

RECORDATION NO. 31324
FILED AUGUST 11, 2014 10:06 AM
SURFACE TRANSPORTION BOARD

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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 Lease, a primary document, dated as of August 8, 2014. We request that this document be given the next available recordation number.

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

Lessor:

RBS Asset Finance Master Owner Trust
By Wilmington Trust Company, not in its individual capacity but as owner trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee:

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

A description of the equipment covered by the Memorandum of Lease consists of 159 intermodal railcars numbered BRAN 6300-6309, inclusive, and 6311-6314, inclusive, 7250-7313, inclusive, 7315-7321, inclusive, and 7323-7374, inclusive, and 7376-7397, inclusive.

Ms. Cynthia T. Brown
August 11, 2014
Page 2

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 Lease between RBS Asset Finance Master Owner Trust, By Wilmington Trust Company, not in its individual capacity but as owner trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, and Pacer Stacktrain, Inc., 11231 Phillips Industrial Blvd. East, Building 1, Suite 200, Jacksonville, FL 32256, consisting of 159 intermodal railcars numbered BRAN 6300-6309, inclusive, and 6311-6314, inclusive, 7250-7313, inclusive, 7315-7321, inclusive, and 7323-7374, inclusive, and 7376-7397, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made and entered into as of August 8, 2014 between RBS Asset Finance Master Owner Trust, a Delaware statutory trust ("Lessor") and Pacer Stacktrain, Inc. a Tennessee corporation ("Lessee") with reference to the following:

1. Pursuant to a certain Railcar Lease Agreement dated as of August 8, 2014, between Lessor and Lessee, (the "Lease") and Schedule No. 1 thereto, dated as of August 8, 2014, Lessee agreed to lease from Lessor 159 intermodal railcars as more completely described on Exhibit "A" hereto.
2. This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board under 49 U.S.C. Section 11301 and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.
3. This Memorandum of Lease may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Lease to be executed by a duly authorized officer as of the day and year first above written.

Lessor: RBS ASSET FINANCE MASTER OWNER TRUST

By: Wilmington Trust Company,

not in its individual capacity but solely as owner trustee,

By: [Signature]
Name: _____
Title: _____

State of Delaware)
State of _____)
County of New Castle County) SS.

On this 7 day of August, 2014, before me appeared Jacqueline E. Scharf to me personally known, who being by me duly sworn, stated that he/she is the Assistant Vice President of Wilmington Trust Co. that said instrument was signed on behalf of said company by the 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.



[Signature]
Notary Public

PATRICK A. KANAR
Notary Public
STATE OF DELAWARE
My Commission Expires 2-6-2016

EXHIBIT "A"

159 intermodal railcars bearing the following reporting marks and car numbers:

	CAR MARK	CAR NUMBER	AAR CAR TYPE
1.	BRAN	7250	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

	CAR MARK	CAR NUMBER	AAR CAR TYPE
40.	BRAN	7289	S635
41.	BRAN	7290	S635
42.	BRAN	7291	S635
43.	BRAN	7292	S635
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	7315	S635
66.	BRAN	7316	S635
67.	BRAN	7317	S635
68.	BRAN	7318	S635
69.	BRAN	7319	S635
70.	BRAN	7320	S635
71.	BRAN	7321	S635
72.	BRAN	7323	S635
73.	BRAN	7324	S635
74.	BRAN	7325	S635
75.	BRAN	7326	S635
76.	BRAN	7327	S635
77.	BRAN	7328	S635
78.	BRAN	7329	S635
79.	BRAN	7330	S635
80.	BRAN	7331	S635
81.	BRAN	7332	S635
82.	BRAN	7333	S635

	CAR MARK	CAR NUMBER	AAR CAR TYPE
83.	BRAN	7334	S635
84.	BRAN	7335	S635
85.	BRAN	7336	S635
86.	BRAN	7337	S635
87.	BRAN	7338	S635
88.	BRAN	7339	S635
89.	BRAN	7340	S635
90.	BRAN	7341	S635
91.	BRAN	7342	S635
92.	BRAN	7343	S635
93.	BRAN	7344	S635
94.	BRAN	7345	S635
95.	BRAN	7346	S635
96.	BRAN	7347	S635
97.	BRAN	7348	S635
98.	BRAN	7349	S635
99.	BRAN	7350	S635
100.	BRAN	7351	S635
101.	BRAN	7352	S635
102.	BRAN	7353	S635
103.	BRAN	7354	S635
104.	BRAN	7355	S635
105.	BRAN	7356	S635
106.	BRAN	7357	S635
107.	BRAN	7358	S635
108.	BRAN	7359	S635
109.	BRAN	7360	S635
110.	BRAN	7361	S635
111.	BRAN	7362	S635
112.	BRAN	7363	S635
113.	BRAN	7364	S635
114.	BRAN	7365	S635
115.	BRAN	7366	S635
116.	BRAN	7367	S635
117.	BRAN	7368	S635
118.	BRAN	7369	S635
119.	BRAN	7370	S635
120.	BRAN	7371	S635
121.	BRAN	7372	S635
122.	BRAN	7373	S635
123.	BRAN	7374	S635
124.	BRAN	7376	S635
125.	BRAN	7377	S635

126.	BRAN	7378	S635
127.	BRAN	7379	S635
128.	BRAN	7380	S635
129.	BRAN	7381	S635
130.	BRAN	7382	S635
131.	BRAN	7383	S635
132.	BRAN	7384	S635
133.	BRAN	7385	S635
134.	BRAN	7386	S635
135.	BRAN	7387	S635
136.	BRAN	7388	S635
137.	BRAN	7389	S635
138.	BRAN	7390	S635
139.	BRAN	7391	S635
140.	BRAN	7392	S635
141.	BRAN	7393	S635
142.	BRAN	7394	S635
143.	BRAN	7395	S635
144.	BRAN	7396	S635
145.	BRAN	7397	S635

Reference Number	Car Mark	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