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June 23, 2009

RECORDATION NO W 105-A FILED

VIA ELECTRONIC FILING

JUN 23 09

4-23 PM

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Attn: Recording Department
395 E Street, SW
Washington, DC 20423-0001
Washington, DC 20024 (express courier)

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Assignment/Secondary Document to Recordation No. W105 (Lead Vessel OR 5509, O.N. 1105285)

Dear Acting Secretary

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Assignment of Charter Agreement, dated as of June 5, 2009, a secondary document defined in the Board's Rules for Recordation of Documents. The primary document to which this is connected is recorded under Recordation No. W105. The enclosed document relates to a Memorandum of Charter Agreement dated June 4, 2009, filed June 18, 2009, under Recordation No. W105 between U.S. Bancorp Equipment Finance Inc., as Owner, and Ingram Barge Company, as Charterer.

We request that the document be recorded under Recordation No. W105A.

The enclosed Memorandum of Assignment is an assignment by U.S. Bancorp Equipment Finance, Inc. ("Assignor") to The Fifth Third Leasing Company ("Assignee") of the Charter Agreement and subject thereto.

The names and addresses of the parties to the Memorandum of Assignment of Bareboat Charter Agreement are:

Assignor: U.S. Bancorp Equipment Finance, Inc
13010 S.W. 68th Parkway
Portland OR 97223

DWT 12969011v1 0058820-000206

Anchorage
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Anne K. Quinlan
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Assignee: The Fifth Third Leasing Company
 MD 10904A
 38 Fountain Square Plaza
 Cincinnati OH 45263

A description of the equipment covered by the Memorandum of Assignment of Charter Agreement consists of:

Twenty-nine (29) U.S. Flag hopper barge vessels named OR 5509 through OR 5530, inclusive, with official numbers 1105285 through 1105306, inclusive, and OR 5532 through OR 5538, inclusive, with official numbers 1105308 through 1105314, inclusive.

A recording fee of \$41.00 is being remitted. Please return recorded document to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

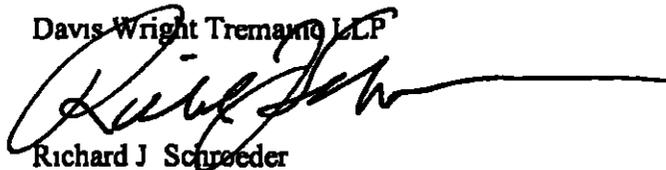
A short summary of the document to appear in the index as follows:

Secondary Document Memorandum of Assignment of Charter Agreement, dated June 5, 2009, between U.S. Bancorp Equipment Finance, Inc., as Owner and Assignor, and The Fifth Third Leasing Company as Assignee covering twenty-nine (29) U.S. Flag hopper barge vessels named OR 5509 through OR 5530 inclusive, with respective official numbers 1105285 through 1105306, inclusive; and OR 5532 through OR 5538, inclusive, with official numbers 1105308 through 1105314, inclusive.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

DWT 12969011v1 0058820-000206

June 23, 2009

VIA FEDERAL EXPRESS

Karen January
Surface Transportation Board
Attn Recording Department
395 E Street, SW
Washington, DC 20423
Washington, DC 20024 (express courier)



Re Recordation of Documents – Watercraft Lead Vessel OR 5509, O.N. 1105285,
Recordation No W105

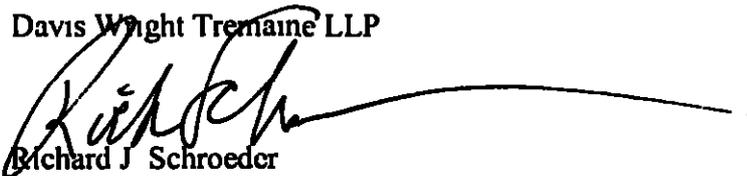
Dear Karen

Enclosed please find a check in the amount of \$41.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft a Memorandum of Assignment of Charter Agreement dated June 4, 2009, filed on June 23, 2009, filed as a secondary document and related to the Memorandum of Charter Agreement filed under Recordation No W105. Copies of the face page are enclosed for your reference.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP


Richard J. Schroeder

RJS mtk
Enclosures

DWT 13019020v1 0058820-001206

RECORDATION NO W105-A FILED

JUN 23 09

4-23 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF CHARTER AGREEMENT

between

**U.S. BANCORP EQUIPMENT FINANCE, INC
("ASSIGNOR")**

and

**THE FIFTH THIRD LEASING COMPANY
("ASSIGNEE")**

JUNE 5, 2009

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on June __, 2009, 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 June 5, 2009, by and between **U.S. BANCORP EQUIPMENT FINANCE, INC.** ("Assignor") and **THE FIFTH THIRD LEASING COMPANY** ("Assignee")

1 Assignor as owner and Ingram Barge Company ("Charterer") have heretofore entered into that certain Memorandum of Charter Agreement dated as of June 4, 2009 (the "Memorandum of Charter Agreement") pertaining to the freight barge vessels described therein (the "Vessels") pursuant to that certain Charter Agreement dated as of October 20, 2000 between Assignor and Charterer ("Charter Agreement") and Charter Schedule No 1 thereto dated December 29, 2000, and Charter Schedule No 2 thereto dated January 30, 2001.

2 The Memorandum of Charter Agreement was filed and recorded as Watercraft Recordation No W105 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 CFR 1177 on June 18, 2009, at 3 15 pm EDT

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, in consideration of the sum of Ten Dollars (\$10 00) in hand paid, and other 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:

THE FIFTH THIRD LEASING COMPANY

By Richard Maxwell
Name Richard Maxwell
Title Senior Vice President

STATE OF OHIO)
) ss
COUNTY OF HAMILTON)

On this 5th day of June, 2009, before me appeared Richard Maxwell, the person who signed this instrument, who acknowledged that (s)he is the Senior Vice President of THE FIFTH THIRD LEASING COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Charles Allen Arkin
Charles Allen Arkin, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C. Residing at 3659 Lanchoot Ct.
Cincinnati OH 45236
My Commission Expires no expiration

[Assignee Signature Page]

