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August 11, 2014

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 Memorandum of Termination, a secondary document, dated as of August 8, 2014. The primary document to which this is connected is recorded under Recordation No. 30108. We request that this document be recorded under Recordation No. 30108-A.

The names and addresses of the parties to the Memorandum of Termination are:

Lessor:

PNC Equipment Finance, LLC
620 Liberty Avenue
Pittsburgh, PA 15222

Lessee:

Pacer International, Inc.
11231 Phillips Industrial Blvd. East
Building 1, Suite 200
Jacksonville, FL 32256

A description of the equipment covered by the Memorandum of Termination consists of 147 intermodal railcars numbered BRAN 7250-7321, inclusive, and 7323-7397, inclusive.

Ms. Cynthia T. Brown

August 11, 2014

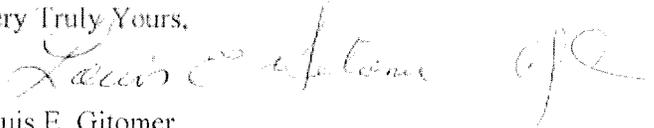
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A fee of \$44.00 is enclosed. Please return one copy by email to:

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 Memorandum of Termination between PNC Equipment Finance, LLC, 620 Liberty Avenue, Pittsburgh, PA 15222, and Pacer International, Inc., 11231 Phillips Industrial Blvd. East, Building 1, Suite 200, Jacksonville, FL 32256, consisting of 147 intermodal railcars numbered BRAN 7250-7321, inclusive, and 7323-7397, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF TERMINATION

THIS MEMORANDUM OF TERMINATION, dated as of August 8, 2014, by and among PACER INTERNATIONAL, INC. ("Lessee"), and PNC EQUIPMENT FINANCE, LLC (the "Lessor" and together with Lessee, the "Parties").

WHEREAS, Lessor and Lessee entered into that certain Railcar Lease Agreement dated as of February 28, 2012 including Schedule No. 1 dated February 28, 2012 and Schedule No. 2 dated June 8, 2012 (together with all riders, schedules, and amendments thereto collectively referred to herein as the "Lease")

WHEREAS a Memorandum of Lease was recorded (i) on February 28, 2012 at 12:30 p.m. with the Surface Transportation Board ("STB") under Recordation No. 30108 covering the equipment described therein and (ii) on August 17, 2012 at 11:00 a.m. with STB under Recordation No. 30335 covering the equipment described therein;

WHEREAS, effective the date hereof, the Lease is terminated and all Lessor's liens are released with respect to the Lease and the equipment described on Schedule A hereto (the "Terminated Units");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid termination of the Lease and the Lessor's lien on the Terminated Units, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease Termination with the STB pursuant to 49 USC Section 11301(a) and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

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.

PNC EQUIPMENT FINANCE, LLC

By: *Melissa Bernase*

Title: *Assistant Vice President*

Name: *Melissa Bernase*

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.

PACER INTERNATIONAL, INC.

By: 

Title: Chief Financial Officer and Treasurer

Name: John J. Hardig

STATE OF _____)

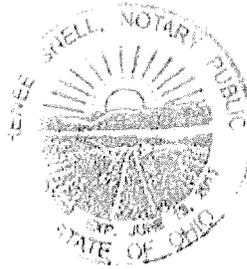
) SS:

COUNTY OF _____)

On this 6th day of August, 2014, before me personally appeared Melissa Benhase, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of PNC Equipment Finance, LLC and 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 _____



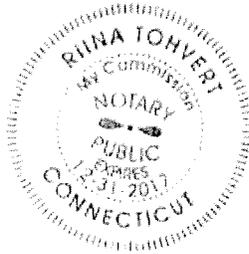
STATE OF CONNECTICUT)
) SS.: Greenwich
COUNTY OF FAIRFIELD)

On this _____ day of August, 2014, before me personally appeared John J. Hardig, to me personally known, who, by me being duly sworn, says that he/she is CFO & Treasurer of Pacer International, 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.

