

HELM-PACIFIC LEASING

505 Sansome Street, Suite 1800 San Francisco CA 94111
(415) 398-4510 (415) 398-4816 (fax) www.hlmx.com

STB E-File

October 30, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
("Assignment") by **HELM-PACIFIC LEASING** ("Assignee") as assignee of **PROGRESS**
RAIL LEASING CORPORATION ("Assignor").

Dear Section Chief:

On behalf of Assignee, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed copy of the above referenced Assignment.

In connection with the recording of this Assignment, please note the following information:

Name and Address for Assignee: Helm-Pacific Leasing
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address for Assignor: Progress Rail Leasing Corporation
1600 Progress Drive
Albertville, AL 35950

Equipment: 140, 85' bulkhead 286K gross rail load S-259 flat railcars with bulkheads and side stakes, built in 2000 and 2001: CW 7000 – CW 7139, inclusive

Please record this Assignment as a secondary recordation to the Memorandum of Lease dated as of October 16, 2012 on file at the STB under Recordation No. 30829 and filed on July 05, 2013 at 3:45 PM. Please apply the STB's filing fee to Assignee's account.

Summary: MEMORANDUM OF ASSSIGNMENT AND ASSUMPTION AGREEMENT

Yours truly,



Cecilia Mostaghim

MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT ("Memo of Assignment") is dated as of October 30 2013 by and between PROGRESS RAIL LEASING CORPORATION, a Delaware corporation ("Assignor"), and HELM-PACIFIC LEASING, a Nebraska general partnership ("Assignee").

Assignor, as lessor, leased 140 railcars (the "Cars") to Colorado & Wyoming Railway Company ("Lessee"), pursuant to a Schedule 1 to the Amended and Restated Master Railcar Lease Agreement, dated as of October 16, 2012, between Assignor and Lessee (solely to the extent relating to the Cars leased pursuant to Schedule 1, the "Lease"), evidenced of record by a Memorandum of Lease, dated as of October 16, 2012, between Assignor and Lessee, and filed of record on July 5, 2013 with the Surface Transportation Board ("STB") as Recordation No. 30829 (the "Memo of Lease"). Pursuant to an Assignment and Assumption Agreement, dated as of October 30, 2013 between the Assignor and Assignee (the "Assignment Agreement"), Assignor has assigned and transferred to Assignee, and Assignee has acquired and assumed from Assignor, the Lease and the Cars. Assignor and Assignee have entered into this Memo of Assignment for recordation with the STB to evidence the foregoing assignment

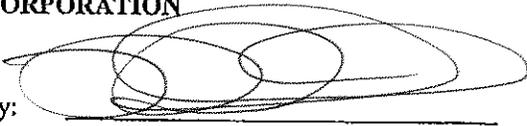
This Memo of Assignment may be executed in one or more counterparts, all of which taken together shall constitute one instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Agreement.

ASSIGNOR:

**PROGRESS RAIL LEASING
CORPORATION**

By: 

Name: J. Duane Cantrell

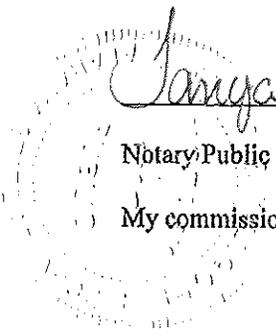
Title: Senior Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Tanya P. Killgore, a Notary Public of the County and State aforesaid, certify that J. Duane Cantrell, as Senior Vice President of Progress Rail Leasing Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Assignment and Assumption Agreement.

WITNESS my hand and official stamp or seal this 29 day of October, 2013.


Tanya P. Killgore

Notary Public

My commission expires: 9-1-2015

ASSIGNEE:

HELM-PACIFIC LEASING

By: Helm Pacific Corporation
Its: General Partner

By: Courtney A. O'H. Williams

Name: Courtney A. O'H. Williams

Title: President and CEO

State of California

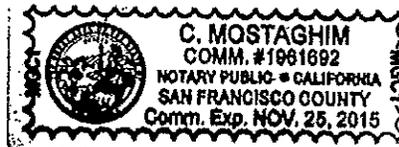
County of San Francisco

On October 18, 2013 before me, C. Mostaghim personally appeared Courtney A. O'H. Williams, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature C. Mostaghim (Seal)



By: Union Pacific Venture Leasing,
Incorporated
Its: General Partner

By: Ed Weber

Name: Ed Weber

Title: President

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me this 22 day of October, 2013, by Ed Weber, President of Union Pacific Venture Leasing, Incorporated, a Delaware corporation, on behalf of the corporation.

Carla L. Miller
Signature of Notary Public

Affix Official Notary seal above.

