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

March 27, 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 Notice of Partial Termination of Lease, dated as of March 27, 2017, 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 27243.

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

Lessor: Adler Funding LLC (as successor in interest to  
Babcock & Brown Rail Funding LLC)  
by GATX Corporation, its Manager  
580 California Street, Suite 1100  
San Francisco, CA 94104

[Lessee: Alabama Power Company  
600 N 18<sup>th</sup> St/14 N-8163  
Birmingham, AL 35202]

Chief  
Section of Administration  
March 27, 2014  
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A description of the railroad equipment covered by the enclosed document is:

4 railcars TERMINATED: BNBX 122195, BNBX 122202, BNBX 122203, and ADLX 122199 (previously bearing BNBX reporting marks).

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 \$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 "Edward M. Luria". The signature is written in a cursive style with a large initial "E" and "L".

Edward M. Luria

EML/sem  
Enclosures

**NOTICE OF PARTIAL TERMINATION OF LEASE**

THIS NOTICE OF PARTIAL TERMINATION OF LEASE (this "Notice") is made this 27th day of March, 2014, 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 November 15, 2007, between Babcock & Brown Rail Funding LLC, a Delaware limited liability company, and Alabama Power Company, an Alabama corporation (as supplemented, the "Lease").

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

WHEREAS, a Memorandum of Full Service Railcar Lease evidencing the existence of the Lease was duly recorded with the Surface Transportation Board on November 28, 2007 under Recordation Number 27243;

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: 

Name: Linda Hexem

Title: Vice President and Managing Director,  
Structured Finance

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On March 27, 2014, before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence 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 the person acted, executed the instrument.

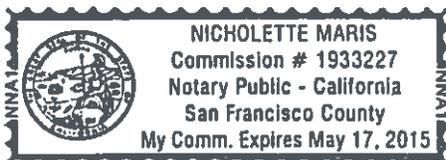
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



Notary Public

My Commission expires: May 17, 2015



## EXHIBIT 1

### Description of Cars

Four (4) – PD covered hopper railcars.

### Car Marks and Numbers

BNBX 122195
BNBX 122202
BNBX 122203
Formerly BNBX:
ADLX 122199

**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: March 27, 2014

*Edward M Luria*

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Edward M. Luria