

RECORDATION No. W 142
JULY 1, 2013 05:30 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 1, 2013

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 Bareboat Charter Agreement, dated as of July 1, 2013, 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 documents are:

Lessor:	The Huntington National Bank 105 East Fourth Street, Suite 200C Cincinnati, OH 45202
Charterer:	Ohio Power Company 1 Riverside Plaza Columbus, OH 43215

Section Chief
July 1, 2013
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A description of the watercraft covered by the enclosed document is:

2 harbor vessel tugs: Safety Leader 992754 and Cook Coal Terminal 993204.

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

Memorandum of Bareboat Charter Agreement.

Also enclosed is a check in the amount of \$42.00 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 BAREBOAT CHARTER AGREEMENT

Dated as of July 1, 2013

between

THE HUNTINGTON NATIONAL BANK
as Lessor

and

OHIO POWER COMPANY
as Charterer

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on July ____, 2013 at ____:____.m.

Watercraft Recordation Number: _____

MEMORANDUM OF BAREBOAT CHARTER AGREEMENT

THIS MEMORANDUM OF BAREBOAT CHARTER AGREEMENT is made and entered into as of July 1, 2013, by and between THE HUNTING NATIONAL BANK, a national banking association (the "Lessor") and OHIO POWER COMPANY (the "Charterer"), with reference to the following:

1. Lessor and Charterer have entered into that certain Bareboat Charter Agreement dated as of July 1, 2013, and, pursuant thereto, that certain Schedule of even date therewith (collectively, the "Charter"), pertaining to the vessels described therein and further described on Exhibit No. 1 attached hereto (the "Vessels").
2. Pursuant to the Charter, Lessor has agreed to lease and demise to Charterer, and the Charterer has agreed to hire from the Lessor's all of Lessor's leasehold interest in the Vessels.
3. The Charter with respect to the Vessels became effective as of the date set forth in paragraph 1 above and shall be subject to the Charter Period, as such term is defined in the Charter.
4. The parties hereto wish to show for public record this Memorandum of Bareboat Charter to provide notice of the Charter and Lessor's first position lien and security interest in the Vessels.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

THE HUNTINGTON NATIONAL BANK

By: Jeff Challey
Name: Jeff Challey
Title: Vice President

STATE OF Ohio)
) ss.
COUNTY OF Franklin)

I HEREBY CERTIFY, that on this 1st day of July, 2013, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Jeff Challey, who acknowledged himself to be the Vice President of THE HUNTINGTON NATIONAL BANK, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Signer of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

[Signature]
Notary Public



Heidi Lynn Clouser
Notary Public, State of Ohio
My Commission Expires 06-19-2015

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

OHIO POWER COMPANY

By: [Signature]
Name: Julia A. Slost
Title: Treasurer

STATE OF Ohio)
COUNTY OF Franklin) ss.

I HEREBY CERTIFY, that on this ____ day of July, 2013, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Julia A. Slost, who acknowledged himself to be the Treasurer of OHIO POWER COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Treasurer of said company by signing the name of the company by himself as the Treasurer.

AS WITNESS my hand and notarial seal.

[Signature]
Notary Public

My commission expires: _____



David C. House, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

EXHIBIT NO. 1
TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

DESCRIPTION OF VESSELS

Two (2) Harbor Vessel Tugs Built by Steiner Shipyards
In 1993 with the following Official Numbers:

<u>VESSEL NAMES</u>	<u>OFFICIAL NOS.</u>
Safety Leader	992754
Cook Coal Terminal	993204

Together with all engines, boilers, machinery, masts, boats, anchors, cables, chains, rigging, tackle, apparel, furniture, winches, capstans, outfit, tools, pumps, gears, furnishings, appliances, fitting, navigation and communication equipment, computers, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not on board, and also any and all additions, improvements and replacements thereto, or any part thereof, and all cash and non-cash 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: 7-1-13

Edward M Luria
Edward M. Luria