

THE AMERICAN WATERWAYS OPERATORS

"America's inland waterways are a precious natural resource that is the envy of the world, and our nation must make the necessary investment to protect its infrastructure in order to preserve America's competitiveness."



AWO's Vision, Mission and Values

Members of the American Waterways Operators subscribe to a set of fundamental values as well as the organization's vision and mission set forth below.

Vision

The American Waterways Operators is the leading national advocate for, and promoter of, a safe, secure and environmentally responsible tugboat, towboat and barge industry.

Mission

The American Waterways Operators is the national trade association representing the owners and operators of tugboats, towboats and barges serving the waterborne commerce of the United States. Its mission is to promote continuous improvement in safety and environmental standards, the long-term economic soundness of the industry and the importance of waterborne commerce in the national transportation system.

Values

AWO Members:

- Recognize the fundamental responsibility to operate their companies in an ethical, safe, secure and environmentally responsible manner that benefits their employees, their customers, the public and the environment.
- Embrace continuous improvement in safety and environmental performance and compliance with safety management systems such as the Responsible Carrier Program.
- Recognize that the waterways of the U.S. are a national asset and a shared resource requiring stewardship and improvement.

- Constructively engage the public policy process on matters that affect safety, security, the environment, the communities in which we operate and the economic soundness of the industry.
- Continue the industry heritage of cooperation, draw strength from member diversity and support initiatives that fortify the industry and foster achievement of its goals.



Chairman's Message

At the end of each year, it is customary to pause and consider the year's triumphs and challenges. Our industry certainly had its share of both in 2008, and these are outlined in detail in this Annual Report. To complement that, I would like to focus on the important assets that AWO has maintained and continues to build, to help us meet our challenges.

First and foremost, we have a great story to tell about our industry's value to the nation as the most economical and environmentally friendly mode of cargo transportation and an important part of the intermodal transportation system in this country. Barges safely and economically transport the building blocks of America's economy on our nation's waterways. A recent study conducted by the Texas Transportation Institute found that barging generates far fewer emissions than rail or trucking, moves hazardous materials safely and has a low injury and fatality record compared to rail or trucks. Barging also makes a significant contribution to reducing air emissions by easing traffic congestion. One barge has the carrying capacity equal to 16 rail cars or 70 trucks. That means that just one

barge tow can take more than 2,000 trucks off the highways, with a corresponding positive effect on highway safety and the environment.

Another part
of the story is
the culture of
continuous
improvement
within the industry
from the executive
suite to the deck
plates, especially as evidenced
by the focus on training our
personnel and upgrading
the operating environment,

systems and procedures on board our vessels. We are committed to safe operations and environmental excellence. Although we are not perfect, we are constantly working to get better and should be recognized for all that we do right.

We also have a culture of cooperative efforts and statesmanship seldom found in other industries. We have a remarkable ability to work together in a spirit of respect and candor with each other and with our regulators to find acceptable solutions and reasonable consensus.

This unique capability is particularly valuable given the geographic and operational diversity in our industry. Our membership is over 300 strong and includes large publicly traded companies and small entrepreneurial ones from all over the country giving us a stronger voice with regard to public policy decisions. The industry's diversity also benefits our





"We have a great story to tell about our industry's value to the nation as the most economical and environmentally friendly mode of cargo transportation and an important part of the intermodal transportation system in this country."

H. Merritt Lane IIIChairman of the Board
The American Waterways Operators

grassroots advocacy efforts, as we have both a wide and deep capability to bring our concerns and ideas to our regional and national policymaking representatives. Indeed, we have done a much better job this past year in leveraging these strengths, building successful coalitions and generally becoming a more effective advocacy organization. This is vital as we welcome a new Administration and Congress to power in Washington.

