

RECORDATION NO. W156 FILED

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SURFACE TRANSPORTATION BOARD

# Lugenbuhl

LUGENBUHL, WHEATON, PECK, RANKIN & HUBBARD

A LAW CORPORATION

601 POYDRAS STREET | SUITE 2775 | NEW ORLEANS, LA 70130

TEL: 504.568.1990 | FAX: 504.310.9195

Nathan Horner

nhorner@lawia.com

December 30, 2014

*Via Federal Express*

Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20024

Dear Sir or Madam:

We represent Banc of America Leasing & Capital, LLC, the owner and lessor of the vessels described below, which have been chartered to The Andersons, Inc., as lessee/charterer. I have enclosed an two originals of a Memorandum of Bareboat Charter Party, dated December 19, 2014, a primary document, to be recorded pursuant to 49 U.S.C. §11301 and 49 C.F.R. §1177 et seq.

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

Lessor/Owner:

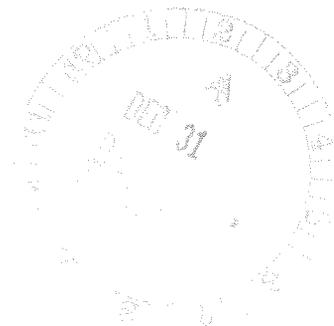
Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 3 North  
Tucker, Georgia 30084

Lessee/Charterer:

The Andersons, Inc.  
480 Dussel Drive,  
Maumee, Ohio 43537

A description of the equipment covered by the charter evidenced by the document follows:

The bareboat charter covers fifteen (15) tank barges, designated as NM 1021, Hull No. 8858, Official Number 981670 through NM 1035, Hull No. 8872, Official Number 981684, together with all engines, machinery, masts, anchors, cables, chains, rigging, tackle, winches, capstans, outfit, tools, pumps, fittings, navigation and communications equipment (including related software), computers, stores, spare and replacement parts, and all other appurtenances



thereto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not on board, and also any and all additions, improvements and replacements thereto, or any part thereof, and all proceeds thereof.

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

Master Bareboat Charter Agreement between Banc of America Leasing & Capital, LLC, a Delaware limited liability company, with offices at 2059 Northlake Parkway, 3 North, Tucker, Georgia 30084, as Owner, and The Andersons, Inc., an Ohio corporation, with offices at 480 Dussel Drive, Maumee, Ohio 43537, as Charterer, dated December 19, 2014, and Schedule 1 thereto, covering the vessels NM 1021, Hull No. 8858, Official Number 981670 through NM 1035, Hull No. 8872, Official Number 981684, each a United States documented tank barge, together with all engines, machinery, masts, anchors, cables, chains, rigging, tackle, winches, capstans, outfit, tools, pumps, fittings, navigation and communications equipment (including related software), computers, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not on board, and also any and all additions, improvements and replacements thereto, or any part thereof, and all proceeds thereof.

I have enclosed our check in the amount of \$43 to cover the filing fee. Please return a filed copy of the enclosed Memorandum of Bareboat Charter Party to the undersigned at the address stated above.

Very truly yours,



Nathan P. Horner



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DEC 31 74 -5 12 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF BAREBOAT CHARTER PARTY

between

BANC OF AMERICA LEASING & CAPITAL, LLC  
("OWNER")

and

THE ANDERSONS, INC.  
("CHARTERER")

December 19, 2014

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. §11301 on \_\_\_\_\_, 2014, at \_\_\_\_\_ a.m./p.m.  
Watercraft Recordation Number \_\_\_\_\_



**MEMORANDUM OF BAREBOAT CHARTER**

**THIS MEMORANDUM OF BAREBOAT CHARTER** is made and entered into to be effective as of December 19, 2014, by and between **BANC OF AMERICA LEASING & CAPITAL, LLC**, a Delaware limited liability company, with offices at 2059 Northlake Parkway, 3 North, Tucker, Georgia 30084 (hereinafter, together with its successors and assigns, "Owner"), and **THE ANDERSONS, INC.**, an Ohio corporation, with its principal offices at 480 West Dussel Drive, Maumee, Ohio 43537 ("Charterer").

WITNESSETH:

1. Owner and Charterer are parties to that certain Master Bareboat Charter Agreement and Schedule No. 001 thereto, each dated as of December 19, 2014 (the "Bareboat Charter").

2. Pursuant to the Bareboat Charter, Owner has agreed to let and demise to Charterer, and the Charterer has agreed to hire from Owner, the fifteen (15) tank barges identified on Exhibit A attached hereto (hereinafter, the "Vessels").

3. The Bareboat Charter with respect to the Vessels became effective as of the date set forth in paragraph 1 above and shall be subject to a Term, as such term is defined in the Bareboat Charter.

