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RECORDATION NO. 26700-F 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:

65 covered hopper railcars:

GNAX 9208 – GNAX 9210  
GNAX 9212 – GNAX 9214  
GNAX 9216 – GNAX 9220  
GNAX 9222 – GNAX 9225  
GNAX 9227  
GNAX 9229  
GNAX 9231  
GNAX 9233 – GNAX 9238  
GNAX 9241  
GNAX 9242  
GNAX 9244  
GNAX 9246 – GNAX 9250  
GNAX 9252  
GNAX 9253  
GNAX 9255  
GNAX 9260  
GNAX 9262 - GNAX 9264  
GNAX 9267  
GNAX 9268  
GNAX 9270 - GNAX 9274  
GNAX 9276  
GNAX 9278  
GNAX 9281  
GNAX 9282  
GNAX 9284  
GNAX 9286 - GNAX 9289  
GNAX 9291 - GNAX 9293  
GNAX 9299  
GNAX 9301  
GNAX 9303  
GNAX 9304  
GNAX 9305  
OCMX 9280  
OMCX 9290

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,



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**

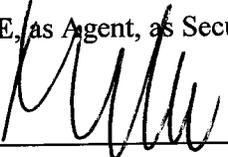
By its member,  
Redwood Rail, LLC

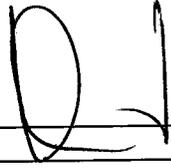
By:   
Name: Mark M. Brecht  
Title: President

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:

| <b>Reporting Marks<br/>&amp; Numbers</b> | <b>Reporting Marks &amp;<br/>Numbers</b> | <b>Reporting Marks<br/>&amp; Numbers</b> |
|--|--|--|
| GNAX009208                               | GNAX009237                               | GNAX009273                               |
| GNAX009209                               | GNAX009238                               | GNAX009274                               |
| GNAX009210                               | GNAX009241                               | GNAX009276                               |
| GNAX009212                               | GNAX009242                               | GNAX009278                               |
| GNAX009213                               | GNAX009244                               | OMCX009280                               |
| GNAX009214                               | GNAX009246                               | GNAX009281                               |
| GNAX009216                               | GNAX009247                               | GNAX009282                               |
| GNAX009217                               | GNAX009248                               | GNAX009284                               |
| GNAX009218                               | GNAX009249                               | GNAX009286                               |
| GNAX009219                               | GNAX009250                               | GNAX009287                               |
| GNAX009220                               | GNAX009252                               | GNAX009288                               |
| GNAX009222                               | GNAX009253                               | GNAX009289                               |
| GNAX009223                               | GNAX009255                               | OMCX009290                               |
| GNAX009224                               | GNAX009260                               | GNAX009291                               |
| GNAX009225                               | GNAX009262                               | GNAX009292                               |
| GNAX009227                               | GNAX009263                               | GNAX009293                               |
| GNAX009229                               | GNAX009264                               | GNAX009299                               |
| GNAX009231                               | GNAX009267                               | GNAX009301                               |
| GNAX009233                               | GNAX009268                               | GNAX009303                               |
| GNAX009234                               | GNAX009270                               | GNAX009304                               |
| GNAX009235                               | GNAX009271                               | GNAX009305                               |
| GNAX009236                               | GNAX009272                               |  |

**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 4 to Rail Equipment Net Leasing Agreement, which Schedule 4 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*

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Edward M. Luria