For many years now, we have been trying to elevate to those in the halls of power the critical need for a modernized and well-maintained inland waterways infrastructure, needed to efficiently move the nation's freight. Despite increased investment in waterways infrastructure in recent years, government attention to the state of this critical infrastructure remains woefully inadequate. Most of the locks and dams used by our industry were built in the 1930s and are now decaying and failing, affecting the barge industry's efficiency and personnel safety. America's inland waterways are

a precious natural resource that is the envy of the world, and our nation must make the necessary investment to protect its infrastructure in order to preserve America's competitiveness. Looking ahead, we hope that the new Administration and new Congress will recognize the deep connection between transportation infrastructure and economic vitality and will include waterways infrastructure as a significant priority in transportation infrastructure investments now and in the future.

We are part of a unique industry that is, quite possibly, the quietest and least well-known part of our nation's transportation system despite our proud history and key role in building this nation. While our story is compelling, we need to have our message heard. Marine transportation is absolutely vital to our country's economy and quality of life. We can become a greater part of the solution to many of our country's most critical strategic questions regarding energy efficiency, congestion, environmental stewardship, public safety and national security. We must work together to see that potential become reality in the years ahead.

MOUNT ADAMS
HONG KONG

Lock delays due to aged facilities cost hundreds of millions of dollars a year. Consumers ultimately bear these costs.

Executive Committee

H. Merritt Lane III Chairman of the Board Canal Barge Company, Inc. New Orleans, LA



Timothy J. Casey Vice Chairman of the Board K-Sea Transportation Corp. East Brunswick, NJ



Royce Wilken Immediate Past Chairman of the Board American River Transportation Co. Decatur, IL



Mark Buese Kirby Corporation Houston, TX



Roger Harris Magnolia Marine Magnolia Marine Marine Vicksburg, MS



George G. Leavell Wepfer Marine, Inc. Memphis, TN



Jeffrey Parker Allied Transportation Company Norfolk, VA lied Transp



Charles Linn Peterson Transmontaigne Marine Group, Inc. Miami, FL



John D. Roberts Florida Marine Transporters, Inc. Mandeville, LA



WESTERN TOWBOAT CO Ric Shrewsbury Western Towboat Company Seattle, WA



Peter H. Stephaich Campbell Transportation Company, Inc. Pittsburgh, PA



Capt. Tom Tray Bay-Houston Towing Co. Houston, TX



Ted Waxler SCF Waxler Marine LLC Memphis, TN





Board of Directors



H. Merritt Lane III

Chairman of the Board Canal Barge Company, Inc. New Orleans, LA

Timothy J. Casey

Vice Chairman of the Board K-Sea Transportation Corp. East Brunswick, NI

Royce Wilken

Immediate Past Chairman of the Board American River Transportation Co. Decatur. IL

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Inland Marine Service Hebron, KY

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Magnolia Marine Transport Company Vicksburg, MS

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Luhr Bros., Inc. Columbia, IL

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Transmontaigne Marine Group, Inc. Miami, FL

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Tidewater Barge Lines, Inc. Vancouver, WA

Iohn D. Roberts

Florida Marine Transporters, Inc. Mandeville, LA

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Sause Bros. Coos Bay, OR

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Ingram Barge Company Nashville, TN

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Westar Marine Services San Francisco, CA

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Campbell Transportation Company, Inc. Pittsburgh, PA

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SCF Waxler Marine LLC Memphis, TN

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American Commercial Lines Jeffersonville, IN

Matt Woodruff

Kirby Corporation Houston, TX



President's Report



"2009 holds major challenges for the tugboat, towboat and barge industry in its public policy program and in the effective governance of its trade association."

Jonn Ollegutt

Thomas A. Allegretti
President & CEO

The American Waterways Operators

2008 was a year of profound change within AWO. Your trade association accomplished a major internal reorganization that modernized our staff structure and advocacy programs and gave us much greater capacity to achieve substantial results both on the public policy front and in our internal administration. It was a year in which the standard of success increased from playing an effective game of defense to an aggressive game of offense. It was a year in which internal controls were strengthened and full administrative transparency was achieved. It was a year in which AWO's member-leaders, understanding the strong link between good governance and effective, well-run organizations, elevated the quality and the intensity of the work of both the Board of Directors and the Executive Committee. These changes had the effect of modernizing, strengthening and renewing AWO. Today, we are an organization fully engaged in a forward-looking quest for excellence.

