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

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 Partial Assignment and Assumption Agreement, 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 Lease Agreement previously filed with the Board under Recordation Number 26700.

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

Assignor: Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, RI 02901

Assignee: Redwood Rail, LLC  
1431 Opus Place, Suite 110  
Downers Grove, IL 60615

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

94 covered hopper railcars:

GNAX 9201  
GNAX 9215  
GNAX 9221

GNAX 9228  
GNAX 9230  
GNAX 9232  
GNAX 9240  
GNAX 9243  
GNAX 9251  
GNAX 9257  
GNAX 9258  
GNAX 9259  
GNAX 9265  
GNAX 9266  
GNAX 9269  
GNAX 9277  
GNAX 9279  
GNAX 9283  
GNAX 9285  
GNAX 9298  
GNAX 9300  
GNAX 9314  
GNAX 9316  
GNAX 9325  
GNAX 9329  
GNAX 9334  
GNAX 9343  
GNAX 9363  
GNAX 9372  
GNAX 9383  
GNAX 9384  
GNAX 9393  
GNAX 9402  
GNAX 9403  
GNAX 9409  
GNAX 9412 - GNAX 9416, inclusive  
GNAX 9418  
GNAX 9419  
GNAX 9423  
GNAX 9424  
GNAX 9425  
GNAX 9427  
GNAX 9428  
GNAX 9429  
GNAX 9430

GNAX 9432  
GNAX 9433  
GNAX 9435 - GNAX 9440, inclusive  
GNAX 9442  
GNAX 9443  
GNAX 9445  
GNAX 9447  
GNAX 9448  
GNAX 9449  
GNAX 9451  
GNAX 9454  
GNAX 9456  
GNAX 9457  
GNAX 9458  
GNAX 9459  
GNAX 9460  
GNAX 9462  
GNAX 9463  
GNAX 9464  
GNAX 9466  
GNAX 9467  
GNAX 9468  
GNAX 9469  
GNAX 9472  
GNAX 9473  
GNAX 9475  
GNAX 9476  
GNAX 9477  
GNAX 9478  
GNAX 9479  
GNAX 9480  
GNAX 9481  
GNAX 9482  
GNAX 9484  
GNAX 9485  
GNAX 9486  
GNAX 9487  
GNAX 9488  
GNAX 9489  
GNAX 9491

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 Partial Assignment and Assumption Agreement

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

**MEMORANDUM OF PARTIAL  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Partial Assignment and Assumption Agreement (“Memorandum of Assignment”) made and entered into as of November 29, 2016, by and between BANC OF AMERICA LEASING & CAPITAL, LLC (“Assignor”) and REDWOOD RAIL, LLC (“Assignee”).

**WITNESSETH:**

Assignor, as Lessor as successor by merger to LaSalle National Leasing Corporation, and Holcim (US) Inc., as Lessee, have heretofore entered into that certain Rail Equipment Net Leasing Agreement dated as of April 20, 2005 (the “Leasing Agreement”) and, pursuant thereto, that certain Schedule 1 dated December 15, 2006, as amended by that certain Letter Agreement dated June 12, 2007 (the “Schedule” and together with the Leasing Agreement, but solely to the extent the Schedule incorporates by reference the terms and conditions of the Leasing Agreement, the “Lease”). A memorandum of the Lease was filed with the Surface Transportation Board of the United States Department of Transportation on December 15, 2006, under Recordation No. 26700 and with the Registrar General Canada on December 19, 2006, at 09:26 as Deposit Number 18036. Pursuant to the Lease, Lessor leases to Lessee the railcars, among others, described in Schedule I hereto (the “Railcars”).

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Assumption Agreement dated as of the date hereof pursuant to which (a) Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars and Assignee has assumed from Assignor all of Assignor’s obligations under the Lease with respect to the Railcars, and (b) Assignor has sold the Railcars to Assignee.

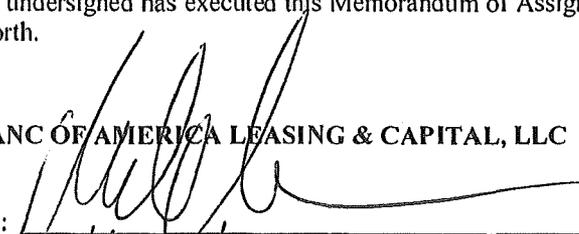
The parties hereto wish to show for public record this Memorandum of Assignment to provide notice of the sale of the Railcars and assignment of the Lease with respect to the Railcars.

