

**WATER RECORDATION NO. W199-D  
FILED SEPTEMBER 12, 2016 1:28 PM  
SURFACE TRANSPORTATION BOARD**

September 9, 2016

**VIA ELECTRONIC FILING**

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 September 9, 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 4573 B, Official No. 1267820;  
HBM 4574 B, Official No. 1267821; HBM 4575 B, Official No. 1267822;  
HBM 4576 B, Official No. 1267823; and HBM 4577 B, Official No. 1267824.**

DWT 30313461v1 0046569-000782

Chief, Section of Administration  
September 9, 2016  
Page 2

A check in the amount of \$45.00 is being remitted. Please return the recorded document 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 September 9, 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 4573 B, Official No. 1267820; HBM 4574 B, Official No. 1267821; HBM 4575 B, Official No. 1267822; HBM 4576 B, Official No. 1267823; and HBM 4577 B, Official No. 1267824.**

This document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in cursive script, appearing to read "Richard J. Schroeder", with a long horizontal line extending to the right.

Richard J. Schroeder

Enclosure



Suite 2200  
1201 Third Avenue  
Seattle, WA 98101-3045

**Richard J. Schroeder**  
206.757.8139 tel  
206.757.7139 fax

rickschroeder@dwt.com

September 12, 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 \$45.00 to cover the E-Filing Recordation for the Recordation of Document – Watercraft **Memorandum of Master Bareboat Charter** dated as of September 9, 2016. The E-Filing Recordation was submitted earlier today, September 12, 2016; however, we have not received an acknowledgment from the Surface Transportation Board. 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

Enclosures

DWT 30313438v2 0046569-000782

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New York  
Portland  
San Francisco

Seattle  
Shanghai  
Washington, D.C.

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MEMORANDUM OF MASTER BAREBOAT CHARTER

between

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

and

THE ANDERSONS, INC.

("CHARTERER")

September 9, 2016

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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 September 9, 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. 05 thereto dated September 9, 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.

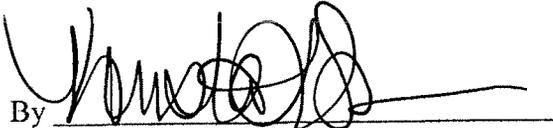
3. This Memorandum may be executed in counterparts.

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. Burnmeister  
Title: Vice President, Finance & Treasurer

**MEMORANDUM OF MASTER BAREBOAT CHARTER PARTY**

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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:

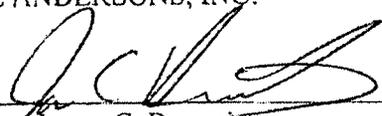
KEYBANK NATIONAL ASSOCIATION,  
acting through its division KEY EQUIPMENT  
FINANCE

By \_\_\_\_\_

Name: Krista Spada  
Title: Vice President

CHARTERER:

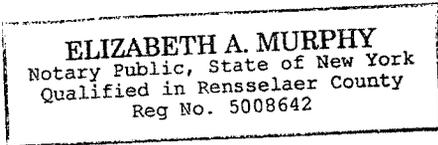
THE ANDERSONS, INC.

By  \_\_\_\_\_

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

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

On this 8<sup>th</sup> day of September 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.



Elizabeth A. Murphy  
NOTARY PUBLIC

My commission expires: 2/22/19

STATE OF OHIO                 )  
  ) ss.  
COUNTY OF LUCAS            )

On this \_\_\_ day of September 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.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_



**EXHIBIT A**

**Charter Schedule No. 05**

Vessels subject to Master Bareboat Charter Party dated July 15, 2016 and Charter Schedule No. 05 thereto dated September 9, 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 4573 B	1267820	1158
HBM 4574 B	1267821	1159
HBM 4575 B	1267822	1160
HBM 4576 B	1267823	1161
HBM 4577 B	1267824	1162

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.