These transformations in 2008 were necessary and timely given the scope of the public policy agenda facing the tugboat, towboat and barge industry — an agenda of issues more consequential than at any time in modern memory. They were borne of the acknowledgement that our effectiveness as a trade association and as an industry must increase. But what we could not then have known was how important these changes were to position AWO for success in the world that we now encounter at the start of 2009 — a world itself profoundly changed in Washington, DC, the states and the commercial markets in which AWO members operate. The field on which AWO operates — legislative, regulatory, political and

policy — has been dramatically altered. The challenges facing the nation are enormous and they will bring forth a wide range of government actions that will ultimately have a direct impact on tugboat, towboat and barge operators.

Fortunately, AWO today has the intellectual and physical capacity to meet these challenges. And we find exciting opportunity in our engagement with the 111th Congress and the Obama Administration. As the new President and Congress grapple with the domestic challenges facing our nation, there is real alignment between what our leaders seek to achieve for our country and what our industry has to offer. As our national leaders seek to stimulate the economy, our industry offers the opportunity for near-term stimulative impacts through the many shovel-ready waterways infrastructure projects that are long overdue. As the President and Congress seek to preserve the many jobs that are threatened, our industry offers Americans good family-wage jobs with professional advancement opportunities. As our leaders work to assure domestic national security, our industry offers American companies and American



President's Report

workers who serve as the eyes and ears for U.S. law enforcement on our nation's inland waterways and coasts. As policymakers seek to protect our environment and mitigate the effects of global warming, our industry offers an exemplary record as the cleanest and most fuel-efficient mode of

The American Waterways Operators was founded in 1944.

surface transportation. As our leaders seek to ensure the safety of the transportation system and the American public, our industry offers a long track record of genuine safety leadership and a sincere commitment to flawless vessel performance. As our leaders seek to put in place a long-range recovery plan for America's basic industries, our industry offers the most efficient and affordable transportation for the freight that fuels the U.S. economy. Stated simply, America's tugboat, towboat and barge industry is an important part of the solution to the very real challenges facing the American economy in 2009.

Chairman of the Board Merritt Lane often reminds us that our industry has a compelling story to tell. Indeed, our story is more compelling today than it has ever been. But that story won't be heard or understood unless we tell it clearly, consistently and passionately. The story must be told to all of the new members of President Obama's Administration and to the newly elected members of the House and Senate.

2009 holds major challenges for the tugboat, towboat and barge industry. We are extremely fortunate that we are well equipped and well positioned to meet those challenges. We have engaged energetic member-leaders who care deeply about the industry's success and who generously volunteer their time and their energy to assure industry progress. We have thoughtful and well-informed members on our Board of Directors and Executive Committee, who bring strong strategic thinking and communication skills to the table. We have greater capacity to advocate effectively than ever before, with both the passionate frontline advocates that AWO members comprise and a much stronger staff structure.

We know exactly what we need to do throughout the course of 2009. We need to tell our story compellingly with a unified voice. We need to strengthen existing relationships. We need to build new relationships. We must analyze thoroughly. We must advocate strongly and professionally.

I am certain that despite the dismal economic profile currently facing the nation, 2009 will be a year of opportunity and progress for AWO. There is no doubt that change will abound in 2009. Anticipating it, staying a step ahead of it and continuing to achieve results for AWO members to show even greater value in a time of constrained financial resources, will be imperative. There is much to accomplish, and we are up to the task.



