



RECORDATION NO. W102-A FILED

JUN 03 '09

7-01 PM

SURFACE TRANSPORTATION BOARD

RICHARD J. SCHROEDER
DIRECT (206) 757-8139
DIRECT FAX (206) 622-3150
rickshroeder@dwt.com

June 3, 2009

VIA ELECTRONIC FILING

Anne Quinlan - Acting Secretary
Surface Transportation Board
Attn: Recording Department
395 E Street, SW
Washington, DC 20024

Re: Memorandum of Assignment/Secondary Document to Recordation No. W102 (EMMA KATE, O.N. 275253)

Dear Acting Secretary:

Enclosed for recordation pursuant to 49 U.S.C. § 11301, is a Memorandum of Assignment of Bareboat Charter Party, dated as of May 29, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The primary document to which this is connected is recorded under Recordation No. W102. The enclosed document relates to a Memorandum of Bareboat Charter Party filed June 1, 2009, under Recordation No. W102 between The Fifth Third Leasing Company, as Owner, and James Marine, Inc., James Transportation LLC, Paducah River Painting, Inc., Paducah River Fuel Services, Inc., JamesBuilt, LLC, RJ Boat & Barge Company, Inc., Brown Water Plastics, LLC, as Charterer.

We request that the document be recorded under Recordation No. W102-A.

The enclosed Memorandum of Assignment is an assignment by The Fifth Third Leasing Company ("Assignor") to Regions Equipment Finance, Ltd. ("Assignee") of the Bareboat Charter Party, subject thereto.

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

Assignor:

The Fifth Third Leasing Company
MD 10904A
38 Fountain Square Plaza
Cincinnati, Ohio 45263

DWT 12939311v1 0058820-000203

Anchorage
Bellevue
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C.

Anne Quinlan
June 3, 2009
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Assignee:

Regions Equipment Finance, Ltd.
1900 Fifth Avenue North, 24th Floor
Birmingham, Alabama 35203

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

U.S. Flag Tow Vessel **EMMA KATE, O.N. 275253**

A 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 98101-3045

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

Secondary Document: Memorandum of Assignment of Bareboat Charter Party, dated May 29, 2009, between The Fifth Third Leasing Company, as Owner and Assignor, and Regions Equipment Finance, Ltd., as Assignee, covering the US. flag tow vessel EMMA KATE, O.N. 275253.

The document does not contain a hereafter acquired clause.

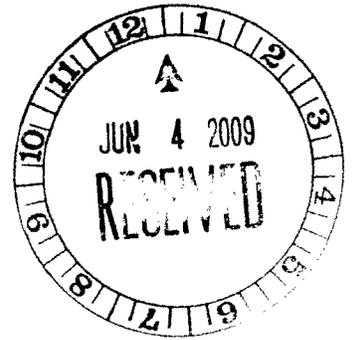
Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

RJS:mtk
Enclosures



RICHARD J. SCHROEDER
DIRECT (206) 757-8139
DIRECT FAX (206) 622-3150
rickshroeder@dwt.com

June 3, 2009

VIA FEDERAL EXPRESS

Karen January
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

Re: Recordation of Documents – Watercraft EMMA KATE, O.N. 275253

Dear Karen:

Enclosed please find a check in the amount of \$39.00 (because you are holding a \$2.00 credit from the e-filing recording of the Memorandum of Bareboat Charter W102) to cover the E-Filing Recordation for the Recordation of Documents – Watercraft a Memorandum of Assignment of Bareboat Charter Party dated as of May 29, 2009, filed on June 3, 2009 filed as a secondary document. Copies of the face page are enclosed for your reference.

This document does not contain a hereafter acquired claused.

