

RECORDATION NO. 29508-F FILED  
April 2, 2012 08:00 AM  
SURFACE TRANSPORTATION BOARD

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April 2, 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  
March 29, 2012  
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A description of the railroad equipment covered by the enclosed document is:

86 railcars TERMINATED: CTRN 400113, CTRN 400077 and within the series BNBX 400001 - BNBX 400115 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: 86 Idle)

THIS PARTIAL TERMINATION OF SECURITY INTEREST (this "Partial Termination") is made this 21 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.

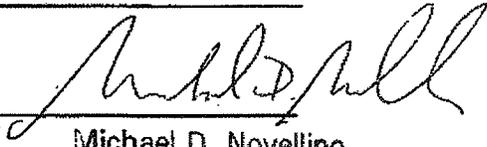
This Partial Termination is being filed with the Surface Transportation Board so as to release any security interest in and mortgage lien upon the Units created by or arising out of the Security Agreement

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:   
LORIAN CURNYN  
MANAGING DIRECTOR  
Name: \_\_\_\_\_

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

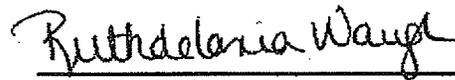
By:   
Michael D. Novellino  
Director  
Name: \_\_\_\_\_

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

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 27<sup>m</sup> day of March, 2012 before me personally appeared Lou 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: 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

86 coal hopper cars:

<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>	
1	BNBX400036	36	BNBX400048	71	BNBX400096
2	CTRN400077	37	BNBX400050	72	BNBX400097
3	BNBX400001	38	BNBX400051	73	BNBX400099
4	BNBX400003	39	BNBX400052	74	BNBX400100
5	BNBX400004	40	BNBX400053	75	BNBX400101
6	BNBX400005	41	BNBX400054	76	BNBX400104
7	BNBX400006	42	BNBX400056	77	BNBX400105
8	BNBX400009	43	BNBX400057	78	BNBX400107
9	BNBX400010	44	BNBX400060	79	BNBX400108
10	BNBX400011	45	BNBX400061	80	BNBX400109
11	BNBX400012	46	BNBX400062	81	BNBX400110
12	BNBX400015	47	BNBX400063	82	BNBX400111
13	BNBX400016	48	BNBX400065	83	BNBX400112
14	BNBX400017	49	BNBX400067	84	BNBX400115
15	BNBX400018	50	BNBX400068	85	CTRN400113
16	BNBX400019	51	BNBX400070	86	BNBX400028
17	BNBX400020	52	BNBX400071		
18	BNBX400021	53	BNBX400072		
19	BNBX400022	54	BNBX400075		
20	BNBX400025	55	BNBX400076		
21	BNBX400026	56	BNBX400078		
22	BNBX400027	57	BNBX400079		
23	BNBX400029	58	BNBX400080		
24	BNBX400030	59	BNBX400081		
25	BNBX400033	60	BNBX400082		
26	BNBX400035	61	BNBX400084		
27	BNBX400038	62	BNBX400085		
28	BNBX400039	63	BNBX400087		
29	BNBX400040	64	BNBX400088		
30	BNBX400041	65	BNBX400089		
31	BNBX400042	66	BNBX400090		
32	BNBX400043	67	BNBX400091		
33	BNBX400045	68	BNBX400092		
34	BNBX400046	69	BNBX400093		
35	BNBX400047	70	BNBX400095		

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: 4/2/12

Edward M Luria  
Edward M. Luria