This Memorandum of Assignment relates only to the assignment by Assignor of the Lease with respect to the Railcars.

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

IN WITNESS WHEREOF, the undersigned has executed this Memorandum of Assignment as of the day and year first hereinabove set forth.

**BANC OF AMERICA LEASING & CAPITAL, LLC**

By:  \_\_\_\_\_

Name: Mark Michener

Title: V.P., Equipment Management Officer II

**REDWOOD RAIL, LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned has executed this Memorandum of Assignment as of the day and year first hereinabove set forth.

**BANC OF AMERICA LEASING & CAPITAL, LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**REDWOOD RAIL, LLC**

By: Mark W. Brent

Name: MARK W. BRENT

Title: PRESIDENT

STATE OF Rhode Island )  
COUNTY OF Providence ) SS:

On this 25<sup>th</sup> day of November, 2016, before me the subscriber, David C Thomas, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Mark Michener to me personally known, who stated and acknowledged that he is the VP Equipment Management of Banc of America Leasing & Capital, LLC, a Delaware limited liability company, and duly authorized in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said limited liability company and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said limited liability company, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25 day of November, 2016.

David C Thomas  
(Notary Signature)  
Notary Public

My commission expires:  
12/12/2017

DAVID G. THOMAS  
NOTARY PUBLIC  
STATE OF RHODE ISLAND  
MY COMMISSION EXPIRES DEC. 12, 2017

STATE OF Illinois )  
COUNTY OF Cook ) SS

On this 15<sup>th</sup> day of November, 2016 before me the subscriber, Judith J Paris  
a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared  
in person the within named Mark M. Brecht, to me personally known, who stated and  
acknowledged that he is the President of REDWOOD RAIL, LLC, a Delaware  
limited liability company, and duly authorized in his capacity as such officer to execute and acknowledge  
this document for and in the name and on behalf of said limited liability company and further stated and  
acknowledged that he has so signed, executed and delivered this document as the free and voluntary act  
and deed of said limited liability company, for the consideration, uses and purposes therein mentioned  
and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15<sup>th</sup> day of  
November, 2016.

Judith J Paris  
(Notary Signature)

My commission expires:

4-14-18



**SCHEDULE I  
TO  
MEMORANDUM OF PARTIAL ASSIGNMENT AND ASSUMPTION AGREEMENT**

**Railcars:** Ninety-four (94) 1994-built, 2,980 c.f., 286,000 GRL, 2-Gate, covered hopper cars built by Trinity Industries, Inc. bearing reporting marks and numbers:

GNAX009409	GNAX009449	GNAX009201	GNAX009329
GNAX009413	GNAX009451	GNAX009215	GNAX009334
GNAX009414	GNAX009457	GNAX009221	GNAX009343
GNAX009415	GNAX009459	GNAX009228	GNAX009363
GNAX009416	GNAX009460	GNAX009230	GNAX009372
GNAX009418	GNAX009462	GNAX009232	GNAX009383
GNAX009419	GNAX009463	GNAX009240	GNAX009384
GNAX009424	GNAX009464	GNAX009243	GNAX009393
GNAX009425	GNAX009466	GNAX009251	GNAX009402
GNAX009427	GNAX009467	GNAX009257	GNAX009403
GNAX009428	GNAX009468	GNAX009258	GNAX009412
GNAX009429	GNAX009469	GNAX009259	GNAX009423
GNAX009430	GNAX009472	GNAX009265	GNAX009438
GNAX009432	GNAX009473	GNAX009266	GNAX009448
GNAX009433	GNAX009475	GNAX009269	GNAX009454
GNAX009435	GNAX009476	GNAX009277	GNAX009456
GNAX009436	GNAX009477	GNAX009279	GNAX009458
GNAX009437	GNAX009479	GNAX009283	GNAX009478
GNAX009439	GNAX009481	GNAX009285	GNAX009480
GNAX009440	GNAX009484	GNAX009298	GNAX009482
GNAX009442	GNAX009485	GNAX009300	GNAX009487
GNAX009443	GNAX009486	GNAX009314	GNAX009488
GNAX009445	GNAX009489	GNAX009316	
GNAX009447	GNAX009491	GNAX009325	

**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