



RECORDATION NO. W120 FILED

MAY 19 '10 -4 30 PM

**SURFACE TRANSPORTATION BOARD**

Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

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May 17, 2010

**VIA FEDEX**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, DC 20423-0001

Re: Recordation of Documents – Watercraft  
Lessor: Key Equipment Finance Inc.  
Lessee: Northland Services, Inc.

Dear Section Chief:

I have enclosed an original and one copy/counterpart of the document(s) described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

(a) Memorandum of Bareboat Charter, dated May 14, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

(b) The names and addresses of the parties to the document are as follows:

Owner/Lessor: Key Equipment Finance Inc.  
66 Smith Pearl Street, 8<sup>th</sup> Floor  
Albany, NY 12207

Charterer/Lessee: Northland Services, Inc.  
425 Delridge Way SW, Suite 100  
Seattle, WA 98106

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

**U.S. flag towing Vessel POLAR CLOUD (Ex SEA CLOUD), O.N. 555656**

A recording fee of \$41.00 is enclosed. Please return the originals to:

DWT 14715687v1 0046569-000696

Anchorage	New York	Seattle
Bellevue	Portland	Shanghai
Los Angeles	San Francisco	Washington, D.C.

www.dwt.com

Chief, Section of Administration  
May 17, 2010  
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Richard J. Schroeder  
Davis Wright Tremaine LLP  
1201 3<sup>rd</sup> Avenue, Suite 2200  
Seattle, WA 98101

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

Primary Document: Memorandum of Bareboat Charter, dated May 14, 2010, between Key Equipment Finance Inc., as Owner and Lessor, and Northland Services, Inc., as Charterer and Lessee covering the US. flag towing vessel POLAR CLOUD (Ex SEA CLOUD), O.N. 555656.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

RJS: dcl  
Enclosures

RECORDATION NO. W120 FILED

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SURFACE TRANSPORTATION BOARD



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MEMORANDUM OF BAREBOAT CHARTER

between

KEY EQUIPMENT FINANCE INC.,

("OWNER")

and

NORTHLAND SERVICES, INC.

("CHARTERER")

MAY 14, 2010

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on May \_\_, 2010, at \_\_.m.  
Watercraft Recordation Number \_\_\_\_\_

**MEMORANDUM OF BAREBOAT CHARTER**

This Memorandum of a Bareboat Charter is made and entered into as of May 14, 2010, by and between Key Equipment Finance Inc., a Michigan corporation ("Owner") and Northland Services, Inc., a Washington corporation ("Charterer").

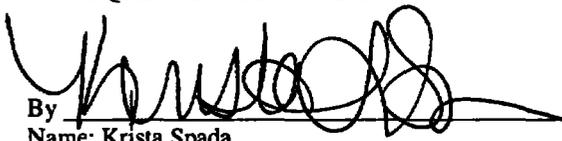
**WITNESSETH:**

1. Pursuant to a Bareboat Charter dated May 14, 2010 ("Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, one U.S. flag towing vessel named POLAR CLOUD (Ex SEA CLOUD), Official No. 555656, as identified on Schedule I attached hereto.
2. The Bareboat Charter shall be effective as of the date first set forth hereinabove and shall be subject to the Charter Period, as defined in the Bareboat Charter.
3. This Memorandum may be executed in counterparts.

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:

KEY EQUIPMENT FINANCE INC.

By   
Name: Krista Spada  
Title: Regional Business Unit Manager

CHARTERER:

NORTHLAND SERVICES, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**MEMORANDUM OF BAREBOAT CHARTER**

This Memorandum of a Bareboat Charter is made and entered into as of May 14, 2010, by and between Key Equipment Finance Inc., a Michigan corporation ("Owner") and Northland Services, Inc., a Washington corporation ("Charterer").

**WITNESSETH:**

1. Pursuant to a Bareboat Charter dated May 14, 2010 ("Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, one U.S. flag towing vessel named POLAR CLOUD (Ex SEA CLOUD), Official No. 555656, 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 Charter Period, as defined in the Bareboat Charter.

3. This Memorandum may be executed in counterparts.

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.

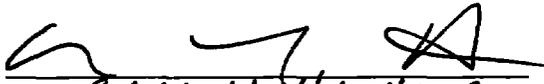
OWNER:

KEY EQUIPMENT FINANCE INC.

By \_\_\_\_\_  
Name: Krista Spada  
Title: Regional Business Unit Manager

CHARTERER:

NORTHLAND SERVICES, INC.

By:   
Name: Barry L. Hachler  
Title: SAVP/CEO

STATE OF NEW YORK            )  
  ) ss.  
COUNTY OF ALBANY            )

On this 13<sup>th</sup> day of May, 2010, before me personally appeared KRISTA SPADA, to me personally known, who being by me duly sworn, says that she is the Regional Business Unit Manager of KEY EQUIPMENT FINANCE INC., that the foregoing instrument was signed on behalf of said corporation as its free act and deed.

**ELIZABETH A. MURPHY**  
Notary Public, State of New York  
Qualified in Rensselaer County  
Reg No. 5008642

*Elizabeth A. Murphy*  
\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: 2/22/2011

STATE OF WASHINGTON         )  
  ) ss.  
COUNTY OF KING             )

On this \_\_\_\_ day of May, 2010, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of NORTHLAND SERVICES, INC., a Washington corporation, that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF ALBANY )

On this \_\_\_\_ day of May, 2010, before me personally appeared Krista Spada, to me personally known, who being by me duly sworn, says that she is the Regional Business Unit Manager of KEY EQUIPMENT FINANCE INC., that the foregoing instrument was signed on behalf of said corporation as its free act and deed.

\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: \_\_\_\_\_

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF KING )

On this 13<sup>th</sup> day of May, 2010, before me personally appeared Brian L. Hachler, to me personally known, who being by me duly sworn, says that he is the CEO/Gen. Mgr. of NORTHLAND SERVICES, INC., a Washington corporation, that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

Brian L. Hachler  
\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: 2-25-12



**SCHEDULE 1**

Vessel subject to Bareboat Charter dated May <sup>14</sup>~~1~~, 2010 between Key Equipment Finance Inc., as Owner, and Northland Services, Inc., as Charterer.

<b>VESSEL</b>	<b>OFFICIAL NUMBER</b>
POLAR CLOUD (Ex SEA CLOUD)	555656

and all equipment located onboard or used in connection with the above described vessel, the whole of the vessel, 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.