

RECORDATION NO. W94 FILED

LAWYERS

DEC 02 '08

11-51 AM



SURFACE TRANSPORTATION BOARD
Davis Wright Tremaine LLP

ANCHORAGE BELLEVUE LOS ANGELES NEW YORK PORTLAND SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, D.C.

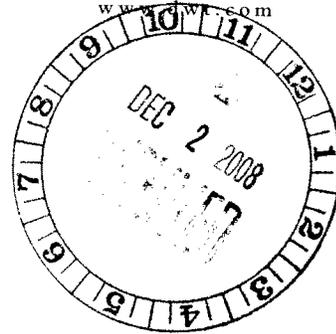
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December 1, 2008

- VIA FEDERAL EXPRESS



Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, DC 20024

Attention: Recordation Department

Re: Recordation of Documents – Watercraft JMC 2516, O.N. 1214461

Dear Recordation Department:

Enclosed please find a check in the amount of \$41.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft, of a Memorandum of Bareboat Charter Party dated as of November 25, 2008, **filed** on December 1, 2008 filed as a primary document. A copy is enclosed for our reference.

Thank you for your assistance in this matter.

Very truly yours,

Davis Wright Tremaine LLP

Richard J. Schroeder

RJS:mtk
Enclosures



Davis Wright Tremaine LLP

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December 1, 2008

E-FILING RECORDATION

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
ATTN: Recording Department
395 E Street, SW
Washington, DC 20024

Re: Recordation of Documents - Watercraft
 Lessor: The Fifth Third Leasing Company
 Lessee: Cashman Equipment Corp.
 Equipment: U.S. Flag Barge Vessel **JMC 2515, O.N. 1214460**
 Primary Document

Dear Ms. Acting Secretary:

Enclosed for recordation pursuant to Section 110301 of Title 49 of the U.S. Code is:

- (a) Memorandum of Bareboat Charter Party, dated November 25, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.
- (b) The names and addresses of the parties to the document are as follows:

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

Charterer/Lessee: Cashman Equipment Corp.
 161 Granite Avenue, Suite 12
 Boston, Massachusetts 02124

Anne K. Quinlan, Acting Secretary
Surface Transportation Board
December 1, 2008
Page 2



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

U.S. Flag Barge Vessel **JMC 2515, Official No. 1214460.**

A recording fee of \$41.00 is being remitted. Please return the originals to:

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

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

Primary Document: Memorandum of Bareboat Charter Party, dated November 25, 2008, between The Fifth Third Leasing Company, as Owner and lessor, and Cashman Equipment Corp., as Charterer and lessee covering the U.S. Flag barge vessel **JMC 2515, Official No. 1214460.**

This document does not contain a hereafter acquired clause.

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

RJS:mtk
Enclosures

RECORDATION NO. W94 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF BAREBOAT CHARTER PARTY

between

THE FIFTH THIRD LEASING COMPANY
("OWNER")

and

CASHMAN EQUIPMENT CORP.

("CHARTERER")

November 25, 2008

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on November __, 2008, at __ a.m./p.m.

Watercraft Recordation Number __

MEMORANDUM OF BAREBOAT CHARTER

This Memorandum of a Bareboat Charter is made and entered into as of November ²⁵ 2008, by and between The Fifth Third Leasing Company, an Ohio corporation ("Owner") and Cashman Equipment Corp., a Massachusetts corporation, ("Charterer").

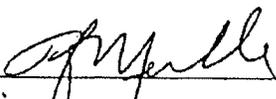
WITNESSETH:

1. Owner and Charterer are parties to that certain Bareboat Charter dated November ²⁵ 2008 ("Bareboat Charter").
2. Pursuant to the Bareboat Charter, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, one (1) United States documented deck barge vessel as identified on Schedule 1 attached hereto (the "Vessel").
3. The Bareboat Charter with respect to the Vessel shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Bareboat Charter.
4. 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.

OWNER:

THE FIFTH THIRD LEASING COMPANY

By 
Name: Thomas Merkle
Title: Senior Vice President

CHARTERER:

CASHMAN EQUIPMENT CORP.

By _____
Name: James M. Cashman
Title: President

MEMORANDUM OF BAREBOAT CHARTER

This Memorandum of a Bareboat Charter is made and entered into as of November 25 2008, by and between The Fifth Third Leasing Company, an Ohio corporation ("Owner") and Cashman Equipment Corp., a Massachusetts corporation, ("Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Bareboat Charter dated November 25 2008 ("Bareboat Charter").
2. Pursuant to the Bareboat Charter, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, one (1) United States documented deck barge vessel as identified on Schedule 1 attached hereto (the "Vessel").
3. The Bareboat Charter with respect to the Vessel shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Bareboat Charter.
4. 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.

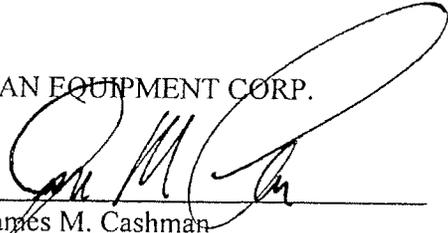
OWNER:

THE FIFTH THIRD LEASING COMPANY

By _____
Name:
Title:

CHARTERER:

CASHMAN EQUIPMENT CORP.

By 
Name: James M. Cashman
Title: President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this ___ day of November, 2008, before me personally appeared _____, to me personally known, who being by me duly sworn, says that she/he is the _____ of THE FIFTH THIRD LEASING COMPANY, an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My commission expires: _____

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this 20th day of November, 2008, before me personally appeared James M. Cashman, to me personally known, who being by me duly sworn, says that he is the President of CASHMAN EQUIPMENT CORP., a Massachusetts corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

Keri Marie Bowler
NOTARY PUBLIC

My commission expires: November 20, 2009

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 26 day of November, 2008, before me personally appeared Thomas J. Meade to me personally known, who being by me duly sworn, says that she/he is the SVP of THE FIFTH THIRD LEASING COMPANY, an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

Jill M. Woods
NOTARY PUBLIC

My commission expires: _____

JILL M. WOODS
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 06-24-11

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this ___ day of November, 2008, before me personally appeared James M. Cashman, to me personally known, who being by me duly sworn, says that he is the President of CASHMAN EQUIPMENT CORP., a Massachusetts corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My commission expires: _____

SCHEDULE 1

Vessel subject to Bareboat Charter dated November 25 2008 between The Fifth Third Leasing Company, as Owner, and Cashman Equipment Corp., as Charterer:

VESSEL	OFFICIAL NUMBER
JMC 2515	1214460

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 on board or not, and all additions, renewals and replacements hereafter made in or to the vessel, and proceeds thereof.