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

February 5, 2014

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 Partial Termination of Security Interest, dated as of February 4, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage previously filed with the Board under Recordation Number 29508.

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

Secured Party: UniCredit Bank AG  
150 East 42nd Street  
New York, NY 10017

[Debtor: Adler Funding LLC  
c/o UniCredit Bank AG  
150 East 42nd Street  
New York, NY 10017]

Chief  
Section of Administration  
February 5, 2014  
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A description of the railroad equipment covered by the enclosed document is:

99 railcars TERMINATED within the series WRWK 58040 – WRWK WRWK 58139 (previously bearing AOK reporting marks) and AOK 58046 – 58137 as set forth in the attachment to the document.

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

Partial Termination of Security Interest.

Also enclosed is a check in the amount of \$44.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**PARTIAL TERMINATION OF SECURITY INTEREST  
(KCS)**

THIS PARTIAL TERMINATION OF SECURITY INTEREST (this "Partial Termination") is made this 4 day of February, 2014, on behalf of ADLER FUNDING LLC (the "Debtor") by UNICREDIT BANK AG (the "Secured Party") pursuant to that certain Security Agreement, dated as of October 15, 2010 (the "Security Agreement").

WHEREAS, the Security Agreement created a lien and security interest in favor of the Secured Party in and to railcars owned by Debtor, including those certain railcars particularly identified in Exhibit 1 hereto (the "Units") and any lease relating thereto.

WHEREAS, the Debtor is party to that certain Memorandum of Mortgage (the "Memorandum of Mortgage") which was duly recorded with the Surface Transportation Board on October 18, 2010 under Recordation Number 29508.

WHEREAS, the Debtor and Secured Party now desire to terminate and cancel the Secured Party's security interest in and mortgage lien upon all right, title and interest of the Debtor in, to and under the Units.

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby terminates and cancels its security interest in, and mortgage lien upon, all right, title and interest of the Debtor in the Units (and any lease relating thereto) effective as of the date of this Partial Termination.

This Partial Termination is being filed with the Surface Transportation Board so as to release any security interest in and mortgage lien upon the Units created by or arising out of the Security Agreement.

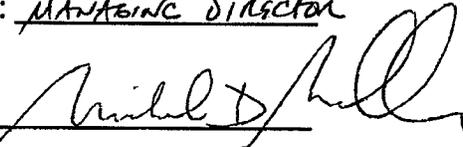
IN WITNESS WHEREOF, the Secured Party has caused this Partial Termination of Security Interest to be duly executed and delivered as of the date first above written.

UNICREDIT BANK AG, as Secured Party

By: 

Name: LORI ANN CURNYN

Title: MANAGING DIRECTOR

By: 

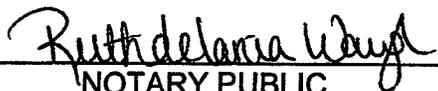
Name: Michael D. Novellino

Title: Director

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 4<sup>th</sup> day of February, 2014 before me personally appeared Lori Ann Curnyn and Michael D. Novellino to me personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which they acted, executed the instrument.

  
NOTARY PUBLIC

My commission expires:

**RUTHDELANIA WAUGH**  
Notary Public, State of New York  
No. 01WA6133462  
Qualified in Westchester County  
Commission Expires Sept 19, 2017

## EXHIBIT 1

### Description of Cars

#### 99 – Double Stack Intermodal Flat Cars

#### Car Marks and Numbers:

	<u>Current</u> <u>Car Number</u>	<u>Prior</u> <u>Car Number</u>
1	WRWK058139	AOK 058139
2	WRWK058138	AOK 058138
3	WRWK058136	AOK 058136
4	WRWK058135	AOK 058135
5	WRWK058133	AOK 058133
6	WRWK058132	AOK 058132
7	WRWK058131	AOK 058131
8	WRWK058130	AOK 058130
9	WRWK058128	AOK 058128
10	WRWK058126	AOK 058126
11	WRWK058125	AOK 058125
12	WRWK058123	AOK 058123
13	WRWK058122	AOK 058122
14	WRWK058121	AOK 058121
15	WRWK058120	AOK 058120
16	WRWK058118	AOK 058118
17	WRWK058115	AOK 058115
18	WRWK058114	AOK 058114
19	WRWK058113	AOK 058113
20	WRWK058112	AOK 058112
21	WRWK058110	AOK 058110
22	WRWK058108	AOK 058108
23	WRWK058105	AOK 058105
24	WRWK058104	AOK 058104
25	WRWK058103	AOK 058103
26	WRWK058101	AOK 058101
27	WRWK058100	AOK 058100
28	WRWK058099	AOK 058099
29	WRWK058098	AOK 058098
30	WRWK058097	AOK 058097
31	WRWK058096	AOK 058096
32	WRWK058095	AOK 058095

33	WRWK058094	AOK 058094
34	WRWK058093	AOK 058093
35	WRWK058092	AOK 058092
36	WRWK058091	AOK 058091
37	WRWK058090	AOK 058090
38	WRWK058089	AOK 058089
39	WRWK058088	AOK 058088
40	WRWK058084	AOK 058084
41	WRWK058083	AOK 058083
42	WRWK058079	AOK 058079
43	WRWK058078	AOK 058078
44	WRWK058077	AOK 058077
45	WRWK058076	AOK 058076
46	WRWK058075	AOK 058075
47	WRWK058074	AOK 058074
48	WRWK058073	AOK 058073
49	WRWK058072	AOK 058072
50	WRWK058071	AOK 058071
51	WRWK058070	AOK 058070
52	WRWK058069	AOK 058069
53	WRWK058068	AOK 058068
54	WRWK058066	AOK 058066
55	WRWK058065	AOK 058065
56	WRWK058063	AOK 058063
57	WRWK058062	AOK 058062
58	WRWK058061	AOK 058061
59	WRWK058058	AOK 058058
60	WRWK058056	AOK 058056
61	WRWK058055	AOK 058055
62	WRWK058054	AOK 058054
63	WRWK058053	AOK 058053
64	WRWK058052	AOK 058052
65	WRWK058050	AOK 058050
66	WRWK058047	AOK 058047
67	WRWK058045	AOK 058045
68	WRWK058044	AOK 058044
69	WRWK058043	AOK 058043
70	WRWK058042	AOK 058042
71	WRWK058041	AOK 058041
72	WRWK058040	AOK 058040
73	AOK 058137	
74	AOK 058134	
75	AOK 058129	

76 AOK 058127  
77 AOK 058124  
78 AOK 058119  
79 AOK 058117  
80 AOK 058116  
81 AOK 058111  
82 AOK 058109  
83 AOK 058107  
84 AOK 058106  
85 AOK 058102  
86 AOK 058087  
87 AOK 058086  
88 AOK 058085  
89 AOK 058082  
90 AOK 058081  
91 AOK 058067  
92 AOK 058064  
93 AOK 058060  
94 AOK 058059  
95 AOK 058057  
96 AOK 058051  
97 AOK 058049  
98 AOK 058048  
99 AOK 058046

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: 2/5/14

Edward M Luria  
Edward M. Luria