

RECORDATION NO. 29508-C FILED  
March 29, 2012 04:40 PM  
SURFACE TRANSPORTATION BOARD

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March 29, 2012

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 March 27, 2012, 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  
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A description of the railroad equipment covered by the enclosed document is:

115 railcars TERMINATED within the series BNBX 122039 - BNBX 122053 as more particularly 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 \$41.00 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,



Edward M. Luria

EML/sem  
Enclosures

**PARTIAL TERMINATION OF SECURITY INTEREST**  
(Re: Bakery Feeds Lease)

THIS PARTIAL TERMINATION OF SECURITY INTEREST (this "Partial Termination") is made this 27 day of March, 2012, 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: *Lori Ann Curnyn*  
LORI ANN CURNYN  
MANAGING DIRECTOR

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: *Michael D. Novellino*  
Michael D. Novellino

Name: Director

Title: \_\_\_\_\_

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 27<sup>th</sup> day of March, 2012 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.

*Ruthdelania Waugh*  
NOTARY PUBLIC

My commission expires: September 19, 2013

RUTHDELANIA WAUGH  
Notary Public, State of New York  
No. 01WA6133462  
Qualified in Westchester County  
Commission Expires Sept 19, 2013

## EXHIBIT 1

Description of Cars: 115 6,351 cu. ft. covered hopper cars, 286,000 lbs. GRL:

	<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>
1	BNBX122039	40	BNBX122137	79	BNBX122075
2	BNBX122045	41	BNBX122138	80	BNBX122077
3	BNBX122046	42	BNBX122140	81	BNBX121925
4	BNBX122055	43	BNBX122141	82	BNBX121938
5	BNBX122062	44	BNBX122142	83	BNBX121939
6	BNBX122063	45	BNBX122144	84	BNBX121940
7	BNBX122064	46	BNBX122145	85	BNBX121941
8	BNBX122071	47	BNBX122146	86	BNBX121942
9	BNBX122072	48	BNBX122147	87	BNBX121946
10	BNBX122079	49	BNBX122150	88	BNBX121947
11	BNBX122080	50	BNBX122154	89	BNBX121950
12	BNBX122081	51	BNBX121906	90	BNBX121959
13	BNBX122082	52	BNBX121909	91	BNBX121961
14	BNBX122085	53	BNBX121911	92	BNBX121962
15	BNBX122086	54	BNBX121913	93	BNBX121963
16	BNBX122087	55	BNBX121914	94	BNBX121975
17	BNBX122089	56	BNBX121915	95	BNBX121989
18	BNBX122090	57	BNBX121918	96	BNBX121993
19	BNBX122091	58	BNBX121919	97	BNBX121994
20	BNBX122093	59	BNBX121920	98	BNBX121998
21	BNBX122095	60	BNBX121930	99	BNBX121999
22	BNBX122097	61	BNBX121932	100	BNBX122005
23	BNBX122098	62	BNBX121933	101	BNBX122008
24	BNBX122102	63	BNBX121935	102	BNBX122009
25	BNBX122106	64	BNBX121956	103	BNBX122012
26	BNBX122107	65	BNBX121964	104	BNBX122014
27	BNBX122108	66	BNBX121991	105	BNBX122017
28	BNBX122109	67	BNBX121997	106	BNBX122020
29	BNBX122114	68	BNBX122003	107	BNBX122022
30	BNBX122115	69	BNBX122004	108	BNBX122024
31	BNBX122116	70	BNBX122016	109	BNBX122028
32	BNBX122117	71	BNBX122019	110	BNBX122037
33	BNBX122120	72	BNBX122021	111	BNBX122047
34	BNBX122121	73	BNBX122025	112	BNBX122048
35	BNBX122122	74	BNBX122029	113	BNBX122051
36	BNBX122128	75	BNBX122036	114	BNBX122052
37	BNBX122129	76	BNBX122044	115	BNBX122053
38	BNBX122135	77	BNBX122050		
39	BNBX122136	78	BNBX122059		

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: 3/29/12

Edward M. Luria  
Edward M. Luria