2008 Major Issues

Safety

Towing Vessel Inspection: Raising the Bar of Safety

AWO's top priority for 2008 was working with the Coast Guard to develop a groundbreaking new inspection program for towing vessels that will improve safety and enhance environmental stewardship throughout the industry. Working through the congressionally authorized Towing Safety Advisory Committee in a dynamic, public process, AWO and other stakeholders reviewed draft regulatory text, provided critical economic impact data and offered practical suggestions to facilitate publication of a notice of proposed rulemaking. By year's end, the Coast Guard had committed to publishing the proposed rules in

Waterways transportation is the most environmentally friendly mode of commercial transportation.

the spring of 2009 and developing an innovative "bridging program" to enhance industry safety while the proposed rules are finalized, with AWO's active cooperation and support.

Promoting Crew Endurance Management

Based upon 25 years of research and use by U.S. Army Special Forces and the U.S. Coast Guard Research and Development Center, CEMS has been implemented in a variety of maritime operations, including inland, coastal and harbor towing vessels. Since studies have shown that human error is the predominant cause of marine accidents, CEMS addresses the factors affecting human performance, including but not limited to lifestyle issues like diet and exercise, and the physical environment on board vessels, including light exposure and noise. In 2008, "Crew Endurance Management" was the theme for AWO's annual Safety Calendar. The calendar is an educational tool and a reminder to crew members of AWO's commitment to safety. It contains monthly safety messages to encourage crew members to follow safety and CEMS procedures.



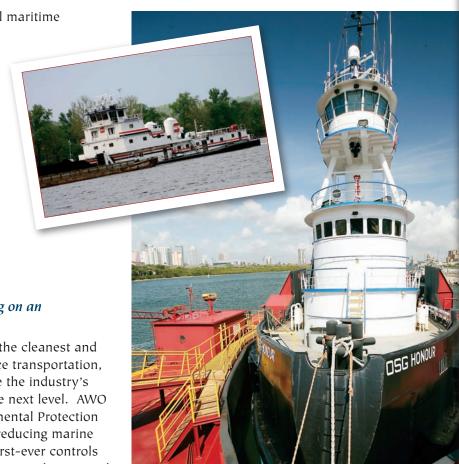
Environment

Vessel Discharges: Seeking Practical Solutions

Promoting an effective national approach to the management of ballast water and other vessel discharges was a central challenge for AWO in 2008 and a key piece of unfinished business as 2009 begins. The Environmental Protection Agency struggled to comply with a 2006 court order that forces the regulation of vessel discharges under a state-administered program designed for land-based discharges. Despite the agency's efforts, the program is a poor fit for vessels that travel through the waters of numerous states in a single voyage. AWO worked with EPA and the states to attempt to

avoid major disruptions in critical maritime

commerce, and developed a Best Management Practices Guide to assist members in reducing the impact of vessel discharges. However, a long-term solution will require congressional leadership. In 2009, AWO will work to secure legislation that establishes a consistent and effective national framework for controlling vessel discharges, protecting our precious marine environment while keeping vital maritime commerce flowing.



Marine Engine Emissions: Building on an **Industry Strength**

Marine transportation is already the cleanest and most fuel-efficient mode of surface transportation, and in 2008, AWO worked to take the industry's environmental performance to the next level. AWO worked closely with the Environmental Protection Agency to develop new rules for reducing marine engine emissions, including the first-ever controls on emissions from existing engines. At the regional level, AWO members participated in public-private partnerships to promote the replacement of older engines with newer, cleaner-burning ones, and member companies continued to test innovative technologies to promote cleaner air, from fuel additives to hybrid tug technology.

The tugboat, towboat and barge industry comprises the largest segment of the U.S.-flag fleet.

