

RECORDATION NO 27295-K FILED
July 30, 2013 05:15 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 30, 2013

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 Notice of Full Termination of Lease, dated as of July 30, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Full Service Railcar Lease previously filed with the Board under Recordation Number 27295-G.

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

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
[Lessee:	CSX Transportation, Inc. 100 North Charles Street Baltimore, MD 21201]

Section Chief
July 30, 2013
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A description of the railroad equipment covered by the enclosed document is:

51 boxcars TERMINATED within the series AOK 14106 – AOK 14170 as more particularly set forth on the attachment to the document.

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 \$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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

NOTICE OF FULL TERMINATION OF LEASE

THIS NOTICE OF FULL TERMINATION OF LEASE (this "Notice") is made this 30th day of July, 2013, by ADLER FUNDING LLC, successor in interest to Babcock & Brown Rail Funding LLC ("Adler") pursuant to that certain Master Full Service Railcar Lease, dated as of August 11, 2010, between Babcock & Brown Rail Funding LLC, a Delaware limited liability company, Lessor and CSX Transportation, Inc., a Virginia corporation (as supplemented, the "Lease").

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

WHEREAS, a Memorandum of Full Service Railcar Lease evidencing the existence of the Lease was duly recorded with the Surface Transportation Board on August 11, 2010, under Recordation Number 27295-G;

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: *Linda Hexem*

Name: Linda Hexem

Title: Vice President

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On July 30, 2013, 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.

Nicholette Maris
Notary Public
My Commission expires: May 17, 2015

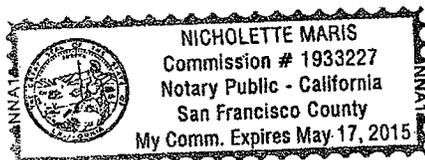


EXHIBIT 1

Description of Cars

Fifty-one (51) 50' boxcars, Plate F, with single 12' plug doors, MR Car Type Code A406, built by Gunderson in 2002

AOK 14106	AOK 14141
AOK 14107	AOK 14142
AOK 14110	AOK 14143
AOK 14111	AOK 14144
AOK 14112	AOK 14145
AOK 14113	AOK 14146
AOK 14119	AOK 14148
AOK 14120	AOK 14149
AOK 14121	AOK 14150
AOK 14122	AOK 14152
AOK 14123	AOK 14153
AOK 14124	AOK 14154
AOK 14125	AOK 14156
AOK 14126	AOK 14157
AOK 14128	AOK 14158
AOK 14130	AOK 14159
AOK 14131	AOK 14160
AOK 14132	AOK 14161
AOK 14133	AOK 14162
AOK 14134	AOK 14163
AOK 14135	AOK 14165
AOK 14136	AOK 14166
AOK 14137	AOK 14167
AOK 14138	AOK 14168
AOK 14139	AOK 14169
AOK 14140	AOK 14170

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: 7/30/13

Edward M Luria
Edward M. Luria