signed on behalf of said company by order of its Members for the purposes mentioned in the instrument.

NOTARY PUBLIC
My commission expires: _____

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 18th day of December, 2015, before me personally appeared Russell Strong, to me personally known, who being by me duly sworn, says that s/he is the Vice President of FIFTH THIRD EQUIPMENT FINANCE COMPANY, an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation by its Board of Directors for the purposes mentioned in the instrument.



CHARLES ALLEN ARKIN
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date: Section 147.03 O.R.C.

Charles Allen Arkin

NOTARY PUBLIC
My commission expires: No Expiration

SCHEDULE 1

Vessel subject to Master Bareboat Charter Party dated June 30, 2014, and Charter Schedule No. 1 thereto dated June 30, 2015, between Fifth Third Equipment Finance Company, as Owner, and Tidewater Barge Lines, Inc., as Charterer.

<u>Name</u>	<u>Official No.</u>	<u>Hull No.</u>
OUTLAW	561814	
18	N/D	
44	533507	
ZB-1007	552304	571

and all equipment located onboard or used in connection with the above described vessel, the whole of the vessel, together with her 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 on board or not, and all additions, renewals and replacements hereafter made in or to the vessels, and proceeds thereof.