

RECORDATION NO 29508-M

FILED

September 25, 2012 04:40 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 25, 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 September 21, 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
September 25, 2012
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A description of the railroad equipment covered by the enclosed document is:

116 railcars TERMINATED within the series ADLX 121645 – ADLX 121894 (previously bearing BNBX reporting marks) 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 \$42.00 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: Mode Transportation)

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

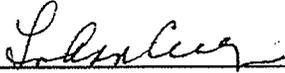
WHEREAS, the Debtor and Secured Party now desire to terminate and cancel the Secured Party's security interest in and mortgage lien upon all right, title and interest of the Debtor in, to and under the Units.

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.

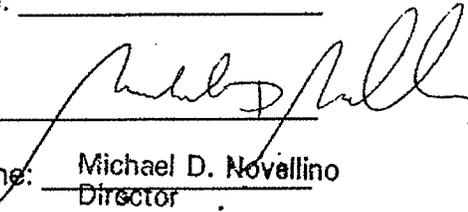
IN WITNESS WHEREOF, the Secured Party has caused this Partial Termination of Security Interest to be duly executed and delivered as of the date first above written.

UNICREDIT BANK AG, as Secured Party

By: 

Name: LORIANN CURNYN
MANAGING DIRECTOR

Title: _____

By: 

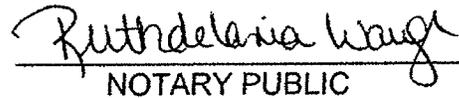
Name: Michael D. Novellino
Director

Title: _____

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 21 day of September, 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.


NOTARY PUBLIC

My commission expires:

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

EXHIBIT 1

Description of Cars

116 – 5,161 cu.ft. covered hopper railcars (formerly BNBX)

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
1 ADLX 121645	30 ADLX 121714	59 ADLX 121771	88 ADLX 121837
2 ADLX 121648	31 ADLX 121715	60 ADLX 121772	89 ADLX 121838
3 ADLX 121650	32 ADLX 121720	61 ADLX 121775	90 ADLX 121841
4 ADLX 121654	33 ADLX 121721	62 ADLX 121779	91 ADLX 121842
5 ADLX 121655	34 ADLX 121722	63 ADLX 121784	92 ADLX 121844
6 ADLX 121660	35 ADLX 121723	64 ADLX 121785	93 ADLX 121845
7 ADLX 121661	36 ADLX 121725	65 ADLX 121789	94 ADLX 121846
8 ADLX 121668	37 ADLX 121729	66 ADLX 121795	95 ADLX 121847
9 ADLX 121669	38 ADLX 121730	67 ADLX 121796	96 ADLX 121849
10 ADLX 121672	39 ADLX 121732	68 ADLX 121799	97 ADLX 121851
11 ADLX 121673	40 ADLX 121735	69 ADLX 121800	98 ADLX 121853
12 ADLX 121674	41 ADLX 121736	70 ADLX 121804	99 ADLX 121855
13 ADLX 121678	42 ADLX 121738	71 ADLX 121805	100 ADLX 121856
14 ADLX 121684	43 ADLX 121740	72 ADLX 121807	101 ADLX 121857
15 ADLX 121685	44 ADLX 121744	73 ADLX 121808	102 ADLX 121858
16 ADLX 121687	45 ADLX 121746	74 ADLX 121809	103 ADLX 121861
17 ADLX 121688	46 ADLX 121749	75 ADLX 121811	104 ADLX 121868
18 ADLX 121689	47 ADLX 121750	76 ADLX 121812	105 ADLX 121869
19 ADLX 121692	48 ADLX 121751	77 ADLX 121814	106 ADLX 121870
20 ADLX 121693	49 ADLX 121752	78 ADLX 121816	107 ADLX 121874
21 ADLX 121694	50 ADLX 121753	79 ADLX 121817	108 ADLX 121875
22 ADLX 121695	51 ADLX 121757	80 ADLX 121819	109 ADLX 121877
23 ADLX 121697	52 ADLX 121758	81 ADLX 121821	110 ADLX 121878
24 ADLX 121698	53 ADLX 121759	82 ADLX 121823	111 ADLX 121880
25 ADLX 121700	54 ADLX 121761	83 ADLX 121825	112 ADLX 121886
26 ADLX 121705	55 ADLX 121763	84 ADLX 121826	113 ADLX 121887
27 ADLX 121708	56 ADLX 121766	85 ADLX 121829	114 ADLX 121889
28 ADLX 121710	57 ADLX 121768	86 ADLX 121831	115 ADLX 121890
29 ADLX 121711	58 ADLX 121770	87 ADLX 121834	116 ADLX 121894

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: 9/25/12

Edward M Luria
Edward M. Luria