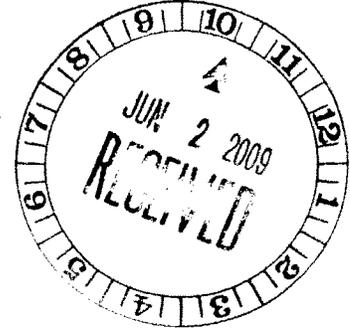
Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

RJS:mtk
Enclosures

RICHARD J. SCHROEDER
DIRECT (206) 757-8139
DIRECT FAX (206) 622-3150
rickshroeder@dwt.com



June 1, 2009

VIA FEDERAL EXPRESS

Karen January
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

Re: Recordation of Documents – Watercraft EMMA KATE, O.N. 275253

Dear Karen:

Enclosed please find a check in the amount of \$43.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft a Memorandum of Bareboat Charter Party dated as of May 29, 2009, filed on June 1, 2009 filed as a primary document. Copies of the face page are enclosed for your reference.

This document does not contain a hereafter acquired claused.

Very truly yours,

Davis Wright Tremaine LLP


Richard J. Schroeder

RJS:mtk
Enclosures

RECORDATION NO. W102-A FILED

JUN 03 '09

7-01 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF BAREBOAT CHARTER PARTY

between

THE FIFTH THIRD LEASING COMPANY,
("ASSIGNOR")

and

REGIONS EQUIPMENT FINANCE, LTD.
("ASSIGNEE")

MAY 29, 2009

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

MEMORANDUM OF ASSIGNMENT OF BAREBOAT CHARTER PARTY

THIS MEMORANDUM OF ASSIGNMENT OF BAREBOAT CHARTER PARTY is made and entered into as of May 29, 2009, by and between THE FIFTH THIRD LEASING COMPANY ("Assignor") and REGIONS EQUIPMENT FINANCE, LTD. ("Assignee").

1. Assignor as owner and James Marine, Inc., James Transportation LLC, Paducah River Painting, Inc., Paducah River Fuel Services, Inc., JamesBuilt, LLC, RJ Boat & Barge Company, Inc., Brown Water Plastics, LLC (individually and collectively, "Charterer") have heretofore entered into that certain Memorandum of Bareboat Charter Party dated as of May 29, 2009 (the "Memorandum of Bareboat Charter Party") pertaining to the Vessel EMMA KATE, O.N. 275253 described therein (the "Vessel") pursuant to that certain Bareboat Charter Party dated as of May 29, 2009 between Assignor and Charterer ("Bareboat Charter Party").

2. The Memorandum of Bareboat Charter Party was filed and recorded as Watercraft Recordation No. W102 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on June 1, 2009, at 7:23 pm EDT.

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

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

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other 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 Bareboat Charter Party and the Vessel leased thereunder, and Assignee has accepted such assignment.

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

[SIGNATURE PAGE FOLLOWS]

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

ASSIGNOR:

THE FIFTH THIRD LEASING COMPANY

By: Richard Maxwell
Name: Richard Maxwell
Title: Senior Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 28th day of May, 2009, before me appeared Richard Maxwell, the person who signed this instrument, who acknowledged that (s)he is the Senior 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.



Charles Allen Arkin
NOTARY PUBLIC for the State of Ohio
Charles Allen Arkin, Attorney At Law at 3659 Langford Ct.
NOTARY PUBLIC - STATE OF OHIO Cincinnati, OH 45236
My commission has no expiration date
My Commission Expires: -No Expiration
Sec. 147.03 R.C.

[Assignor Signature Page]

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

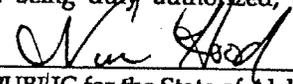
ASSIGNEE:

REGIONS EQUIPMENT FINANCE, LTD.

By: 
Name: DAX GOFORTH
Title: VICE PRESIDENT

STATE OF ALABAMA)
) ss.
COUNTY OF JEFFERSON)

On this 29th day of May, 2009, before me appeared Dax Goforth, the person who signed this instrument, who acknowledged that (s)he is the _____ of REGIONS EQUIPMENT FINANCE, LTD., 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 Alabama
NOTARY PUBLIC - STATE OF ALABAMA
Residing at VIVIAN HOOD
My Commission Expires May 10, 2011
My Commission Expires: _____

[Assignee Signature Page]