

ALVORD AND ALVORD PLLC  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
PHONE: (202) 393-2266  
FAX: 1-855-600-2836  
E-MAIL: [alvord@alvordlaw.com](mailto:alvord@alvordlaw.com)  
WEBSITE: [www.alvordlaw.com](http://www.alvordlaw.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

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 Lease and Collateral Assignment of Lease, 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 Mortgage contemporaneously filed with the Board under Recordation Number 26700-D.

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

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

Lessor: 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:

65 covered hopper railcars:

CSLX 300 – CSLX 357  
GNAX 9200  
GNAX 9202 – GNAX 9207

Chief, Section of Administration  
November 29, 2016  
Page 2

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

Memorandum of Memorandum of Lease and Collateral Assignment of  
Lease

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,



Edward M. Luria

EML/sem  
Enclosures

**EXECUTION COPY**

**[LESSEE=HOLCIM]**

**MEMORANDUM OF LEASE AND  
COLLATERAL ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF LEASE (this “Memorandum”), made and entered into as of November 29, 2016, is intended to evidence:

- (1) The Lease Documents specified on Schedule 1 (the “Lease”) pursuant to which RDRX Leasing 1, LLC (“Lessor”) has leased to Holcim (US) Inc. (“Lessee”) the railcars specified on Schedule 2 hereto (the “Railcars”), and
- (2) The collateral assignment of the Lease by Lessor to DVB Bank SE, as Agent (“Secured Party”).

This Memorandum is being entered into pursuant to the terms of 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 the Lessor, as debtor (“Debtor”).

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

*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

[LESSEE= HOLCIM]

**Schedule 1 to  
Memorandum of Lease and Collateral Assignment of Lease**

Lease Document

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 3 to Rail Equipment Net Leasing Agreement, which Schedule 3 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.

**Schedule 2 to  
Memorandum of Lease and Collateral Assignment of Lease**

Railcars

Sixty-five (65) 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:

<b>Reporting Marks &amp; Numbers</b>	<b>Reporting Marks &amp; Numbers</b>	<b>Reporting Marks &amp; Numbers</b>
CSLX 300	CSLX 322	CSLX 344
CSLX 301	CSLX 323	CSLX 345
CSLX 302	CSLX 324	CSLX 346
CSLX 303	CSLX 325	CSLX 347
CSLX 304	CSLX 326	CSLX 348
CSLX 305	CSLX 327	CSLX 349
CSLX 306	CSLX 328	CSLX 350
CSLX 307	CSLX 329	CSLX 351
CSLX 308	CSLX 330	CSLX 352
CSLX 309	CSLX 331	CSLX 353
CSLX 310	CSLX 332	CSLX 354
CSLX 311	CSLX 333	CSLX 355
CSLX 312	CSLX 334	CSLX 356
CSLX 313	CSLX 335	CSLX 357
CSLX 314	CSLX 336	GNAX009200
CSLX 315	CSLX 337	GNAX009202
CSLX 316	CSLX 338	GNAX009203
CSLX 317	CSLX 339	GNAX009204
CSLX 318	CSLX 340	GNAX009205
CSLX 319	CSLX 341	GNAX009206
CSLX 320	CSLX 342	GNAX009207
CSLX 321	CSLX 343	

**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