Security

Maritime Security: Part of the Solution

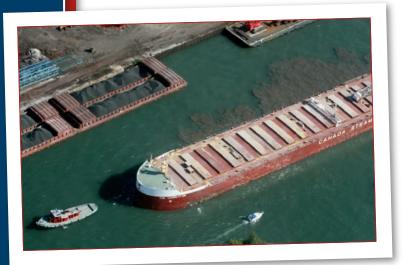
The 30,000 crew members who keep America's tugboat, towboat and barge fleet afloat are the "eyes and ears" on our rivers, canals, harbors and coasts, a force multiplier for the Coast Guard in preserving maritime security. In 2008, AWO worked with Congress and the Department of Homeland Security to ensure that new identity card regulations for maritime workers do not become a barrier to employment in the industry, depriving hard-working and loyal American citizens of good-paying, family-wage jobs and disrupting critical maritime commerce. As the spring 2009 deadline for mariner compliance

2008 Major Issues

with the Transportation Worker Identification Credential regulations looms, AWO will continue to work with Congress and the Administration to ensure that the program is implemented smoothly and promote more efficient business practices in the administration of the program. AWO also developed updates to the AWO Alternative Security Program and AWO International Vessel Security Plan, Coast Guard-approved model plans that assist member companies in meeting national and international vessel security requirements.

The Iones Act: Now More than Ever

The Jones Act, the law that requires that vessels moving goods between U.S. ports be U.S.-owned, U.S.-flagged and U.S.-built, is a critical foundation of America's maritime industry. In 2008, AWO worked through the Maritime Cabotage Task Force to promote a renewed commitment to this vital law, which supports our nation's economy, national security, environment and quality of life. AWO was gratified by the continued staunch support of Congress for the Jones Act and the strong statement of support voiced by President-Elect Barack Obama during the





presidential campaign. At a time of economic turmoil, continued threats to U.S. homeland security and widespread public concern about the health of the environment, the Jones Act is more relevant today than ever.

> More than half of America's grain exports move by barge along the nation's inland waterways, accounting for \$10 billion in exports.

Waterways Infrastructure

Stimulus Bill: Addressing the Needs of the Nation's Waterways Infrastructure

As Congress began its consideration of an economic stimulus bill during the latter part of 2008, AWO worked with its stakeholder partners to attempt to include spending for long overdue infrastructure modernization and maintenance on the nation's waterways in the bill. Although no stimulus bill was passed as the 110th Congress adjourned,

Waterways transportation contributes to the American quality of life by helping reduce congestion on roads and rails.

congressional leaders indicated that the bill will be a top priority at the beginning of the 111th Congress. As the bill is discussed and debated in the early months of 2009, AWO will continue to advocate for the monetary needs of waterways infrastructure and work to encourage the passage of a stimulus bill that includes the funding of those needs. AWO will also continue to work with its partners and the U.S. Army Corps of Engineers to improve the project delivery system and ensure that infrastructure projects are funded efficiently and finished in a timely fashion.

Lockage Fee Proposal: Working for Fairness in Taxation

In April, the Administration informed relevant congressional committees that it would be proposing a lockage fee on the inland waterways as part of its Fiscal Year 2009 budget request. If implemented, this fee would have doubled the taxes imposed on the towing industry. Along with its fellow stakeholders on the inland

waterways, AWO communicated to congressional and Administration policymakers its strong opposition to the lockage fee proposal. Fortunately, this ill-advised proposal was not included in the bills that passed the House and Senate appropriations committees. AWO continues to work with its partners to ensure that any proposal for a lockage fee or user tax increase is "dead on arrival" in Congress and to focus attention instead on correcting the inefficiencies and delays in the project delivery system that are causing huge increases in the costs of waterways projects.



AWO members Mike Marshall, Turn Services, Inc., (l), and Jeff Nightingale, Mississippi Marine Corporation (middle), speak with Congressman Bennie Thompson (D-MS), Chairman of the House Homeland Security Committee, as part of AWO's grassroots efforts with Congress.



The Responsible Carrier Program: A Condition of AWO Membership

In 2008, AWO continued to strengthen the Responsible Carrier Program, the association's flagship safety management system for member companies. The RCP, adopted in 1994, has been a condition of membership in AWO since 2000. All AWO members are required to undergo regular, independent audits by approved third parties attesting to their ongoing compliance with the Responsible Carrier Program. Companies that fail to maintain their certification forfeit their membership in AWO.

