

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

June 9, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
Washington, DC 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 Memorandum of Lease Termination (ALTSI Trust 94-B), a secondary document, dated as of June 9, 2015. The primary document to which this is connected is recorded under Recordation No. 19069. We request that this document be recorded under Recordation No. 19069-H.

The names and addresses of the parties to the Memorandum of Lease Termination (ALTSI Trust 94-B) are:

Owner Trustee:

The Bank of New York Mellon
One Wall Street
New York, NY 10286

Lessee:

XPO Intermodal, Inc. (f/k/a Pacer International, Inc.)
Five Greenwich Office Park
Greenwich, CT 06831

A description of the equipment covered by the Memorandum of Lease Termination (ALTSI Trust 94-B) consists of 67 double stack container rail cars numbered BRAN 4715-4726, inclusive, 4840-4862, inclusive, 4864-4874, inclusive, 4754-4766, inclusive, and 4768-4774, inclusive, and APLX 4767.

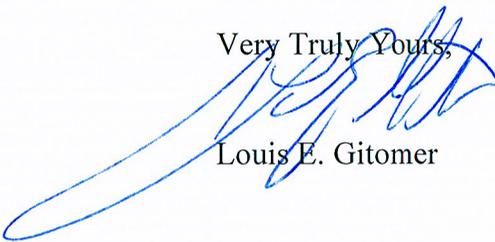
Ms. Cynthia T. Brown
June 9, 2015
Page 2

A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease Termination (ALTSI Trust 94-B) between The Bank of New York Mellon, One Wall Street, New York, NY 10286, and XPO Intermodal, Inc. (f/k/a Pacer International, Inc.), Five Greenwich Office Park, Greenwich, CT 06831, covering 67 double stack container rail cars numbered BRAN 4715-4726, inclusive, 4840-4862, inclusive, 4864-4874, inclusive, 4754-4766, inclusive, and 4768-4774, inclusive, and APLX 4767.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE TERMINATION
(ALTSI Trust 94-B)

THIS MEMORANDUM OF LEASE TERMINATION, dated as of June 9, 2015, by and among XPO INTERMODAL, INC., a Tennessee corporation (formerly known as Pacer International, Inc. and successor-in-interest to APL Land Transport Services, Inc.) ("Lessee"), and THE BANK OF NEW YORK MELLON, a New York banking corporation, not in its individual capacity but solely as owner trustee (the "Owner Trustee") and together with Lessee, the "Parties") under that certain Trust Agreement (ALTSI Trust 94-B) (the "Trust Agreement") dated as of November 15, 1994 between KBNY Leasing, Inc. and Meridian Trust Company.

WHEREAS, Owner Trustee (or its predecessor-in-interest), as lessor ("Lessor"), and Lessee entered into (1) that certain Lease of Railroad Equipment dated as of November 15, 1994 (the "Lease"), pertaining to 46 double stack container rail cars numbered APLX 4715-4726, inclusive, 4840-4862, inclusive, and 4864-4874, inclusive, which was recorded at the Interstate Commerce Commission (the "Commission") on November 21, 1994 under Recordation No. 19069 and on November 23, 1994 with Registrar General of Canada (the "Registrar") under Document Key 627; (2) that certain Lease Supplement No. 1 dated as of November 21, 1994 ("Lease Supplement No. 1"), pertaining to 46 double stack container rail cars numbered APLX 4715-4726, inclusive, 4840-4862, inclusive, and 4864-4874, inclusive, which was recorded at the Commission on November 21, 1994 under Recordation No. 19069-A and at the Registrar on November 23, 1994 under Document Key 628; (3) that certain Lease Supplement No. 2 dated as of December 22, 1994 ("Lease Supplement No. 2"), pertaining to 21 double stack container rail cars numbered APLX 4754-4774, inclusive, which was recorded at the Commission on December 22, 1994 under Recordation No. 19069-D and at the Registrar on December 28, 1994 under Document Key 625; and (4) that certain Lease of Railroad Equipment Extension and Amendment Agreement (ALTSI Trust 94-B) dated as of March 28, 2013 (the "Lease Extension").

