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August 26, 2011

RECORDATION NO. W-128 FILED

**VIA ELECTRONIC FILING**

AUG 26 '11 -7 5 9 PM

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

SURFACE TRANSPORTATION BOARD

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

Dear Section Chief:

I have enclosed to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

(a) Memorandum of Bareboat Charter, dated August 26, 2011, 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: Fifth Third Equipment Finance Company  
38 Fountain Square Plaza  
MD10904A  
Cincinnati, OH 45263

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 ENDURANCE (Ex SEA ROBIN), O.N. 553402**

DWT 18111423v2 0058820-000253

Anchorage  
Bellevue  
Los Angeles

New York  
Portland  
San Francisco

Seattle  
Shanghai  
Washington, D.C.

www.dwt.com



Chief, Section of Administration  
August 26, 2011  
Page 2

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

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

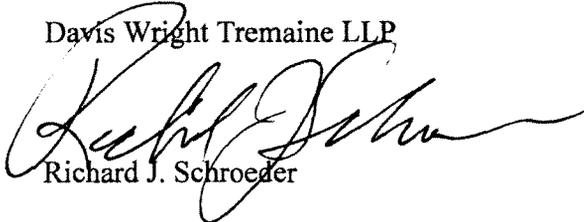
A short summary of the document to appear in the index as follows:

Primary Document: Memorandum of Bareboat Charter, dated August 26, 2011, between Fifth Third Equipment Finance Company, as Owner and lessor, and Northland Services, Inc., as Charterer and lessee covering the US. flag towing vessel POLAR ENDURANCE (Ex SEA ROBIN), O.N. 553402.

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

RJS: drh  
Enclosures

W-128

RECORDATION NO. \_\_\_\_\_ FILED

AUG 26 '11 -7 5 9 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF BAREBOAT CHARTER

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY

("OWNER")

and

NORTHLAND SERVICES, INC.

("CHARTERER")

AUGUST 26, 2011

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on August \_\_, 2011, at \_\_\_\_m.  
Watercraft Recordation Number \_\_\_\_\_

**MEMORANDUM OF BAREBOAT CHARTER**

This Memorandum of Bareboat Charter is made and entered into effective as of August 26, 2011, by and between Fifth Third Equipment Finance Company, an Ohio corporation ("Owner") and Northland Services, Inc., a Washington corporation ("Charterer").

**WITNESSETH:**

1. Pursuant to a Bareboat Charter dated August 26, 2011 and schedules thereto (collectively, the "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 ENDURANCE (Ex SEA ROBIN), Official No. 553042, 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.

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  
Name:  
Title:

  
Gerald Whitfield, VP

CHARTERER:

NORTHLAND SERVICES, INC.

By:

Name: Barry L. Hachler  
Its: Senior Vice President

**MEMORANDUM OF BAREBOAT CHARTER**

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**WITNESSETH:**

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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

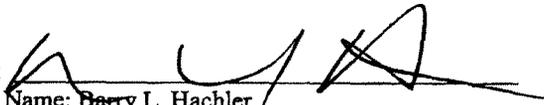
By \_\_\_\_\_

Name:

Title:

CHARTERER:

NORTHLAND SERVICES, INC.

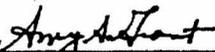
By: 

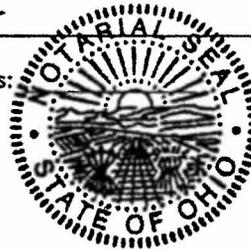
Name: Barry L. Hachler

Its: Senior Vice President

STATE OF OHIO                    )  
  ) ss.  
COUNTY OF HAMILTON         )

On this \_\_\_\_ day of August, 2011, before me personally appeared Gerald Whitfield, to me personally known, who being by me duly sworn, says that he is the VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the forgoing instrument was the free act and deed of the corporation, and declared under penalty of perjury that the forgoing is true and correct.

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



AMY A. GRANT  
NOTARY PUBLIC  
STATE OF OHIO  
Recorded in  
Clermont County  
My Comm. Exp. 5/31/16

STATE OF WASHINGTON         )  
  ) ss.  
COUNTY OF KING             )

On this \_\_\_\_ day of August, 2011, before me personally appeared Barry L. Hachler, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of NORTHLAND SERVICES, INC., a Washington corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the forgoing instrument was the free act and deed of the corporation, and declared under penalty of perjury that the forgoing is true and correct.

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

STATE OF OHIO )  
 ) ss.  
COUNTY OF HAMILTON )

On this \_\_\_\_\_ day of August, 2011, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of FIFTH THIRD EQUIPMENT FINANCE COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the forgoing instrument was the free act and deed of the corporation, and declared under penalty of perjury that the forgoing is true and correct.

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

STATE OF WASHINGTON )  
 ) ss.  
COUNTY OF KING )

On this 26<sup>th</sup> day of August, 2011, before me personally appeared Barry L. Hachler, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of NORTHLAND SERVICES, INC., a Washington corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the forgoing instrument was the free act and deed of the corporation, and declared under penalty of perjury that the forgoing is true and correct.



Rheagan Sparks  
NOTARY PUBLIC  
My commission expires: 8/1/13

**SCHEDULE 1**

Vessel subject to Bareboat Charter dated August 26, 2011 between Fifth Third Equipment Finance Company, as Owner, and Northland Services, Inc., as Charterer.

<b>VESSEL</b>	<b>OFFICIAL NUMBER</b>
POLAR ENDURANCE (Ex SEA ROBIN)	553042

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 vessels, and proceeds thereof.

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**SCHEDULE 1**

Vessel subject to Bareboat Charter dated August 26, 2011 between Fifth Third Equipment Finance Company, as Owner, and Northland Services, Inc., as Charterer.

<b>VESSEL</b>	<b>OFFICIAL NUMBER</b>
POLAR ENDURANCE (Ex SEA ROBIN)	553042

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