

## 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 10, 2013

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

**RE: MEMORANDUM OF ASSIGNMENT OF LEASE ("Assignment") by HELM-PACIFIC LEASING ("Assignee") as assignee of THE ANDERSONS, INC. ("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:** The Andersons, Inc.  
480 West Dussel Drive  
Maumee, OH 43537

**Equipment:** Lease of 94, covered twin hopper railcars: FTIX 33256 - FTIX 33349 (formerly TILX 033256 - TILX 033349).

Please record this Assignment as a secondary recordation to the Assignment of Lease dated December 21, 2011 on file at the STB under Recordation No. 30036 and filed on December 22, 2011. Please apply the STB's filing fee to Assignee's account.

**Summary: MEMORANDUM OF ASSSIGNMENT OF LEASE**

Yours truly,



Cecilia Mostaghim

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** (“Assignment”) is made entered into as of September 30, 2013 by and between The Andersons, Inc. (“Assignor”) and Helm-Pacific Leasing (“Assignee”).

**WHEREAS**, Assignor is Lessor by assignment under a certain Trinity Industries Leasing Company Railroad Car Net Lease Agreement dated December 20, 2011 and Rider Four (4), between Trinity Industries Leasing Company, and FML Terminal Logistics LLC, successor by assignment from FTS International Services, evidence of which assignment is recorded with the Surface Transportation Board pursuant to 49 U.S. C. 11301 on December 22, 2011 and assigned recordation number 30036; for those units of equipment described on the attached **Exhibit A** (“The Lease”),

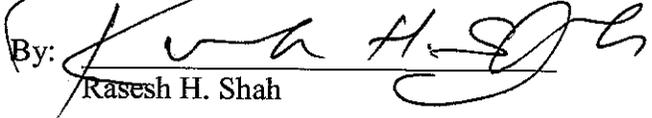
**NOW, THEREFORE**, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

*[Signature Pages to Follow]*

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: The Andersons, Inc.

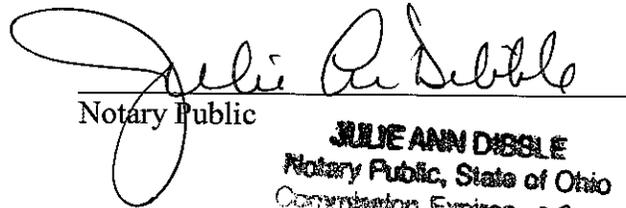
By:   
Rasesh H. Shah

STATE OF OHIO     )  
COUNTY OF LUCAS     )     ss:

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, President, Rail Group of The Andersons, Inc., an Ohio corporation, who acknowledged that she being thereunto duly authorized, did sign the foregoing instrument in behalf of said company and by authority of its Board of Directors on behalf of the company and that the same is the free act and deed of said officer and of said company.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 27<sup>th</sup> day of September, 2013.



  
Notary Public

**JULIE ANN DIBBLE**  
Notary Public, State of Ohio  
Commission Expires 09-23-2015



ASSIGNEE: Helm-Pacific Leasing

By: Helm Pacific Corporation  
Its: General Partner

By: Courtney A. Williams

Name: Courtney A. O'H. Williams

Title: President & CEO

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

By: Ed Weber

Name: Ed Weber

Title: President

STATE OF CALIFORNIA )  
 )  
COUNTY OF SAN FRANCISCO )

On September 27, 2013 before me, Matthew M. Ogburn  
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 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.

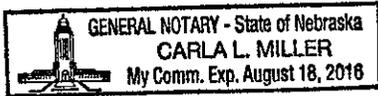
Matthew M. Ogburn [Seal]  
(Signature of Notary)



STATE OF NEBRASKA )  
 )  
COUNTY OF DOUGLAS )

On this, the 30 day of September, 2013, before me, a Notary Public in and for said County and State, personally appeared Ed Weber, President of Union Pacific Venture Leasing, Incorporated, who acknowledged himself to be a duly authorized officer of Union Pacific Venture Leasing, Incorporated, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Carla L Miller  
Notary Public

My Commission Expires: August 16, 2016

**Exhibit A**

**Equipment**

1	FTIX033256	33	FTIX033288	65	FTIX033320
2	FTIX033257	34	FTIX033289	66	FTIX033321
3	FTIX033258	35	FTIX033290	67	FTIX033322
4	FTIX033259	36	FTIX033291	68	FTIX033323
5	FTIX033260	37	FTIX033292	69	FTIX033324
6	FTIX033261	38	FTIX033293	70	FTIX033325
7	FTIX033262	39	FTIX033294	71	FTIX033326
8	FTIX033263	40	FTIX033295	72	FTIX033327
9	FTIX033264	41	FTIX033296	73	FTIX033328
10	FTIX033265	42	FTIX033297	74	FTIX033329
11	FTIX033266	43	FTIX033298	75	FTIX033330
12	FTIX033267	44	FTIX033299	76	FTIX033331
13	FTIX033268	45	FTIX033300	77	FTIX033332
14	FTIX033269	46	FTIX033301	78	FTIX033333
15	FTIX033270	47	FTIX033302	79	FTIX033334
16	FTIX033271	48	FTIX033303	80	FTIX033335
17	FTIX033272	49	FTIX033304	81	FTIX033336
18	FTIX033273	50	FTIX033305	82	FTIX033337
19	FTIX033274	51	FTIX033306	83	FTIX033338
20	FTIX033275	52	FTIX033307	84	FTIX033339
21	FTIX033276	53	FTIX033308	85	FTIX033340
22	FTIX033277	54	FTIX033309	86	FTIX033341
23	FTIX033278	55	FTIX033310	87	FTIX033342
24	FTIX033279	56	FTIX033311	88	FTIX033343
25	FTIX033280	57	FTIX033312	89	FTIX033344
26	FTIX033281	58	FTIX033313	90	FTIX033345
27	FTIX033282	59	FTIX033314	91	FTIX033346
28	FTIX033283	60	FTIX033315	92	FTIX033347
29	FTIX033284	61	FTIX033316	93	FTIX033348
30	FTIX033285	62	FTIX033317	94	FTIX033349
31	FTIX033286	63	FTIX033318		
32	FTIX033287	64	FTIX033319		