WHEREAS, Lessee has heretofore executed that certain Memorandum of Car Renumbering dated as of July 16, 2007 (the "Renumbering" together with the Lease, Lease Supplement No. 1, Lease Supplement No. 2, the Lease Extension, and all amendments, extensions, or other modifications (if any) to any of the foregoing agreements are referred to as the "Lease Documents") for 66 double stack container rail cars numbered BRAN 4715-4726, inclusive, 4840-4862, inclusive, 4864-4874, inclusive, 4754-4766, inclusive, and 4768-4774, inclusive, previously numbered APLX 4715-4726, inclusive, 4840-4862, inclusive, 4864-4874, inclusive, 4754-4766, inclusive, and 4768-4774, inclusive respectively), which was recorded at the Surface Transportation Board ("STB") on July 17, 2007 under Recordation No. 19069-F.

WHEREAS, effective the date hereof, the Lease Documents are terminated (other than those obligations expressed in the Lease Documents as surviving termination thereof) and all of the Parties' respective liens with respect to the railroad equipment identified in Schedule A (the "Terminated Units") are released;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid termination of the Lease Documents (other than those obligations expressed in the Lease Documents as surviving termination thereof) and the release of all of the Parties' respective liens with respect to the Terminated Units.

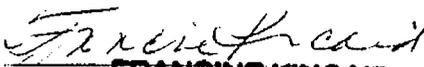
NOW, THEREFORE, the Parties agree that, effective as of the date hereof, the Lease Documents (other than those obligations expressed in the Lease Documents as surviving termination thereof) are terminated and all of the Parties' respective liens with respect to the Terminated Units are released; and the Parties further agree that, to evidence the foregoing, this Memorandum of Lease Termination is being filed with the STB pursuant to 49 USC Section 11301(a) and with the Registrar pursuant to Section 105 of the Canada Transportation Act.

This Memorandum of Termination is executed and delivered by The Bank of New York Mellon, not individually or personally, but solely in its capacity as Owner Trustee, in the exercise of the powers and authority conferred and vested in it under the Trust Agreement. Each of the representations, undertakings and agreements herein made on the part of the Lessor is made and intended not as personal representations, undertakings and agreements by The Bank of New York Mellon but is made in its capacity as Owner Trustee. Under no circumstances shall The Bank of New York Mellon be personally liable hereunder.

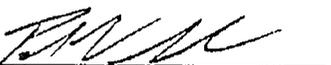
*[The remainder of this page has been left blank intentionally
Signature and notary pages follow]*

This Memorandum of Lease Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

THE BANK OF NEW YORK MELLON, a New York banking corporation, not in its individual capacity but solely as owner trustee

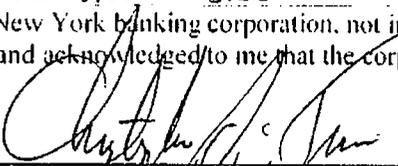
By: 
Name: FRANCINE KINCAID
Title: VICE PRESIDENT

XPO INTERMODAL, INC. (formerly known as Pacer International, Inc.)

By: 
Name: Paul V. Smith
Title: President

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 8th day of June, 2015, before me, Christopher J Traina, the undersigned Notary Public, personally appeared Francine Kincaid personally known to me to be the person who executed the within instrument as Vice President on behalf of THE BANK OF NEW YORK MELLON, a New York banking corporation, not in its individual capacity but solely as owner trustee, and acknowledged to me that the corporation executed it.

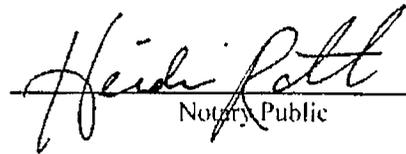


Notary Public for 3rd/1 New York
My Commission expires 3/3/18

CHRISTOPHER J. TRAINA
NOTARY PUBLIC-STATE OF NEW YORK
No. 01TR6297825
Qualified in Queens County
My Commission Expires March 03, 2018
Certified in New York County

STATE OF Ohio)
) SS.:
COUNTY OF Delaware)

On this 8th day of June, 2015, before me personally appeared Paul V. Smith, to me personally known, who, by me being duly sworn, says that he/she is President of XPO INTERMODAL, INC. that the foregoing instrument was signed on behalf of said company, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public

My commission expires

HEIDI RATTI
NOTARY PUBLIC, STATE OF OHIO
My Commission Expires 12/6/2017

SCHEDULE A
THE RAILCARS

67 double stack container rail cars numbered BRAN 4715-4726, inclusive, 4840-4862, inclusive, 4864-4874, inclusive, 4754-4766, inclusive, and 4768-4774, inclusive, and APLX 4767.