



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

Richard J. Schroeder
206.757.8139 tel
206.757.7139 fax

rickschroeder@dwt.com

WATER RECORDATION NO. W118-B
FILED JANUARY 12, 2014 06:00 PM
SURFACE TRANSPORTATION BOAF

January 12, 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/Assignor: Fifth Third Equipment Finance Company
Assignee: Citizens Asset Finance, Inc.
Memorandum of Assignment of Master Bareboat Charter
(Charter Supplement No. 2)

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Assignment of Bareboat Charter, dated December 31, 2014, 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. W118.

The enclosed document relates to a Memorandum of Bareboat Charter filed December 3, 2009, under Recordation No. W118, as amended by Memorandum of Assignment of Charter Agreement dated December 3, 2009, and recorded under Recordation No. W118-A.

We request that the document be recorded under Recordation No. W118-B.

The enclosed Memorandum of Assignment of Bareboat Charter is an assignment by Fifth Third Equipment Finance Company ("Assignor") to Citizens Asset Finance, Inc. ("Assignee") of Charter Supplement No. 2, dated December 1, 2009, covering the U.S. documented freight barge vessel BARGE 455 5, Official No. 1218997.

DWT 25897002v1 0058820-000329

Anchorage
Bellevue
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C.

www.dwt.com

Chief, Section of Administration
January 12, 2015
Page 2

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: Citizens Asset Finance, Inc.
480 Jefferson Boulevard RJE150
Warwick, RI 02886

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

one (1) U.S. documented freight barge vessel "BARGE 455 5," O.N. 1218997.

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 Assignment of Bareboat Charter, dated December 31, 2014, between Fifth Third Equipment Finance Company, as owner and assignor, and Citizens Asset Finance, Inc., as assignee, covering one (1) U.S. documented freight barge vessel.

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

Richard J. Schroeder
206.757.8139 tel
206.757.7139 fax

rickschroeder@dwt.com

January 12, 2015

VIA FEDERAL EXPRESS

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

Re: Recordation of Documents – Watercraft
Secondary Document
Owner/Assignor: Fifth Third Equipment Finance Company
Assignee: Citizens Asset Finance, Inc.
Memorandum of Assignment of Master Bareboat Charter
(Charter Supplement No. 2)

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 Assignment Master Bareboat Charter** dated as of December 31, 2014. 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 25898271v1 0058820-000329

Anchorage
Bellevue
Los Angeles

New York
Portland
San Francisco

Seattle
Shanghai
Washington, D.C.

www.dwt.com

MEMORANDUM OF ASSIGNMENT OF BAREBOAT CHARTER

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY
("ASSIGNOR")

and

CITIZENS ASSET FINANCE, INC.
("ASSIGNEE")

DECEMBER 31, 2014

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on December __, 2014, at _____ a.m./p.m.
Watercraft Recordation Number _____

MEMORANDUM OF ASSIGNMENT OF CHARTER AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF CHARTER AGREEMENT is made and entered into as of December 31, 2014, by and between FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Assignor") and CITIZENS ASSET FINANCE, INC. (Assignee").

1. Assignor (f/k/a The Fifth Third Leasing Company) as owner (as assignee of Key Equipment Finance Inc.) and Crowley Marine Services, Inc. ("Charterer") have heretofore entered into that certain Memorandum of Bareboat Charter dated as of December 1 2009 (the "Memorandum of Charter Agreement") pertaining to the barge vessel "BARGE 455 5", Official No. 1218997 (the "Vessel") pursuant to that certain Master Bareboat Charter dated as of December 1, 2009 and Charter Supplement No. 2 thereto dated December 1, 2009 between Assignor and Charterer (collectively, "Charter Agreement").

2. The Memorandum of Charter Agreement was filed and recorded as Watercraft Recordation No. W118 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on December 3, 2009, at 6:00 pm EST, and assigned to Assignor by Memorandum of Assignment of Charter Agreement dated December 3, 2009, and recorded with the Surface Transportation Board as Watercraft Recordation No. W118-A on December 4, 2009 at 7:45 p.m. EST.

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

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

NOW, THEREFORE, for 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 Charter Agreement and the Vessels leased thereunder, and Assignee has accepted such assignment.

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

[SIGNATURE PAGE FOLLOWS]

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

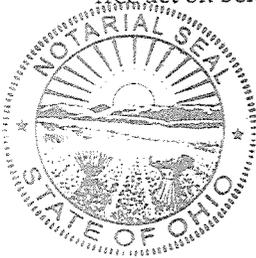
ASSIGNEE:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

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

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 29th day of December, 2014, before me appeared Randall Strong, the person who signed this instrument, who acknowledged that (s)he is the Vice President of FIFTH THIRD EQUIPMENT FINANCE COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Notasha Givens
Notary Public, State of Ohio
My Commission Expires 05-18-2016

Notasha Givens
NOTARY PUBLIC for the State of Ohio
Residing at 3923 Hillman Court
Cincinnati, OH 45236
My Commission Expires: 5-18-16

[Memorandum of Assignment of Bareboat Charter Assignor Signature Page]

BARGE 455 5, O.N. 1218997

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

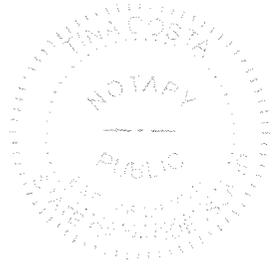
ASSIGNOR:

CITIZENS ASSET FINANCE, INC.

By: [Signature]
Name: _____
Title: Vice President

STATE OF RHODE ISLAND)
) ss.
COUNTY OF KENT)

On this 31st day of December, 2014, before me appeared Linda S. Moore, the person who signed this instrument, who acknowledged that (s)he is the Vice President of CITIZENS ASSET FINANCE, INC., and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



[Signature]
NOTARY PUBLIC for the State of Rhode Island
Residing at _____
My Commission Expires: 01-01-15

[Memorandum of Assignment of Bareboat Charter Assignee Signature Page]

BARGE 455 5, O.N. 1218997