

RECORDATION NO. W155 FILED

DEC 31 74 -5 05 PM

SURFACE TRANSPORTATION BOARD

December 29, 2014

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
Owner/Lessor: Fifth Third Equipment Finance Company
Charterer/Lessee: Big Rivers Electric Corporation

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Master Bareboat Charter, dated June 30, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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: Big Rivers Electric Corporation
201 Third Street
Henderson, KY 42419

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

Thirty (30) barge vessels consisting of BKO 101, O.N. 955941; BKO 106, O.N. 955946; BKO 107, O.N. 955947; BKO 108, O.N. 955948; BKO 115, O.N. 955955; BKO 117, O.N. 955957; BKO 121, O.N. 955961; BKO 125, O.N. 955965; BKO 126, O.N. 955966; BKO 129, O.N. 955969; BKO 136, O.N. 955976; BKO 140, O.N. 955980; BKO 141, O.N. 955981; BKO 142, O.N. 955982; BKO 143, O.N. 955983; BKO 147, O.N. 955987; BKO 148, O.N. 955988; BKO 152, O.N. 955992; BKO 153, O.N. 956054; BKO 154, O.N. 956055; BKO 155, O.N. 956056; BKO 159, O.N. 956060; BKO 160, O.N. 956061; BKO 209B, O.N. 956070; BKO 217B, O.N. 956078; BKO 226B, O.N. 956087; BKO 229B, O.N. 956090; BKO 235B, O.N. 956096; BKO 236B, O.N. 956097; and BKO 238B, O.N. 956099.

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

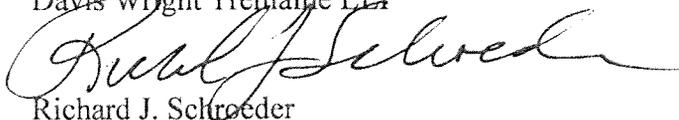
A short summary of the document to appear in the index as follows:

Primary Document: Memorandum of Master Bareboat Charter, dated June 30, 2014, between Fifth Third Equipment Finance Company, as Owner, and Big Rivers Electric Corporation, as Charterer, covering Thirty (30) barge vessels consisting of BKO 101, O.N. 955941; BKO 106, O.N. 955946; BKO 107, O.N. 955947; BKO 108, O.N. 955948; BKO 115, O.N. 955955; BKO 117, O.N. 955957; BKO 121, O.N. 955961; BKO 125, O.N. 955965; BKO 126, O.N. 955966; BKO 129, O.N. 955969; BKO 136, O.N. 955976; BKO 140, O.N. 955980; BKO 141, O.N. 955981; BKO 142, O.N. 955982; BKO 143, O.N. 955983; BKO 147, O.N. 955987; BKO 148, O.N. 955988; BKO 152, O.N. 955992; BKO 153, O.N. 956054; BKO 154, O.N. 956055; BKO 155, O.N. 956056; BKO 159, O.N. 956060; BKO 160, O.N. 956061; BKO 209B, O.N. 956070; BKO 217B, O.N. 956078; BKO 226B, O.N. 956087; BKO 229B, O.N. 956090; BKO 235B, O.N. 956096; BKO 236B, O.N. 956097; and BKO 238B, O.N. 956099.

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

December 29, 2014

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
Primary Document
Owner: Fifth Third Equipment Finance Company
Charterer: Big Rivers Electric Corporation
Memorandum of Master Bareboat Charter
(Schedule No. 4)

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 Master Bareboat Charter** dated as of June 30, 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

A handwritten signature in black ink, appearing to read 'Richard J. Schroeder', written over the printed name.

Richard J. Schroeder

Enclosures

DWT 25593226v1 0058820-000301

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RECORDATION NO. W155 FILED

DEC 31 '14 -5 05 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY
("OWNER")

and

BIG RIVERS ELECTRIC CORPORATION

("CHARTERER")

JUNE 30, 2014

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on June __, 2014, at ___ a.m./p.m.

Watercraft Recordation Number ___

MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY

This Memorandum of a Master Bareboat Charter Party is made and entered into as of June 30, 2014, by and between Fifth Third Equipment Finance Company, an Ohio corporation (“Owner”) and Big Rivers Electric Corporation, a Kentucky nonprofit corporation (“Charterer”).

WITNESSETH:

1. Pursuant to a Master Bareboat Charter Party dated June 30, 2014 (“Bareboat Charter”), and Charter Supplement No. 01 thereto, Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, thirty (30) United States documented freight barge vessels as identified on Schedule 1 attached hereto.

2. The Bareboat Charter shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Bareboat Charter.

3. This Memorandum may be executed in counterparts.

4. The Bareboat Charter does not contain a “hereafter acquired” clause.

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:

FIFTH THIRD EQUIPMENT FINANCE
COMPANY

By James A. Mertz
Name: James A. Mertz
Title: Vice President

CHARTERER:

BIG RIVERS ELECTRIC CORPORATION

By Mark A. Bailey
Name: Mark A. Bailey
Title: President and Chief Executive Officer

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 27 day of June 2014, before me personally appeared James Merg, to me personally known, who being by me duly sworn, says that he is the VP of FIFTH THIRD EQUIPMENT FINANCE 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.



PAULA D. McQUEEN
Notary Public, State of Ohio
My Commission Expires
October 21, 2018

Paula D. McQueen
NOTARY PUBLIC

My commission expires: _____

STATE OF KENTUCKY)
) ss.
COUNTY OF HENDERSON)

On this 24th day of June 2014, before me personally appeared Mark Bailey to me personally known, who being by me duly sworn, says that he is the President of BIG RIVERS ELECTRIC CORPORATION, a Kentucky non-profit corporation, that the foregoing instrument was signed on behalf of said corporation, he acknowledged that the execution of the said instrument was the free act and deed of said company.

Paula Mitchell
NOTARY PUBLIC

My commission expires: 1-12-17

SCHEDULE 1

Vessels subject to Master Bareboat Charter Party and Charter Supplement Schedule No. 01 thereto dated June 30, 2014 between Fifth Third Equipment Finance Company, as Owner, and Big Rivers Electric Corporation, as Charterer:

<u>Name</u>	<u>Official No.</u>	<u>Name</u>	<u>Official No.</u>
BKO 101	955941	BKO 147	955987
BKO 106	955946	BKO 148	955988
BKO 107	955947	BKO 152	955992
BKO 108	955948	BKO 153	956054
BKO 115	955955	BKO 154	956055
BKO 117	955957	BKO 155	956056
BKO 121	955961	BKO 159	956060
BKO 125	955965	BKO 160	956061
BKO 126	955966	BKO 209B	956070
BKO 129	955969	BKO 217B	956078
BKO 136	955976	BKO 226B	956087
BKO 140	955980	BKO 229B	956090
BKO 141	955981	BKO 235B	956096
BKO 142	955982	BKO 236B	956097
BKO 143	955983	BKO 238B	956099

and all equipment located onboard or used in connection with the above described vessels, the whole of the vessels, 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 now owned or hereafter acquired, whether or board or not, and all additions, renewals and replacements hereafter made in or to the vessels, and proceeds thereof.