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RECORDATION NO. W199-C FILED

August 26, 2016

AUG 26 2016 -4:38 PM

VIA ELECTRONIC FILING

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street SW
Washington, DC 20423-0001

Re: Recordation of Document – Watercraft
Secondary Document
Owner/Lessor: KeyBank National Association, Acting Through Its Division Key
Equipment Finance
Charterer/Lessee: The Andersons, Inc.

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Bareboat Charter, dated August 26, 2016, a secondary document as defined in the Board’s Rules for the Recordation of Documents, 49 C.F.R. Section 1177. The primary recording to which this relates is Watercraft Recordation No. W-199.

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

Owner: KeyBank National Association acting through its division
Key Equipment Finance
1000 S. McCaslin Blvd.
Superior, CO 80027

Charterer: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

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

**Five (5) barge vessels consisting of HBM 4568 B, Official No. 1267815;
HBM 4569 B, Official No. 1267816; HBM 4570 B, Official No. 1267817;
HBM 4571 B, Official No. 1267818, and HBM 4572 B, Official No. 1267819.**

DWT 30240121v2 0046569-000782

Chief, Section of Administration
August 26, 2016
Page 2

A check in the amount of \$43.00 is being remitted. Please return the 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 Bareboat Charter, dated July 29, 2016, between KeyBank National Association acting through its division Key Equipment Finance, as Owner, and The Andersons, Inc., as Charterer, covering **five (5) barge vessels consisting of HBM 4568 B, Official No. 1267815; HBM 4569 B, Official No. 1267816; HBM 4570 B, Official No. 1267817; HBM 4571 B, Official No. 1267818, and HBM 4572 B, Official No. 1267819.**

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosure



Suite 2200
1201 Third Avenue
Seattle, WA 98101-3045

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August 26, 2016

VIA UPS EXPRESS

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

Re: Recordation of Document – Watercraft
Secondary Document
Owner/Lessor: KeyBank National Association, Acting Through Its Division Key
Equipment Finance
Charterer/Lessee: The Andersons, Inc.

Dear Section Chief:

Enclosed please find a check in the amount of \$43.00 to cover the E-Filing Recordation for the Recordation of Document – Watercraft **Memorandum of Master Bareboat Charter** dated as of August 26, 2016. A copy of the face page is enclosed for your reference.

Please return the originals to:

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

Very truly yours,

Davis Wright Tremaine LLP



Richard J. Schroeder

Enclosures

DWT 30240926v1 0046569-000782

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Shanghai
Washington, D.C.

www.dwt.com

AUG 26 2016 -4 :38 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER BAREBOAT CHARTER

between

KEYBANK NATIONAL ASSOCIATION,
Acting Through Its Division KEY EQUIPMENT FINANCE
("OWNER")

and

THE ANDERSONS, INC.

("CHARTERER")

AUGUST 26, 2016

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2016, at ___ a.m./p.m.
Watercraft Recordation Number ____

MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY

This Memorandum of a Master Bareboat Charter Party is made and entered into as of August 26, 2016, by and between KeyBank National Association, acting through its division Key Equipment Finance, a national banking association ("Owner") and The Andersons, Inc., an Ohio corporation ("Charterer").

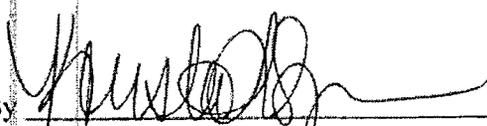
WITNESSETH:

1. Pursuant to a Master Bareboat Charter dated July 15, 2016 ("Master Charter"), and Charter Schedule No. 04 thereto dated August 26, 2016 (collectively, "Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, the five (5) United States documented barge vessels as identified on Exhibit A 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:

KEYBANK NATIONAL ASSOCIATION,
acting through its division KEY EQUIPMENT
FINANCE

By 

Name: Krista Spada
Title: Vice President

CHARTERER:

THE ANDERSONS, INC.

By _____

Name: James C. Burmeister
Title: Vice President, Finance & Treasurer

MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY

This Memorandum of a Master Bareboat Charter Party is made and entered into as of August 26, 2016, by and between KeyBank National Association, acting through its division Key Equipment Finance, a national banking association ("Owner") and The Andersons, Inc., an Ohio corporation ("Charterer").

WITNESSETH:

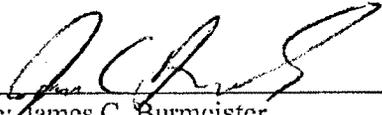
1. Pursuant to a Master Bareboat Charter dated July 15, 2016 ("Master Charter"), and Charter Schedule No. 04 thereto dated August 26, 2016 (collectively, "Bareboat Charter"), Owner has agreed to furnish to Charterer, and the Charterer has agreed to lease from Owner, the five (5) United States documented barge vessels as identified on Exhibit A 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: KEYBANK NATIONAL ASSOCIATION,
acting through its division KEY EQUIPMENT
FINANCE

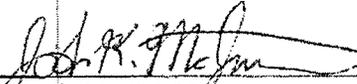
By _____
Name: Krista Spada
Title: Vice President

CHARTERER: THE ANDERSONS, INC.

By  _____
Name: James C. Burmeister
Title: Vice President, Finance & Treasurer

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

On this 26th day of August 2016, before me personally appeared Krista Spada, to me personally known, who being by me duly sworn, says that he is the Vice President of KEYBANK NATIONAL ASSOCIATION, acting through its division KEY EQUIPMENT FINANCE, a national banking association, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said association.



NOTARY PUBLIC

My commission expires: _____

JOHN K. McHENRY
Notary Public, State of New York
Qualified in Saratoga County 19
My Commission Expires April 9, 2019

STATE OF OHIO)
) ss.
COUNTY OF LUCAS)

On this ___ day of August 2016, before me personally appeared James C. Burneister, to me personally known, who being by me duly sworn, says that he is the Vice President, Finance & Treasurer of THE ANDERSONS, INC., an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation, he acknowledged that the execution of the said instrument was the free act and deed of said company.

NOTARY PUBLIC

My commission expires: _____

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

On this ____ day of August 2016, before me personally appeared Krista Spada, to me personally known, who being by me duly sworn, says that he is the Vice President of KEYBANK NATIONAL ASSOCIATION, acting through its division KEY EQUIPMENT FINANCE, a national banking association, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was the free act and deed of said association.

NOTARY PUBLIC

My commission expires: _____

STATE OF OHIO)
) ss.
COUNTY OF LUCAS)

On this 26th day of August 2016, before me personally appeared James C. Burmeister, to me personally known, who being by me duly sworn, says that he is the Vice President, Finance & Treasurer of THE ANDERSONS, INC., an Ohio corporation, that the foregoing instrument was signed on behalf of said corporation, he acknowledged that the execution of the said instrument was the free act and deed of said company.



RACHELL D. FOX
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 02-26-2018

Rachel D. Fox
NOTARY PUBLIC

My commission expires: 2-26-18

EXHIBIT A

Charter Schedule No. 04

Vessels subject to Master Bareboat Charter Party dated July 15, 2016 and Charter Schedule No. 04 thereto dated August 26, 2016, between KeyBank National Association acting through its division Key Equipment Finance, as Owner, and The Andersons, Inc., as Charterer:

<u>Name</u>	<u>Official No.</u>	<u>Hull No.</u>
HBM 4568 B	1267815	1153
HBM 4569 B	1267816	1154
HBM 4570 B	1267817	1155
HBM 4571 B	1267818	1156
HBM 4572 B	1267819	1157

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