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

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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

Chief, Section of Administration
November 29, 2016
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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

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,



Edward M. Luria

EML/sem
Enclosures

[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.

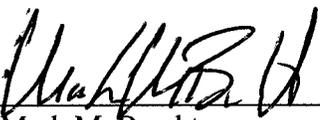
Signature Page Follows

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

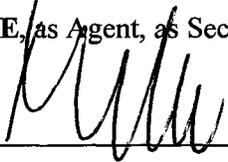
By its member,
Redwood Rail, LLC

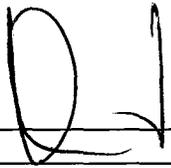
By: 
Name: Mark M. Brecht
Title: President

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

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

DVB Bank SE, as Agent, as Secured Party

By 
Name: **Martin Metz**
Title: **MD**


Nico Hintze
Senior Vice President

**EXHIBIT A
TO MEMORANDUM OF MORTGAGE**

Equipment

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:

Reporting Marks & Numbers	Reporting Marks & Numbers	Reporting Marks & Numbers
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	

**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 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.

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