In October, AWO's Board of Directors approved a package of changes to the administration of the Responsible Carrier Program to make the program a more effective safety tool and to help prepare members for the Coast Guard's forthcoming towing vessel inspection regulations, which are expected to require compliance with a safety management system. The Board-approved changes establish more stringent time frames for initial and recurrent third-party audits and require more frequent internal audits. The changes also provide for immediate notification to all AWO members

when a company's RCP status changes. This will assist member companies in exercising due diligence with respect to companies with which they do business. The RCP status of AWO member companies will also be posted on the AWO Web site, www.americanwaterways.com, to increase transparency and make this information available to government agencies and the general public.

> Currently, 85% of tank barges carrying oil have full double hulls; by 2015 all tank barges carrying oil in U.S. waters will have double hulls.



AWO Safety Committees: Providing Practical Safety Tools

AWO's Coastal and Interregion Safety Committees bring together working safety professionals to share best practices and lessons learned and develop safety tools and resources for AWO member companies. The committees focus on AWO and Coast Guard safety priorities, such as preventing fatigue and ensuring crew member safety during line handling and other on-deck operations. In 2008, the committees developed a Crew Endurance Guide to help reduce job performance-affecting fatigue and improve quality of life both on the job and at home, and developed a leadership skills training module to improve the supervisory skills of vessel officers.

The safety committees also launched a new initiative to better align their work with the priorities of the association and provide greater value to AWO members. To that end, the safety committees will begin holding at least one meeting a year in conjunction with a regularly scheduled AWO regional meeting. This will improve communication between AWO member safety professionals and other company representatives, and give all AWO members greater opportunity to participate in the important work of the safety committees.

The U.S. Department of Transportation has projected that the demand for commercial waterways transportation will more than double by 2025.



Value of Barge Transportation

Barging Benefits the Economy

America's tugboat, towboat and barge industry is a vital part of the U.S. marine transportation system and essential to our country's economy. The industry comprises the largest single segment of the U.S. domestic fleet, with nearly 4,000 tugboats and towboats and over 27,000 dry, liquid and general cargo barges. These vessels operate on all of America's coasts and on its navigable inland waterways that act as "marine highways," transporting 800 million tons per year of the building blocks of the nation's economy, including:

- more than 60% of its export grain, helping American farmers compete with foreign producers;
- 20% of America's coal to power plants for electricity production;
- 22% of domestic petroleum products and chemicals for essential industries;
- home heating oil to warm American homes:
- gasoline to keep our cars running;
- salt for our winter roads;
- wheat to make millions of loaves of bread to feed us and the world.

The industry offers good paying, family-wage job opportunities. It employs 30,000 Americans on its vessels alone; hundreds of thousands of other jobs depend on a vital waterways transportation industry.

Study Shows Efficiency Superiority of Barge Transportation

A recent study by the Texas Transportation Institute at Texas A&M University Center for Ports and Waterways, commissioned by the National Waterways Foundation and the U.S. Maritime Administration, showed that the fuel efficiency of tugboats and towboats combined with the superior carrying capacity of barges compared to rail cars or trucks showed that barging is the most efficient and most affordable transportation mode for freight.



The capacity of one inland barge is equal to that of 16 rail cars or 70 semi-trailer trucks.

In addition, barging is the only transportation mode that still has excess capacity; rail and trucking are already struggling to keep up with demand.

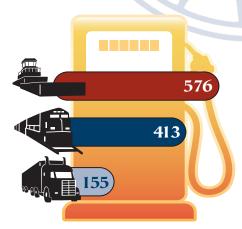




Value of Barge Transportation

Barging Saves Energy

Barges can move one ton of cargo 576 miles per gallon of fuel. The same cargo would only move 413 miles by rail car and only 155 miles by truck. This makes barging the most energy-efficient way to move America's freight.



