



**Davis Wright
Tremaine LLP**

WATER RECORDATION NO. W148-F FILED
AUGUST 20, 2015 8:30 AM
SURFACE TRANSPORTATION BOARD

Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

Richard J. Schroeder
206.757.8139 tel
206.757.7139 fax

rickschroeder@dwt.com

August 19, 2015

VIA ELECTRONIC FILING

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: Fifth Third Equipment Finance Company
Lessee: Tidewater Barge Lines, Inc.
Amendment to Memorandum of Master Bareboat Charter
(Schedule No. 5)

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is an Amendment to Memorandum of Master Bareboat Charter, dated August 19, 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 filed July 3, 2014, under Recordation No. W148.

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

The enclosed Amendment to Memorandum of Master Bareboat Charter is an amendment by Fifth Third Equipment Finance Company (“Owner”) and Tidewater Barge Lines, Inc. (“Charterer”) to supplement the Master Bareboat Charter by adding Schedule No. 5, date August 19, 2015, covering the Vessels:

<u>Name</u>	<u>Official No.</u>
21	non-documented
TBL 22	non-documented
BIG BIN	non-documented
TRI CITIES VOYAGER	1052065

DWT 27680903v1 0058820-000339

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Portland
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Chief, Section of Administration
August 19, 2015
Page 2

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

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

Charterer: Tidewater Barge Lines, Inc.
6305 NW Old Tower River Road
Vancouver, WA 98660

A description of the equipment covered by the document follows:

Four (4) vessels consisting of non-documented barge "21", non-documented barge "TBL 22", non-documented barge "BIG BIN", and documented tank barge "TRI CITIES VOYAGER, ON 1052065".

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

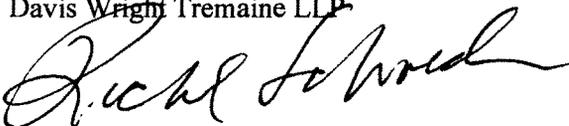
A short summary of the document to appear in the index as follows:

Secondary Document: Amendment to Memorandum of Master Bareboat Charter, dated August 19, 2015, between Fifth Third Equipment Finance Company, as owner, and Tidewater Barge Lines, Inc., as charterer, covering four (4) vessels consisting of non-documented barge "21", non-documented barge "TBL 22", non-documented barge "BIG BIN", and documented tank barge "TRI CITIES VOYAGER ON 1052065".

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

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August 19, 2015

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: Fifth Third Equipment Finance Company
Charterer: Tidewater Barge Lines, Inc.
Amendment to Memorandum of Master Bareboat Charter
(Schedule No. 5)

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, **Amendment to Memorandum of Master Bareboat Charter** dated as of August 19, 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

Richard J. Schroeder

Enclosures

DWT 27681617v1 0058820-000339

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WATER RECORDATION NO. W148-F FILED
AUGUST 20, 2015 8:30 AM
SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF MASTER BAREBOAT CHARTER

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY

("OWNER")

and

TIDEWATER BARGE LINES, INC.

("CHARTERER")

AUGUST 19, 2015

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2015, at _____.m.
Recordation Number W148-_____

AMENDMENT TO MEMORANDUM OF MASTER BAREBOAT CHARTER

THIS AMENDMENT TO MEMORANDUM OF MASTER BAREBOAT CHARTER, dated as of the 19th day of August, 2015, is made by Fifth Third Equipment Finance Company, an Ohio corporation ("Owner") with an address at MD10904A, 38 Fountain Square Plaza, Cincinnati, OH 45265 and Tidewater Barge Lines, Inc., an Oregon corporation, with an address at 6305 NW Lower Old River Road, Vancouver, WA 98660 ("Charterer").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Charterer and Owner are parties to that certain Master Bareboat Charter dated as of June 30, 2014, between Owner and Charterer (the "Master Charter"), relating to vessels (the "Equipment") as more completely described in a Memorandum of Master Bareboat Charter, dated as of June 30, 2014, filed with the Surface Transportation Board on July 3, 2014, and assigned Recordation No. W148, as supplemented by Memorandum of Partial Assignment dated June 30, 2014, filed with the Surface Transportation Board on July 11, 2014, and assigned Recordation No. W148-A, as amended by Amendment to Memorandum of Bareboat Charter dated July 24, 2014, filed with the Surface Transportation Board on July 25, 2014, and assigned Recordation No. W148-B, as supplemented by Memorandum of Partial Assignment dated July 24, 2014, filed with the Surface Transportation Board on July 25, 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 15, 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.

WHEREAS, Owner and Charterer have executed Charter Schedule No. 5 dated August 19, 2015, adding one (1) U.S. documented barge vessel and the three (3) non-documented barge vessels as identified on Schedule 1 attached hereto, to the Master Charter, and the forgoing Memoranda. Owner and Charterer desire to show for the public record the forgoing changes, accordingly Owner and Charterer have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Owner and Charterer hereby confirm and agree that Vessel subject to the Master Charter is described on Exhibit A hereto.

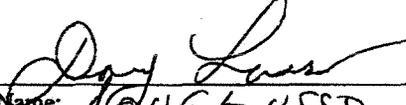
This Memorandum of Amendment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[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 
Name: DOUG LUSCO
Title: VICE PRESIDENT

ASSIGNEE:

TIDEWATER BARGE LINES, INC.

By _____
Name: _____
Title: _____

[Signature Page to Amendment to Memorandum of Master Bareboat Charter (Charter Schedule 5)]

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.

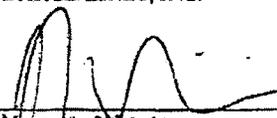
ASSIGNOR:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By _____
Name: _____
Title: _____

ASSIGNEE:

TIDEWATER BARGE LINES, INC.

By  _____
Name: Marshall Williams
Title: CEO

[Signature Page to Amendment to Memorandum of Master Bareboat Charter (Charter Schedule 5)]

STATE OF WASHINGTON)
) ss.
COUNTY OF CLARK)

On this 19th day of August, 2015, before me personally appeared MYRON J. ROISING, to me personally known, who being by me duly sworn, says that he is the CEO of TIDEWATER BARGE LINES, INC., an Oregon 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.



Kathie L. Nunn

NOTARY PUBLIC
My commission expires: 2/15/19

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this ____ day of August, 2015, 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 WASHINGTON)
) ss.
COUNTY OF CLARK)

On this ____ day of August, 2015, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of TIDEWATER BARGE LINES, INC., an Oregon 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 14 day of August, 2015, before me personally appeared Doug Lasco, to me personally known, who being by me duly sworn, says that s/he is the Vice Pres. 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.

Ellen J. Ratney
NOTARY PUBLIC
My commission expires: _____



Ellen J. Ratney
Notary Public, State of Ohio
My Commission Expires 02-20-2019

EXHIBIT A

[Charter Schedule No. 5]

<u>Name</u>	<u>Official No.</u>	<u>Hull No.</u>
TRI CITIES VOYAGER	1052065	656
BIG BIN	N/D	31
21	N/D	28
TBL 22	N/D	29

Vessels and all equipment located onboard or used in connection with the above described vessels, 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 on board or not, and all additions, renewals and replacements hereafter made in or to the vessel, and proceeds thereof subject to Master Bareboat Charter Party dated June 30, 2014, and Charter Schedule No. 5 thereto dated August 19, 2015, between Fifth Third Equipment Finance Company, as Owner, and Tidewater Barge Lines, Inc., as Charterer: