

RECORDATION NO 23196-F FILED
June 28, 2012 04:55 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 28, 2012

Chief of the 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 Notice of Full Termination of Lease, dated as of June 25, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Lease and Assignment of Lease previously filed with the Board under Recordation Number 23196.

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

Lessor: Adler Funding LLC (successor in interest to
Babcock & Brown Rail Funding LLC)
by GATX Corporation, its Manager
4 Embarcadero Center, Suite 2100
San Francisco, CA 94111

Chief of the Section of Administration
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A description of the railroad equipment covered by the enclosed document is:

396 railcars TERMINATED: FLIX 3500-3613, 3615-3768, 3770-3856, 3858-3864, 3866-3899.

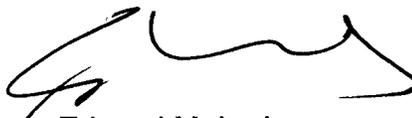
A short summary of the document to appear in the index is:

Notice of Full Termination of Lease.

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

NOTICE OF FULL TERMINATION OF LEASE

THIS NOTICE OF FULL TERMINATION OF LEASE (this "Notice") is made this 25th day of June, 2012, by ADLER FUNDING LLC, successor in interest to Babcock & Brown Rail Funding LLC, Trinity Industries Leasing Company, and others ("Adler") pursuant to that certain Lease, including Rider No. 1, dated as of June 26, 1995, between Trinity Industries Leasing Company, a Delaware corporation, Lessor and Farmland Industries, Inc., a Kansas corporation (as supplemented, the "Lease").

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

WHEREAS, a Memorandum of Lease and Assignment of Lease evidencing the existence of the Lease was duly recorded with the Surface Transportation Board on October 23, 2000, under Recordation Number 23196;

WHEREAS, the Lease has been terminated with respect to the Units;

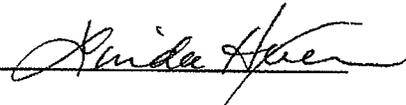
NOW THEREFORE, Adler wishes to show for the public record the fact of this full termination of the Lease with respect to the Units.

This Notice will be recorded with the Surface Transportation Board so as to evidence the full 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

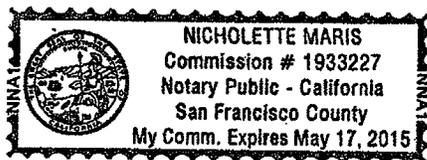
Title: Vice President and Managing Director, Structured Finance

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On June 25, 2012, 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

396 5,161 cu. ft. covered hopper cars:

FLIX 3500 – FLIX 3613,
FLIX 3615 – FLIX 3768,
FLIX 3770 – FLIX 3856,
FLIX 3858 – FLIX 3864,
FLIX 3866 – FLIX 3899

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: 6/28/12

Edward M Luria
Edward M. Luria