

RECORDATION NO 29508-Q FILED
August 06, 2013 08:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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August 6, 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 Partial Termination of Security Interest, dated as of July 31, 2013, 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
August 6, 2013
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A description of the railroad equipment covered by the enclosed document is:

65 boxcars TERMINATED: WRWK 14105 – WRWK 14170, excluding WRWK 14132 (previously bearing AOK reporting marks).

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,

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

Edward M. Luria

EML/sem
Enclosures

PARTIAL TERMINATION OF SECURITY INTEREST
(Re: Wisconsin Central)

THIS PARTIAL TERMINATION OF SECURITY INTEREST (this "Partial Termination") is made this 31 day of JULY, 2013, 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: LORI ANN CURRY

Title: MANAGING DIRECTOR

By: 

Name: JENS F. KOCH
Director

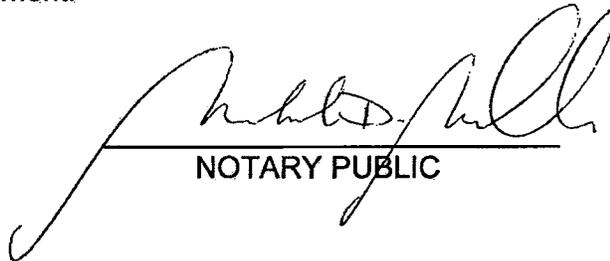
Title: _____

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 31st day of July, 2013 before me personally appeared Lori Ann Curry and Jens Koch, 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.

MICHAEL D. NOVELLINO
Notary Public, State of New York
No. 4979843
Qualified in Suffolk County
Commission Expires 7/27/17


NOTARY PUBLIC

My commission expires: 7/27/17

EXHIBIT 1

Description of Cars

65 cars -- boxcars

Car Marks and Numbers (formerly AOK)

Car Number	Car Number
WRWK014170	WRWK014134
WRWK014169	WRWK014133
WRWK014168	WRWK014131
WRWK014167	WRWK014130
WRWK014166	WRWK014129
WRWK014165	WRWK014128
WRWK014164	WRWK014127
WRWK014163	WRWK014126
WRWK014162	WRWK014125
WRWK014161	WRWK014124
WRWK014160	WRWK014123
WRWK014159	WRWK014122
WRWK014158	WRWK014121
WRWK014157	WRWK014120
WRWK014156	WRWK014119
WRWK014155	WRWK014118
WRWK014154	WRWK014117
WRWK014153	WRWK014116
WRWK014152	WRWK014115
WRWK014151	WRWK014114
WRWK014150	WRWK014113
WRWK014149	WRWK014112
WRWK014148	WRWK014111
WRWK014147	WRWK014110
WRWK014146	WRWK014109
WRWK014145	WRWK014108
WRWK014144	WRWK014107
WRWK014143	WRWK014106
WRWK014142	WRWK014105
WRWK014141	
WRWK014140	
WRWK014139	
WRWK014138	
WRWK014137	
WRWK014136	
WRWK014135	

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: 8/6/13

Edward M Luria
Edward M. Luria