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RECORDATION NO. 26700-H FILED
November 29, 2016 04:10 PM
SURFACE TRANSPORTATION BOARD

November 29, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Mortgage, dated as of November 29, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Partial Assignment and Assumption Agreement contemporaneously filed with the Board under Recordation Number 26700-B.

The names and addresses of the parties to the enclosed document are:

Secured Party: DVB Bank SE
Platz der Republik 6
60325 Frankfurt
Germany

Debtor: RDRX Leasing 1, LLC
1431 Opus Place, Suite 1100
Downers Grove, IL 60615

A description of the railroad equipment covered by the enclosed document
is:

67 covered hopper railcars:

GNAX 9308
GNAX 9309
GNAX 9312
GNAX 9313
GNAX 9315
GNAX 9317
GNAX 9318
GNAX 9319
GNAX 9321 - GNAX 9324
GNAX 9327
GNAX 9328
GNAX 9330 - GNAX 9332
GNAX 9336 - GNAX 9338
GNAX 9341
GNAX 9342
GNAX 9344
GNAX 9346 - GNAX 9351
GNAX 9353
GNAX 9355
GNAX 9357
GNAX 9358
GNAX 9361
GNAX 9366
GNAX 9367
GNAX 9369
GNAX 9371
GNAX 9373 - GNAX 9380
GNAX 9385 - GNAX 9387
GNAX 9390 - GNAX 9392
GNAX 9395 - GNAX 9398
GNAX 9400
GNAX 9401
GNAX 9404 - GNAX 9408
OMCX 9307
OMCX 9370
OMCX 9388
OMCX 9399

Chief, Section of Administration
November 29, 2016
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A short summary of the document to appear in the index is:

Memorandum of Mortgage

Also enclosed is a check in the amount of \$45.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

EXECUTION COPY

[LESSEE= HOLCIM]

MEMORANDUM OF MORTGAGE

This Memorandum of Mortgage (“Memorandum”) is made and entered into as of November 29, 2016, between RDRX Leasing 1, LLC (“Debtor”) and DVB Bank SE, as Agent (together with its successors and permitted assigns, “Secured Party”) under the Security Agreement dated as of January 14, 2016 (as supplemented by Security Agreement Supplement No. 2 dated the date hereof, the “Security Agreement”) between Secured Party and Debtor.

WITNESSETH:

The undersigned have entered into the Security Agreement, by which Debtor has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each lease document referred to on Exhibit B attached hereto to Secured Party in order to secure Debtor’s performance of its obligations described in the Security Agreement.

Secured Party and Debtor wish to show for the public record the existence of the aforesaid Security Agreement and the respective interest of Secured Party and Debtor therein.

In the event of a conflict between the provisions of this Memorandum and the provisions of the Security Agreement, the provisions of the Security Agreement shall control.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

Signature Page Follows

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be duly executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Debtor by authority of its Sole Member and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Debtor. I further declare under penalty of perjury that the foregoing is true and correct.

RDRX LEASING 1, LLC, as Debtor

By its member,
Redwood Rail, LLC

By: 
Name: Mark M. Brecht
Title: President

**EXHIBIT A
TO MEMORANDUM OF MORTGAGE**

Equipment

Sixty-seven (67) 2,980 c.f., 286K GRL, 2-gate, covered hopper railcars originally built by Trinity Industries in 1994 bearing the following reporting marks and numbers:

Reporting Marks & Numbers	Reporting Marks & Numbers	Reporting Marks & Numbers
OMCX009307	GNAX009344	GNAX009379
GNAX009308	GNAX009346	GNAX009380
GNAX009309	GNAX009347	GNAX009385
GNAX009312	GNAX009348	GNAX009386
GNAX009313	GNAX009349	GNAX009387
GNAX009315	GNAX009350	OMCX009388
GNAX009317	GNAX009351	GNAX009390
GNAX009318	GNAX009353	GNAX009391
GNAX009319	GNAX009355	GNAX009392
GNAX009321	GNAX009357	GNAX009395
GNAX009322	GNAX009358	GNAX009396
GNAX009323	GNAX009361	GNAX009397
GNAX009324	GNAX009366	GNAX009398
GNAX009327	GNAX009367	OMCX009399
GNAX009328	GNAX009369	GNAX009400
GNAX009330	OMCX009370	GNAX009401
GNAX009331	GNAX009371	GNAX009404
GNAX009332	GNAX009373	GNAX009405
GNAX009336	GNAX009374	GNAX009406
GNAX009337	GNAX009375	GNAX009407
GNAX009338	GNAX009376	GNAX009408
GNAX009341	GNAX009377	
GNAX009342	GNAX009378	

**EXHIBIT B
TO MEMORANDUM OF MORTGAGE**

Lease Documents

1. Rail Equipment Net Leasing Agreement, dated as of April 20, 2005, by and between LaSalle National Leasing Corporation, as lessor, and Holcim (US) Inc., as lessee.
2. Schedule 1 to Rail Equipment Net Leasing Agreement, which Schedule 1 is dated as of December 15, 2006 and is by and between LaSalle National Leasing Corporation, as lessor, and Holcim (US) Inc., as lessee.
3. Memorandum of Partial Assignment and Assumption Agreement, dated as of November 29, 2016, by and between Banc of America Leasing & Capital, LLC, as assignor, and RDRX Leasing 1, LLC, as assignee.
4. Schedule 5 to Rail Equipment Net Leasing Agreement, which Schedule 5 is dated as of November 29, 2016 and is by and between RDRX Leasing 1, LLC, as lessor, assignee from Banc of America Leasing & Capital, LLC, successor by merger to LaSalle National Leasing Corporation and Holcim (US) Inc., as lessee.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: November 29, 2016

Edward M Luria

Edward M. Luria