

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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 Lease and Collateral Assignment of Lease, 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 30992.

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

| | |
|----------|---|
| Lessor: | 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:

30 bulkhead flat railcars within the series MCEX 800251 – MCEX 800304
as more particularly set forth on the attachment to the document.

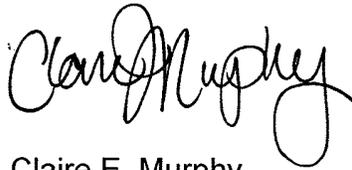
A short summary of the document to appear in the index is:

Memorandum of Lease and Collateral Assignment of Lease.

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 style with a large, looping "M" and "P".

Claire E. Murphy

CEM
Enclosures

EXECUTION VERSION

[LESSEE=TIMBER RAIL, SCHEDULE #1]

**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 January 14, 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 West Range Reclamation, LLC and TimberRail Services, LLC ("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. 1 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.

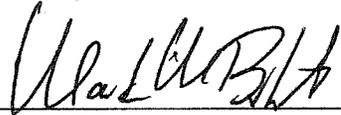
Signature Page Follows

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

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

Lease Document

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 #1 to the Master Lease, which Schedule #1 is dated May 6, 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 #1 dated as of January 6, 2015 and effective October 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 #1 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 #1 to Full Service Master Lease Agreement effective as of 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, recorded with the Surface Transportation Board on December 4, 2013 under recordation number 30992.
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 30992-A (with respect to the Units subject to Schedule #1).
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 30 railcars subject to Schedule #1, which Memorandum was filed with the Surface Transportation Board on October 30, 2015 and assigned recordation number 30992-B.

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

Railcars

Thirty (30) 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 |
|--|--|
| MCEX800251 | MCEX800280 |
| MCEX800252 | MCEX800281 |
| MCEX800254 | MCEX800282 |
| MCEX800256 | MCEX800283 |
| MCEX800257 | MCEX800287 |
| MCEX800261 | MCEX800288 |
| MCEX800262 | MCEX800289 |
| MCEX800264 | MCEX800291 |
| MCEX800266 | MCEX800295 |
| MCEX800267 | MCEX800298 |
| MCEX800271 | MCEX800299 |
| MCEX800272 | MCEX800300 |
| MCEX800274 | MCEX800302 |
| MCEX800278 | MCEX800303 |
| MCEX800279 | MCEX800304 |

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