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June 1, 2015

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 June 1, 2015. The primary document to which this is connected is recorded under Recordation Number 30144. We request that this document be recorded under Recordation Number 30144-B.

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

Lessor:

Fifth Third Equipment Finance Company
38 Fountain Square Plaza MD 10904A
Cincinnati, Ohio 45263

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 Termination consists of 198 railcars numbered BRAN 5100-5167, inclusive, 5169-5235, inclusive, and 5237-5299, inclusive.

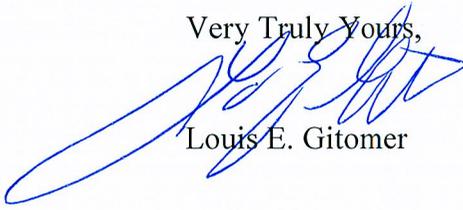
Ms. Cynthia T. Brown
June 1, 2015
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Termination between Fifth Third Equipment Finance Company, 38 Fountain Square Plaza MD 10904A, Cincinnati, Ohio 45263, XPO Intermodal, Inc. (f/k/a Pacer International, Inc.), Five Greenwich Office Park, Greenwich, CT 06831, covering 198 railcars numbered BRAN 5100-5167, inclusive, 5169-5235, inclusive, and 5237-5299, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF TERMINATION

THIS MEMORANDUM OF TERMINATION, dated as of June 1, 2015, by and among XPO INTERMODAL, INC. (formerly known as Pacer International, Inc.) ("Lessee"), and FIFTH THIRD EQUIPMENT FINANCE COMPANY (the "Lessor" and together with Lessee, the "Parties").

WHEREAS, Lessor and Lessee entered into that certain Rail Equipment Net Leasing Agreement No. 101-0074725, dated as of March 30, 2012 between Lessor (successor by assignment from The Huntington National Bank) and Lessee, including Schedule No. 1 dated March 30, 2012 (together with all riders, schedules, and amendments thereto collectively referred to herein as the "Lease")

WHEREAS a Memorandum of Lease Agreement was recorded (i) on March 30, 2012 at 12:45 p.m. with the Surface Transportation Board ("STB") under Recordation No. 30144 covering the equipment described therein and (ii) on April 3, 2012 at with Registrar General of Canada under Document Key 21807 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.

FIFTH THIRD EQUIPMENT FINANCE COMPANY

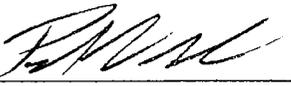
By: *Lisa Mathews Petrina, AVP*

Title: **Lisa Mathews Petrina, AVP**

Name:

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.

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

By: 

Title: *President*

Name: *Paul V. Smith*

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

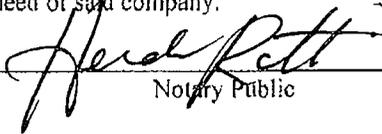
On this _____ day of _____, 2015, before me personally appeared **Lisa Mathews Petrina, AVP**, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of FIFTH THIRD EQUIPMENT FINANCE COMPANY and that the foregoing instrument was signed on behalf of said company 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 Ohio)
) SS.:
COUNTY OF Franklin)

On this 1st 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

198 AAR Umler S367 railcars numbered BRAN 5100-5167, inclusive, 5169-5235, inclusive, and 5237-5299, inclusive.