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

January 14, 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 Assignment and Assumption Agreement, dated as of January 14, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 30993.

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

Assignor:	Redwood Rail, LLC 1431 Opus Place, Suite 110 Downers Grove, IL 60615
Assignee:	RDRX Leasing 1, LLC 1431 Opus Place, Suite 1100 Downers Grove, IL 60615
[Lessee:	TimberRail Services, LLC 266 East Bridge Street Hotchkiss, CO 81419
Lessee:	West Range Reclamation, LLC 266 East Bridge Street Hotchkiss, CO 81419]

Section Chief
January 14, 2016
Page 2

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

24 bulkhead flat railcars within the series MCEX 800253 – MCEX 800301
as more particularly set forth on the attachment to the document.

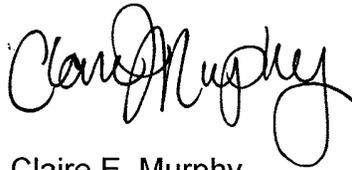
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$43.00 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 black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive, flowing style with a large, prominent "C" at the beginning.

Claire E. Murphy

CEM
Enclosures

EXECUTION VERSION

[LESSEE=TIMBER RAIL, SCHEDULE #2]

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Memorandum") dated as of January 14, 2016, is made by and between Redwood Rail, LLC, a Delaware limited liability company ("Assignor") and RDRX Leasing 1, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

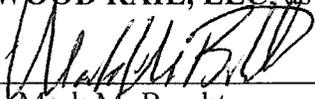
1. Assignor, as lessor, leased to the lessee identified on Schedule 1 hereto ("Lessee") the units of rolling stock identified on Schedule 2 hereto (the "Railcars"), pursuant to the lease documents on Schedule 1 hereto (collectively, the "Lease Documents").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease Documents with respect to the period on and after the date hereof, on the terms set forth in the Assignment and Assumption Agreement dated as of the date hereof between Assignor and Assignee ("Assignment Agreement").
3. In the event of a conflict between the provisions of this Memorandum and the provisions of the Assignment Agreement, the provisions of the Assignment Agreement shall control.
4. 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, Assignor and Assignee 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 Assignor 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 Assignor. I further declare under penalty of perjury that the foregoing is true and correct.

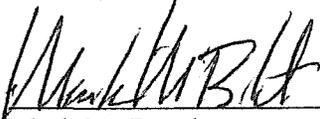
REDWOOD RAIL, LLC, as Assignor

By 
Name: Mark M. Brecht
Title: President

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

RDRX LEASING 1, LLC, as Assignee

By its member,
Redwood Rail, LLC

By: 
Name: Mark M. Brecht
Title: President

SCHEDULE 1

**TO THE
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

LEASE DOCUMENTS

1. Full Service Master Lease Agreement effective May 6, 2013 by and between Wells Fargo Equipment Finance, Inc. d/b/a/ Midwest Railcar Capital Equipment Company, as lessor (to which Midwest Railcar Corporation is as successor lessor), and West Range Reclamation, LLC and TimberRail Services, LLC, jointly and severally, as lessee (the "Master Lease").
2. Schedule #2 to the Master Lease, which Schedule #2 is dated August 16, 2013 and is between Wells Fargo Equipment Finance, Inc. d/b/a/ Midwest Railcar Capital Equipment Company, as lessor (to which Midwest Railcar Corporation is as successor lessor), and West Range Reclamation, LLC and TimberRail Services, LLC, jointly and severally, as lessee.
3. Extension No. 1 to Schedule #2 dated as of January 6, 2015 and effective November 1, 2015, by and between Wells Fargo Equipment Finance, Inc. d/b/a/ Midwest Railcar Capital Equipment Company, as lessor (to which Midwest Railcar Corporation is as successor lessor), and West Range Reclamation, LLC and TimberRail Services, LLC, jointly and severally, as lessee.
4. First Amendment of Extension No. 1 to Schedule #2 dated as of April 2, 2015 by and between Midwest Railcar Corporation, is as successor lessor, and West Range Reclamation, LLC, and TimberRail Services, LLC, jointly and severally, as lessee.
5. Memorandum of Schedule #2 to Full Service Master Lease Agreement effective as of August 12, 2013 by and between Wells Fargo Equipment Finance, Inc. d/b/a/ Midwest Railcar Capital Equipment Company, as lessor (to which Midwest Railcar Corporation is as successor lessor), and West Range Reclamation, LLC and TimberRail Services, LLC, jointly and severally, as lessee, recorded with the Surface Transportation Board on December 4, 2013 under recordation number 30993.
6. Memorandum of Assignment of Leases dated as of August 29, 2014 between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company, as assignor, and Midwest Railcar Corporation, as assignee, recorded with the Surface Transportation Board on September 2, 2014 under recordation numbers 30993-A (with respect to the Units subject to Schedule #2).
7. Memorandum of Assignment of Lease dated as of October 30, 2015 between Midwest Railcar Corporation, as assignor, and Redwood Rail, LLC, as assignee, with respect to 24 railcars subject to Schedule #2, which Memorandum was filed with the Surface Transportation Board on October 30, 2015 and assigned recordation number 30993-B.

SCHEDULE 1

**TO THE
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

RAILCARS

Twenty-Four (24) 70ft. bulkhead flat railcars equipped with log bunks built originally in 1991 by Bethlehem Steel Company bearing the following reporting marks and numbers:

Reporting Marks & Numbers	Reporting Marks & Numbers
MCEX800253	MCEX800276
MCEX800255	MCEX800277
MCEX800258	MCEX800284
MCEX800259	MCEX800285
MCEX800260	MCEX800286
MCEX800263	MCEX800290
MCEX800265	MCEX800292
MCEX800268	MCEX800293
MCEX800269	MCEX800294
MCEX800270	MCEX800296
MCEX800273	MCEX800297
MCEX800275	MCEX800301

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: January 14, 2016



Claire E. Murphy