R. J. Sub

Notary Public

My commission expires



SCHEDULE A
THE RAILCARS

	CAR NUMBER	AAR CAR TYPE
1	BRAN7250	S635
2	BRAN 7251	S635
3	BRAN 7252	S635
4	BRAN 7253	S635
5	BRAN 7254	S635
6	BRAN 7255	S635
7	BRAN 7256	S635
8	BRAN 7257	S635
9	BRAN 7258	S635
10	BRAN 7259	S635
11	BRAN 7260	S635
12	BRAN 7261	S635
13	BRAN 7262	S635
14	BRAN 7263	S635
15	BRAN 7264	S635
16	BRAN 7265	S635
17	BRAN 7266	S635
18	BRAN 7267	S635
19	BRAN 7268	S635
20	BRAN 7269	S635
21	BRAN 7270	S635
22	BRAN 7271	S635
23	BRAN 7272	S635
24	BRAN 7273	S635
25	BRAN 7274	S635
26	BRAN 7275	S635
27	BRAN 7276	S635
28	BRAN 7277	S635
29	BRAN 7278	S635
30	BRAN 7279	S635
31	BRAN 7280	S635
32	BRAN 7281	S635
33	BRAN 7282	S635
34	BRAN 7283	S635
35	BRAN 7284	S635
36	BRAN 7285	S635
37	BRAN 7286	S635
38	BRAN 7287	S635
39	BRAN 7288	S635
40	BRAN 7289	S635
41	BRAN 7290	S635
42	BRAN 7291	S635
43	BRAN 7292	S635

	CAR NUMBER	AAR CAR TYPE
44	BRAN 7293	S635
45	BRAN 7294	S635
46	BRAN 7295	S635
47	BRAN 7296	S635
48	BRAN 7297	S635
49	BRAN 7298	S635
50	BRAN 7299	S635
51	BRAN 7300	S635
52	BRAN 7301	S635
53	BRAN 7302	S635
54	BRAN 7303	S635
55	BRAN 7304	S635
56	BRAN 7305	S635
57	BRAN 7306	S635
58	BRAN 7307	S635
59	BRAN 7308	S635
60	BRAN 7309	S635
61	BRAN 7310	S635
62	BRAN 7311	S635
63	BRAN 7312	S635
64	BRAN 7313	S635
65	BRAN 7314	S635
66	BRAN 7315	S635
67	BRAN 7316	S635
68	BRAN 7317	S635
69	BRAN 7318	S635
70	BRAN 7319	S635
71	BRAN 7320	S635
72	BRAN 7321	S635
73	BRAN 7323	S635
74	BRAN 7324	S635
75	BRAN 7325	S635
76	BRAN 7326	S635
77	BRAN 7327	S635
78	BRAN 7328	S635
79	BRAN 7329	S635
80	BRAN 7330	S635
81	BRAN 7331	S635
82	BRAN 7332	S635
83	BRAN 7333	S635
84	BRAN 7334	S635
85	BRAN 7335	S635
86	BRAN 7336	S635
87	BRAN 7337	S635
88	BRAN 7338	S635

	CAR NUMBER	AAR CAR TYPE
89	BRAN 7339	S635
90	BRAN 7340	S635
91	BRAN 7341	S635
92	BRAN 7342	S635
93	BRAN 7343	S635
94	BRAN 7344	S635
95	BRAN 7345	S635
96	BRAN 7346	S635
97	BRAN 7347	S635
98	BRAN 7348	S635
99	BRAN 7349	S635
100	BRAN 7350	S635
101	BRAN 7351	S635
102	BRAN 7352	S635
103	BRAN 7353	S635
104	BRAN 7354	S635
105	BRAN 7355	S635
106	BRAN 7356	S635
107	BRAN 7357	S635
108	BRAN 7358	S635
109	BRAN 7359	S635
110	BRAN 7360	S635
111	BRAN 7361	S635
112	BRAN 7362	S635
113	BRAN 7363	S635
114	BRAN 7364	S635
115	BRAN 7365	S635
116	BRAN 7366	S635
117	BRAN 7367	S635
118	BRAN 7368	S635
119	BRAN 7369	S635
120	BRAN 7370	S635
121	BRAN 7371	S635
122	BRAN 7372	S635
123	BRAN 7373	S635
124	BRAN 7374	S635
125	BRAN 7375	S635
126	BRAN 7376	S635
127	BRAN 7377	S635
128	BRAN 7378	S635
129	BRAN 7379	S635
130	BRAN 7380	S635
131	BRAN 7381	S635
132	BRAN 7382	S635
133	BRAN 7383	S635

	CAR NUMBER	AAR CAR TYPE
134	BRAN 7384	S635
135	BRAN 7385	S635
136	BRAN 7386	S635
137	BRAN 7387	S635
138	BRAN 7388	S635
139	BRAN 7389	S635
140	BRAN 7390	S635
141	BRAN 7391	S635
142	BRAN 7392	S635
143	BRAN 7393	S635
144	BRAN 7394	S635
145	BRAN 7395	S635
146	BRAN 7396	S635
147	BRAN 7397	S635

Reference Number	Car Number	AAR Car Type
1	BRAN 6300	S635
2	BRAN 6301	S635
3	BRAN 6302	S635
4	BRAN 6303	S635
5	BRAN 6304	S635
6	BRAN 6305	S635
7	BRAN 6306	S635
8	BRAN 6307	S635
9	BRAN 6308	S635
10	BRAN 6309	S635
11	BRAN 6311	S635
12	BRAN 6312	S635
13	BRAN 6313	S635
14	BRAN 6314	S635