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WATER RECORDATION NO. W199-B
FILED AUGUST 12, 2016 5:16 PM
SURFACE TRANSPORTATION BOARD

August 12, 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 August 12, 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 4563 B, Official No. 1267810;
HBM 4564 B, Official No. 1267811; HBM 4565 B, Official No. 1267812;
HBM 4566 B, Official No. 1267813, and HBM 4567 B, Official No. 1267814.**

DWT 30109832v2 0046569-000782

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Chief, Section of Administration
August 12, 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 4563 B, Official No. 1267810; HBM 4564 B, Official No. 1267811; HBM 4565 B, Official No. 1267812; HBM 4566 B, Official No. 1267813, and HBM 4567 B, Official No. 1267814.**

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

Richard J. Schroeder
206.757.8139 tel
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August 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:

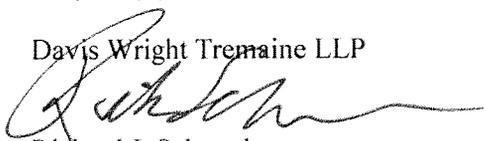
Enclosed please find a check in the amount of \$43.00 to cover the E-Filing Recordation for the Recordation of Document – Watercraft **Memorandum of Master Bareboat Charter** dated as of August 12, 2016. A copy of the face page is enclosed for your reference.

Please return the originals to:

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

Very truly yours,

Davis Wright Tremain LLP



Richard J. Schroeder

Enclosures

DWT 30179507v1 0046569-000782

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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")

AUGUST 12, 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 12, 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. 03 thereto dated August 12, 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 12, 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. 03 thereto dated August 12, 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.

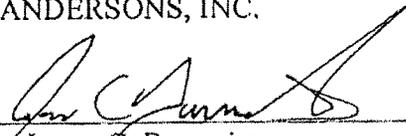
OWNER:

KEYBANK NATIONAL ASSOCIATION,
acting through its division KEY EQUIPMENT
FINANCE

By _____
Name: Krista Spada
Title: Vice President

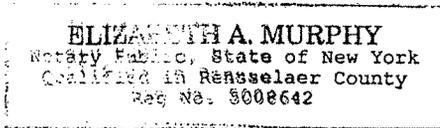
CHARTERER:

THE ANDERSONS, INC.

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

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

On this 10th 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.



Elizabeth A. Murphy
NOTARY PUBLIC

My commission expires: 2/22/19

STATE OF OHIO)
) ss.
COUNTY OF LUCAS)

On this ___ 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.

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 10th day of August 2016, before me personally appeared James C. Burnmeister, 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
My commission expires: 2-26-18



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

EXHIBIT A

Charter Schedule No. 03

Vessels subject to Master Bareboat Charter Party dated July 15, 2016 and Charter Schedule No. 03 thereto dated August 12, 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 4563 B	1267810	1148
HBM 4564 B	1267811	1149
HBM 4565 B	1267812	1150
HBM 4566 B	1267813	1151
HBM 4567 B	1267814	1152

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