

RECORDATION NO 27164-L FILED  
August 29, 2013 12:12 PM  
SURFACE TRANSPORTATION BOARD  
LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

LOUIS E. GITOMER  
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

MELANIE B. YASBIN  
Melanie@lgraillaw.com  
410-296-2225

August 29, 2013

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Notice of Partial Termination of Lease, a secondary document, dated as of August 29, 2013. The primary document to which this is connected is recorded under Recordation No. 27164-F. We request that this document be recorded under Recordation No. 27164-L.

The name and address of the party to the Notice of Partial Termination of Lease is:

Lessor:

Adler Funding LLC  
4 Embarcadero Center, Suite 2100  
San Francisco, CA 94111

A description of the equipment covered by the Notice of Partial Termination of Lease consists of 60 covered hopper cars numbered ADLX 121898, 121910, 121922, 121927, 121943, 121944, 121945, 121948, 121949, 121951, 121952, 121953, 121954, 121955, 121958, 121960, 121965, 121966, 121967, 121968, 121969, 121971, 121972, 121973, 121974, 121977, 121978, 121980, 121981, 121982, 121983, 121984, 121985, 121987, 121988, 121990, 121992, 121995, 121996, 122000, 122002, 122006, 122007, 122010, 122013, 122015, 122018, 122023, 122026, 122027, 122030, 122033, 122034, 122035, 122038, 122042, 122049, 122054, 122056, and 122060 (previously numbered the same but with a prefix of BNBX).

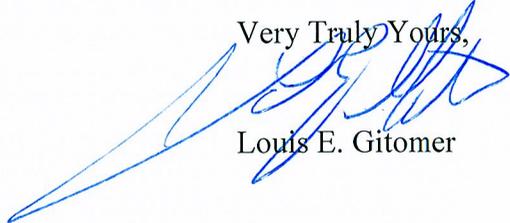
Ms. Cynthia T. Brown  
August 29, 2013  
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A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Notice of Partial Termination of Lease by Adler Funding LLC, 4 Embarcadero Center, Suite 2100, San Francisco, CA 94111, covering 60 covered hopper cars numbered ADLX 121898, 121910, 121922, 121927, 121943, 121944, 121945, 121948, 121949, 121951, 121952, 121953, 121954, 121955, 121958, 121960, 121965, 121966, 121967, 121968, 121969, 121971, 121972, 121973, 121974, 121977, 121978, 121980, 121981, 121982, 121983, 121984, 121985, 121987, 121988, 121990, 121992, 121995, 121996, 122000, 122002, 122006, 122007, 122010, 122013, 122015, 122018, 122023, 122026, 122027, 122030, 122033, 122034, 122035, 122038, 122042, 122049, 122054, 122056, and 122060 (previously numbered the same but with a prefix of BNBX).

Very Truly Yours,



Louis E. Gitomer

Enclosure

**NOTICE OF PARTIAL TERMINATION OF LEASE**

THIS NOTICE OF PARTIAL TERMINATION OF LEASE (this "Notice") is made this 29<sup>th</sup> day of August, 2013, by ADLER FUNDING LLC, successor in interest to Babcock & Brown Rail Funding LLC ("Adler") pursuant to that certain Master Full Service Railcar Lease and Schedule No. 01, each dated as of September 9, 2008, between Babcock & Brown Rail Funding LLC, a Delaware limited liability company and Hansen-Mueller Company (as supplemented, the "Lease").

WHEREAS, the Lease covered 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 February 4, 2009 under Recordation Number 27164-F;

WHEREAS, the Lease has been terminated with respect to the Units, except for such provisions of the Lease which expressly survive the termination thereof, including without limitation, the indemnity provisions;

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

This Notice will be recorded with the Surface Transportation Board so as to evidence the partial 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 and Managing Director,  
Structured Finance

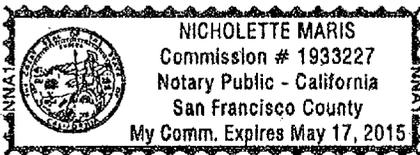
STATE OF CALIFORNIA )  
  )  
COUNTY OF SAN FRANCISCO )

On August 28, 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

**Railcars: 60** – 6,351 cu.ft. covered hopper cars

### Reporting marks and identifying numbers:

<u>Car Number</u>	<u>Car Number</u>
1 ADLX122060	31 ADLX121982
2 ADLX122056	32 ADLX121981
3 ADLX122054	33 ADLX121980
4 ADLX122049	34 ADLX121978
5 ADLX122042	35 ADLX121977
6 ADLX122038	36 ADLX121974
7 ADLX122035	37 ADLX121973
8 ADLX122034	38 ADLX121972
9 ADLX122033	39 ADLX121971
10 ADLX122030	40 ADLX121969
11 ADLX122027	41 ADLX121968
12 ADLX122026	42 ADLX121967
13 ADLX122023	43 ADLX121966
14 ADLX122018	44 ADLX121965
15 ADLX122015	45 ADLX121960
16 ADLX122013	46 ADLX121958
17 ADLX122010	47 ADLX121955
18 ADLX122007	48 ADLX121954
19 ADLX122006	49 ADLX121953
20 ADLX122002	50 ADLX121952
21 ADLX122000	51 ADLX121951
22 ADLX121996	52 ADLX121949
23 ADLX121995	53 ADLX121948
24 ADLX121992	54 ADLX121945
25 ADLX121990	55 ADLX121944
26 ADLX121988	56 ADLX121943
27 ADLX121987	57 ADLX121927
28 ADLX121985	58 ADLX121922
29 ADLX121984	59 ADLX121910
30 ADLX121983	60 ADLX121898