

RECORDATION NO 29508-I FILED  
May 11, 2012 08:00 AM  
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 10, 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:

77 railcars TERMINATED within the series BNBX 500061 – BNBX 500140 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: Marquis Energy Contract 3115/0002)

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: *Loriann Curnyn*  
LORIANN CURNYN  
Name: MANAGING DIRECTOR

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 LoriAnn 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

77 tank cars:

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
1 BNBX500061	27 BNBX500089	53 BNBX500115
2 BNBX500062	28 BNBX500090	54 BNBX500116
3 BNBX500063	29 BNBX500091	55 BNBX500117
4 BNBX500064	30 BNBX500092	56 BNBX500118
5 BNBX500065	31 BNBX500093	57 BNBX500119
6 BNBX500066	32 BNBX500094	58 BNBX500120
7 BNBX500067	33 BNBX500095	59 BNBX500121
8 BNBX500068	34 BNBX500096	60 BNBX500122
9 BNBX500069	35 BNBX500097	61 BNBX500123
10 BNBX500070	36 BNBX500098	62 BNBX500124
11 BNBX500071	37 BNBX500099	63 BNBX500125
12 BNBX500072	38 BNBX500100	64 BNBX500127
13 BNBX500073	39 BNBX500101	65 BNBX500128
14 BNBX500074	40 BNBX500102	66 BNBX500129
15 BNBX500075	41 BNBX500103	67 BNBX500130
16 BNBX500076	42 BNBX500104	68 BNBX500131
17 BNBX500077	43 BNBX500105	69 BNBX500132
18 BNBX500078	44 BNBX500106	70 BNBX500133
19 BNBX500079	45 BNBX500107	71 BNBX500134
20 BNBX500080	46 BNBX500108	72 BNBX500135
21 BNBX500081	47 BNBX500109	73 BNBX500136
22 BNBX500082	48 BNBX500110	74 BNBX500137
23 BNBX500083	49 BNBX500111	75 BNBX500138
24 BNBX500084	50 BNBX500112	76 BNBX500139
25 BNBX500086	51 BNBX500113	77 BNBX500140
26 BNBX500088	52 BNBX500114	

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: 5/10/12

Edward M. Luria  
Edward M. Luria