

MIDLAND ENTERPRISES INC.  
Owner,

AND

THE OHIO RIVER COMPANY,  
Charterer.

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FIRST AMENDMENT  
Dated as of January 1, 1973

to

CHARTER AGREEMENT  
Dated as of March 1, 1972

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REGISTRATION NO. W-8-8 Filed & Recd.

JAN 15 1973 - 1 12 PM

INTERSTATE COMMERCE COMMISSION

Certain moneys due and to become due under the Charter Agreement as amended hereby have been assigned to The Fifth Third Bank, as Trustee under an Indenture of First Preferred Ship Mortgage dated as of March 1, 1972.

First Amendment dated as of January 1, 1973, to Charter Agreement dated as of March 1, 1972 between Midland Enterprises Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called "Owner"), and The Ohio River Company, a corporation duly organized and existing under and by virtue of the laws of the State of West Virginia (hereinafter called "Charterer"),

W I T N E S S E T H :

WHEREAS, Owner and Charterer have heretofore entered into a Charter Agreement dated as of March 1, 1972 (herein called the "Charter") providing for the charter by the Charterer of the vessels specified in Exhibit A to the Charter; and

WHEREAS, the following vessels have heretofore been delivered under the Charter; to wit:

OR 3142 through OR 3148, inclusive  
OR 3151 through OR 3219, inclusive  
OR 3221 through OR 3250, inclusive  
OR 4106 through OR 4130, inclusive  
OR 4151 through OR 4250, inclusive; and

WHEREAS, Owner and Charterer wish to amend the Charter in the manner hereinafter provided;

NOW, THEREFORE, THIS AMENDMENT WITNESSETH, that in consideration of the premises:

1. Owner and Charterer agree that the following vessel specified in Exhibit A to the Charter, to wit: OR 3220, shall not be chartered by Charterer from Owner under the Charter.

In all other respects, the Charter shall remain in full force and effect and all of the obligations of the parties thereto, including but not limited to the amount of charter hire payable by Charterer, shall remain the same.

2. All covenants and agreements and all rights, powers and remedies on the part of Charterer and Owner which are provided for in the Charter, as amended hereby, are incorporated herein and shall apply with the same force and effect as though set forth at length herein, and this instrument shall be construed as supplemental to the Charter and shall form a part thereof.

3. This Amendment shall be executed in three counterparts for the parties and each such counterpart shall for all purposes be deemed an original. Two of said counterparts shall be endorsed "This is one of Owner's two original copies" and shall be delivered to Owner, and the remaining one counterpart shall be endorsed "This is Charterer's original copy" and shall be delivered to Charterer. Two additional counterparts shall be executed and filed with the Interstate Commerce Commission. Under no circumstances shall there be executed, at any time, any copies hereof in addition to such five counterparts.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be duly executed as of the day and

year first above written.

MIDLAND ENTERPRISES INC., Owner

[Corporate Seal]

By

L. R. Fawcett  
President

ATTEST:

B. D. Willis  
Secretary

THE OHIO-RIVER COMPANY, CHARTERER

By

R. D. Stout  
Vice President

[Corporate Seal]

ATTEST:

B. D. Willis  
Secretary

STATE OF OHIO

COUNTY OF HAMILTON

} SS.:

Before me, a notary public in and for said county, personally appeared L. R. Fiore and B. J. Willis, known to me to be the persons who, as President and Secretary, respectively, of MIDLAND ENTERPRISES INC., one of the corporations which executed the foregoing instrument, signed the same and acknowledged to me that they did so sign said instrument in the name and upon behalf of said corporation as such officers, respectively; that the same is their true act and deed as such officers, respectively, and the free and corporate act and deed of said corporation; that they were duly authorized thereunto by its Board of Directors; and that the seal affixed to said instrument is the corporate seal of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal at Cincinnati, Ohio this 11th day of January, 1973.

..... *Mary Henderson* .....

MARY HENDERSON, Notary Public  
My Commission Expires Nov. 22, 1976

(Seal)

STATE OF OHIO

COUNTY OF HAMILTON

} SS.:

Before me, a notary public in and for said county, personally appeared R. N. Stout and B. J. Willis, known to me to be the persons who, as Vice President and Secretary, respectively, of THE OHIO RIVER COMPANY, one of the corporations which executed the foregoing instrument, signed the same and acknowledged to me that they did so sign said instrument in the name and upon behalf of said corporation as such officers, respectively; that the same is their true act and deed as such officers, respectively, and the free and corporate act and deed of said corporation; that they were duly authorized thereunto by its Board of Directors; and that the seal affixed to said instrument is the corporate seal of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal at Cincinnati, Ohio this 11th day of January, 1973.

..... *Mary Henderson* .....

MARY HENDERSON, Notary Public  
My Commission Expires Nov. 22, 1976

(Seal)