4. This Memorandum may be executed in counterparts.

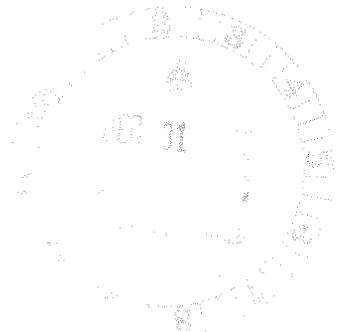
**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be executed by their respective officers on this 19<sup>th</sup> day of December, 2014 to be effective as of the date and year first above written.

Owner:  
BANC OF AMERICA LEASING & CAPITAL, LLC

By: Patricia Smith-Disu  
Name: Patricia Smith-Disu  
Title: Vice President

Charterer:  
THE ANDERSONS, INC.

By: \_\_\_\_\_  
Name:  
Title:



**MEMORANDUM OF BAREBOAT CHARTER**

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WITNESSETH:

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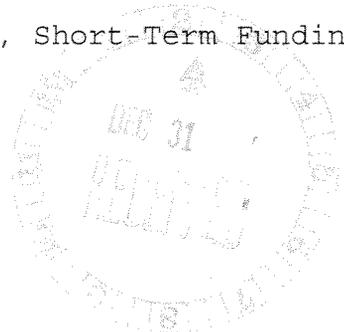
**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be executed by their respective officers on this 19<sup>th</sup> day of December, 2014 to be effective as of the date and year first above written.

Owner:  
BANC OF AMERICA LEASING & CAPITAL, LLC

By: \_\_\_\_\_  
Name:  
Title:

Charterer:  
THE ANDERSONS, INC.

By: Catherine Shelnick  
Name: Catherine Shelnick  
Title: Assistant Treasurer, Short-Term Funding



ACKNOWLEDGEMENTS

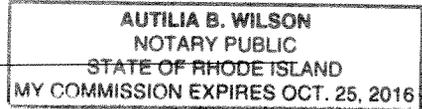
STATE OF Rhode Island )  
 ) ss.  
COUNTY OF Providence )

On this 19th day of December, 2014, before me personally appeared Patricia Smith-Disu to me personally known, who being by me duly sworn says that he/she is a Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company, and that the foregoing instrument was signed on behalf of said company by authority of its Managers, and he/she acknowledged to me that the execution of the forgoing instrument was the free act and deed of the company for the uses and purposes therein expressed.

**IN WITNESS WHEREOF**, I hereunto set my hand and official seal the day and year first above written.

Autilia B. Wilson  
NOTARY PUBLIC

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



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

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

On this \_\_\_\_\_ day of December, 2014, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is the \_\_\_\_\_ of THE ANDERSONS, INC., an Ohio corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged to me that the execution of the foregoing instrument was the free act and deed of the corporation for the uses and purposes therein expressed.

**IN WITNESS WHEREOF**, I hereunto set my hand and official seal the day and year first above written.

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

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

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



ACKNOWLEDGEMENTS

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

On this \_\_\_ day of December, 2014, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he/she is a \_\_\_\_\_ of BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company, and that the foregoing instrument was signed on behalf of said company by authority of its Managers, and he/she acknowledged to me that the execution of the forgoing instrument was the free act and deed of the company for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.

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

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

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

STATE OF OHIO )  
 ) ss.  
COUNTY OF Lucas )

On this 19th day of December, 2014, before me personally appeared Catherine Shelnick, to me personally known, who being by me duly sworn says that ~~he~~ is the Assistant Treasurer of THE ANDERSONS, INC., an Ohio corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and ~~she~~ acknowledged to me that the execution of the foregoing instrument was the free act and deed of the corporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.

Rachell D. Fox  
NOTARY PUBLIC

Printed Name: RaChell D. Fox

My commission expires: 2/26/18



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

**EXHIBIT A  
TO  
MEMORANDUM OF BAREBOAT CHARTER**

**Description of Vessels**

Vessel Name	Official Number	G/N Tons
NM 1021	981670	698
NM 1022	981671	698
NM 1023	981672	698
NM 1024	981673	698
NM 1025	981674	698
NM 1026	981675	698
NM 1027	981676	698
NM 1028	981677	698
NM 1029	981678	698
NM 1030	981679	698
NM 1031	981680	698
NM 1032	981681	698
NM 1033	981682	698
NM 1034	981683	698
NM 1035	981684	698

together with all engines, machinery, masts, anchors, cables, chains, rigging, tackle, winches, capstans, outfit, tools, pumps, fittings, navigation and communications equipment (including related software), computers, stores, spare and replacement parts, and all other appurtenances thereto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not on board, and also any and all additions, improvements and replacements thereto, or any part thereof (the "Vessels"). The Hailing Port of the Vessels is Philadelphia, Pennsylvania.