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

January 20, 2015

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 Notice of Partial Termination of Lease, dated as January 19, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Full Service Railcar Lease previously filed with the Board under Recordation Number 27009-A.

The name and address of the party to the enclosed document are:

Lessor: Adler Funding LLC c/o GATX Corporation  
(successor in interest to Babcock & Brown Rail  
Funding LLC)  
222 West Adams Street, Suite 500  
Chicago, IL 60606

[Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131]

Section Chief  
January 20, 2015  
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A description of the railroad equipment covered by the enclosed document is:

4 coal hopper railcars RELEASED: BNBX 121029, BNBX 121108, BNBX 121124, and BNBX 121142.

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

Notice of Partial Termination 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,



for

Edward M. Luria

EML/cem  
Enclosures

**NOTICE OF PARTIAL TERMINATION OF LEASE**

THIS NOTICE OF PARTIAL TERMINATION OF LEASE (this "Notice") is made this 19<sup>th</sup> day of January, 2015, by ADLER FUNDING LLC, successor in interest to Babcock & Brown Rail Funding LLC ("Adler"), with respect to that certain Master Full Service Railcar Lease, dated as of August 8, 2005, between Babcock & Brown Rail Funding LLC, a Delaware limited liability company, and BNSF Railway Company, a Delaware corporation (as supplemented, the "Lease").

WHEREAS, the Lease included those certain railcars particularly identified in Exhibit 1 hereto (the "Units");

WHEREAS, a Memorandum of Net Railcar Lease evidencing the existence of the Lease was duly recorded with the Surface Transportation Board on July 13, 2007 under Recordation Number 27009-A;

WHEREAS, the Lease has been terminated with respect to the Units;

NOW THEREFORE, Adler wishes to show for the public record the fact of this partial termination of the Lease with respect to the Units.

This Notice will be recorded with the Surface Transportation Board so as to evidence the partial termination of the Lease with respect to the Units.

IN WITNESS WHEREOF, Adler has caused this Notice to be duly executed and delivered as of the date first above written.

ADLER FUNDING LLC

By: GATX Corporation, its Manager

By: James Zupancich

Name: James Zupancich

Title: Vice President

STATE OF Illinois

COUNTY OF Cook

On this 19<sup>TH</sup> day of March, 2015 before me personally appeared JAMES ZUPANCICH to me personally known to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which she acted, executed the instrument.

Patricia Lodge  
NOTARY PUBLIC

My commission expires:

02-01-15



## EXHIBIT 1

### Description of Cars

Four (4) – aluminum coal hoppers.

### Car Marks and Numbers

BNBX121029

BNBX121108

BNBX121124

BNBX121142

**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: 1/20/15

Edward M Luria  
Edward M. Luria