Ton-miles Traveled per Gallon of Fuel

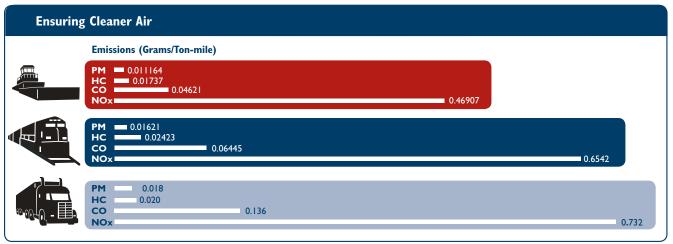
Barging Benefits the Environment

Barging generates fewer emissions than transporting goods by rail or truck. As the chart below shows, barging produces the least amount of the following pollutants:

- Particulate matter (PM)
- Carbon monoxide (CO)

- Hydrocarbons (HC)
- Nitrogen oxides (NOx)

The fuel efficiency of tugboats and towboats results in less hydrocarbons entering our air.



PM = Particulate matter HC = Hydrocarbons CO = Carbon monoxide NOx = Nitrogen oxides

Public Affairs

AWO embraces advocacy excellence as its responsibility to work with policymakers and regulators to ensure sound public policy with regard to the American tugboat, towboat and barge industry. AWO undertakes several initiatives throughout the year to achieve this goal, including its annual "Barge-In" on Capitol Hill and an Industry Image Campaign to educate and inform lawmakers about the industry and its value to America.

"Barge-In" on Capitol Hill

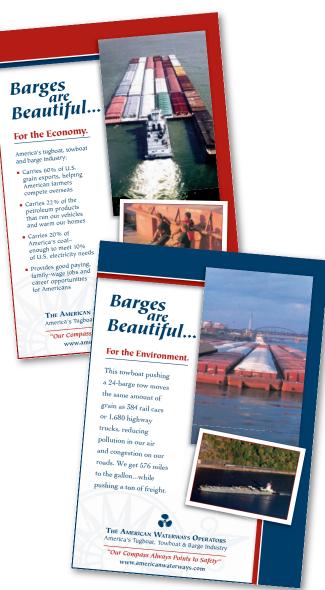
AWO members met with their representatives on Capitol Hill in conjunction with the AWO Spring Convention held in April in Washington. Members took the opportunity to explain their viewpoints on some of the critical public policy issues facing the industry, such as AWO's support for enhancing industry safety through a new towing vessel inspection program, the need for waterways infrastructure modernization and maintenance, the towing industry as a partner in maritime security and the importance of a renewed commitment to the integrity of the Jones Act.

The "Barge-In" also gives AWO members a chance to exchange information on the state of the industry, its importance to America's economy, environment, national security and quality of life, and to thank policymakers for their support on issues of concern.



Industry Image Campaign

The AWO Industry Image Campaign seeks to inform policymakers of facts about the tugboat, towboat and barge industry that make it vital to America's economic prosperity and to environmental stewardship. The ad campaign includes strategic placement of print and radio ads in popular Washington media outlets.



During the annual "Barge-In," AWO members meet with their Members of Congress to inform them on the industry. From left, Walter Blessey, Blessev Marine Services, Inc.: Senator David Vitter (R-LA): Sharon and Z. Dave DeLoach, DeLoach Marine Services, LLC; Frank and Ginny Morton, Turn Services, LLC; and Jane Ann Blessey, Blessey Marine Services, Inc.

Thomas A. Allegretti *President & CEO*

Jennifer A. Carpenter

Senior Vice President – National Advocacy

Lynn M. Muench Senior Vice President – Regional Advocacy

Anne Davis Burns

Vice President -Public Affairs & Communications

Robert L. Clinton

Vice President – Safety

Christopher A. Coakley

Vice President – Legislative Affairs

Lynn M. Craig Vice President – Finance & Administration

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The American Waterways Operators *The National Trade Association of the Inland and Coastal* Tugboat, Towboat and Barge Industry



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