

RECORDATION NO. W123-A FILED



DEC 03 10 -6 15 PM

SURFACE TRANSPORTATION BOARD

Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

Richard J. Schroeder  
206.757.8139 tel  
206.757.7139 fax

rickschroeder@dwt.com

December 3, 2010

**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: Key Equipment Finance Inc.  
Charterer/Lessee: Westlake Vinyls, Inc.

Dear Section Chief:

I have enclosed a Memorandum of Bareboat Charter dated December 2, 2010 to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Watercraft Recordation No. W123.

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

Mortgagee: Key Equipment Finance Inc.  
1000 South McCaslin Blvd.  
Superior, CO 80027

Mortgagor: Westlake Vinyls, Inc.  
2468 Industrial Park  
Calvert City, KY 40020

DWT 16049576v1 0046569-000702

Anchorage  
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Chief, Section of Administration  
December 3, 2010  
Page 2

A description of the equipment covered by the document follows:

**U.S. documented barge named WCAO 114, Official No. 1226627.**

A check in the amount of \$41.00 is being forwarded. Please return the recorded copy to:

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:

Secondary Document: Memorandum of Bareboat Charter, dated December 2, 2010, between Key Equipment Finance Inc., as Owner, and Westlake Vinyls, Inc. as Charterer, covering the U.S. documented barge vessel WCAO 114, O.N. 1226627.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine ~~LLP~~



Richard J. Schroeder

RJS:mtk  
Enclosures



December 3, 2010

**VIA FEDERAL EXPRESS (866) 254-1792**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street SW  
Washington, DC 20024 (Express Company)

Re: Recordation of Documents – Watercraft  
Owner/Lessor: Key Equipment Finance Inc.  
Charterer/Lessee: Westlake Vinyls, Inc.

<u>Vessel Name</u>	<u>Official No.</u>
WCAO 114	1226627

Dear Section Chief:

Enclosed please find a check in the amount of \$41.00 to cover the E-Filing Recordation for the Recordation of Documents – Watercraft, **Memorandum of Bareboat Charter** dated as of December 2, 2010. A copy of the face page is enclosed for your reference.

Please return the originals to:

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

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

RJS:mtk  
Enclosures

DWT 16050943v1 0046569-000702

RECORDATION NO. W123-A FILED

DEC 03 '10 -6 15 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF BAREBOAT CHARTER

between

KEY EQUIPMENT FINANCE INC.,

("OWNER")

and

WESTLAKE VINYL, INC.

("CHARTERER")

DECEMBER 2, 2010

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

**MEMORANDUM OF BAREBOAT CHARTER**

This Memorandum of a Bareboat Charter is made and entered into as of December 2, 2010, by and between Key Equipment Finance Inc., a Michigan corporation ("Owner") and Westlake Vinyls, Inc., a Delaware corporation ("Charterer").

**WITNESSETH:**

1. Pursuant to a Bareboat Charter Agreement dated November 15, 2010, and Charter Supplement No. 1 thereto dated December 2, 2010 (collectively, "Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, one (1) U.S. flag double-skin tank barge vessel as identified on Schedule I attached hereto.

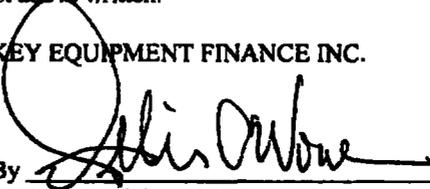
2. The Bareboat Charter shall be effective as of the date first set forth hereinabove and shall be subject to the Charter Period, as defined in the Bareboat Charter.

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: Michael A. Wood

Title: Regional Business Unit Manager

**CHARTERER:**

WESTLAKE VINYLs, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**MEMORANDUM OF BAREBOAT CHARTER**

This Memorandum of a Bareboat Charter is made and entered into as of December 2, 2010, by and between Key Equipment Finance Inc., a Michigan corporation ("Owner") and Westlake Vinyls, Inc., a Delaware corporation ("Charterer").

**WITNESSETH:**

1. Pursuant to a Bareboat Charter Agreement dated November 15, 2010, and Charter Supplement No. 1 thereto dated December 2, 2010 (collectively, "Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, one (1) U.S. flag double-skin tank barge vessel 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.

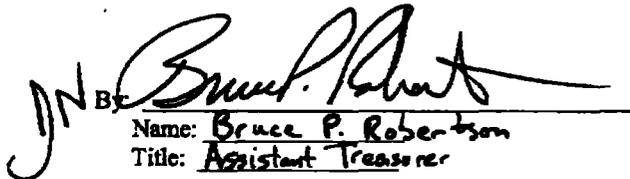
By \_\_\_\_\_

Name: Michael A. Wood

Title: Regional Business Unit Manager

CHARTERER:

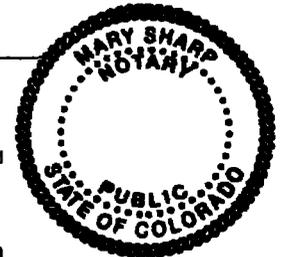
WESTLAKE VINYLs, INC.

JN By  \_\_\_\_\_  
Name: Bruce P. Robertson  
Title: Assistant Treasurer

STATE OF COLORADO            )  
  ) ss.  
COUNTY OF BOULDER         )

On this 15<sup>th</sup> day of December, 2010, before me personally appeared Michael A. Wood, to me personally known, who being by me duly sworn, says that he 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.

Mary Sharp  
NOTARY PUBLIC  
My commission expires: 7/15/2013



My Commission Expires July 15, 2013

STATE OF \_\_\_\_\_            )  
  ) ss.  
COUNTY OF \_\_\_\_\_         )

On this \_\_\_\_\_ day of December, 2010, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that s/he is the \_\_\_\_\_ of WESTLAKE VINYLs, INC., a Delaware corporation, that the foregoing instrument was signed on behalf of said company as its free act and deed.

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



**SCHEDULE 1**

Vessel subject to Bareboat Charter dated November 15, 2010 between Key Equipment Finance Inc., as Owner, and Westlake Vinyls, Inc., as Charterer, and Charter Supplement No. 1 thereto dated December 2, 2010.

<u>Name</u>	<u>Hull ID No.</u>	<u>CG Official No.</u>
WCAO 114	HN9601	1226627

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 on board or not, and all additions, renewals and replacements hereafter made in or to the vessel, and proceeds thereof.