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20036

RECORDATION NO. 30134-A FILED
January 4, 2016 11:35 AM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

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January 4, 2016

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease, dated as of December 31, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 30134.

The names and addresses of the parties to the enclosed document are:

Lessor:	BB&T Equipment Finance Corporation 600 Washington Avenue, Suite 201 Towson, Maryland 21204
Lessee::	XPO Stacktrain, LLC (f/k/a Pacer Stacktrain, LLC and successor to Pacer Stacktain, Inc.) 11231 Phillips Industrial Blvd. East Building 1, Suite 200 Jacksonville, FL 32256

A description of the railroad equipment covered by the enclosed document is:

All railcars covered by the Memorandum of Lease Agreement filed with the Board under Recordation Number 30134 are TERMINATED.

Chief
Section of Administration
January 4, 2016
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A short summary of the document to appear in the index is:

Memorandum of Termination of Lease.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

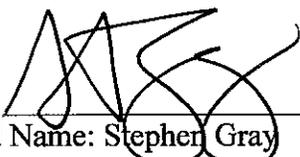
MEMORANDUM OF TERMINATION OF LEASE

The undersigned, **BB&T EQUIPMENT FINANCE CORPORATION** (“Lessor”) and **XPO STACKTRAIN, LLC**. (formerly known as Pacer Stacktrain, LLC and successor by conversion of Pacer Stacktrain, Inc.) (“Lessee”), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby give notice that Lessor and Lessee do hereby terminate that certain Railcar Lease Agreement dated as of March 27, 2012, including (without limitation) that certain Schedule No. 1 thereto, dated as of March 27, 2012, as amended, modified or supplemented (together with all of the riders, schedules and other attachments thereto, collectively, the “Lease”), between Lessor and Lessee.

A Memorandum of Lease Agreement was duly filed and recorded with the Surface Transportation Board on March 27, 2012, under Recordation Number 30134. This document constitutes a full termination of the Lease and Lessor’s liens are released with respect to the Lease and the railcars leased thereunder. The parties are filing this Memorandum of Termination of Lease with the Surface Transportation Board to show for the public record the termination of the Lease and Lessor’s liens on the railcars leased thereunder.

This Memorandum of Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease.

Dated: December 31, 2015
BB&T Equipment Finance Corporation
Lessor

By: 
Printed Name: Stephen Gray
Title: Senior Vice President

XPO Stacktrain, LLC (formerly known as
Pacer Stacktrain, LLC and successor by
conversion of Pacer Stacktrain, Inc.)
Lessee

By: _____
Printed Name: _____
Title: _____

MEMORANDUM OF TERMINATION OF LEASE

The undersigned, **BB&T EQUIPMENT FINANCE CORPORATION** (“Lessor”) and **XPO STACKTRAIN, LLC**. (formerly known as Pacer Stacktrain, LLC and successor by conversion of Pacer Stacktrain, Inc.) (“Lessee”), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby give notice that Lessor and Lessee do hereby terminate that certain Railcar Lease Agreement dated as of March 27, 2012, including (without limitation) that certain Schedule No. 1 thereto, dated as of March 27, 2012, as amended, modified or supplemented (together with all of the riders, schedules and other attachments thereto, collectively, the “Lease”), between Lessor and Lessee.

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This Memorandum of Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease.

Dated: December ____, 2015
BB&T Equipment Finance Corporation
Lessor

XPO Stacktrain, LLC (formerly known as
Pacer Stacktrain, LLC and successor by
conversion of Pacer Stacktrain, Inc.)
Lessee

By: _____
Printed Name: _____
Title: _____

By: 
Printed Name: Paul V. Smith
Title: President

State of Maryland)
)
County of Baltimore) ss.

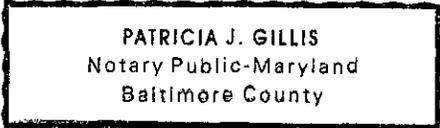
On this 30th day of December, 2015, before me personally appeared Stephen Gray, to me personally known, who, being duly sworn did say that he is a Senior Vice President of BB&T EQUIPMENT FINANCE CORPORATION, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Patricia J. Gillis

NOTARY PUBLIC

My commission expires:
December 4, 2016



State of Ohio)
) ss.
County of Delaware)

On this 30th day of December, 2015, before me personally appeared Paul V. Smith, to me personally known, who, being duly sworn did say that (s)he is a President of XPO Stacktrain, LLC (formerly known as Pacer Stacktrain, LLC and successor by conversion of Pacer Stacktrain, Inc.) and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


NOTARY PUBLIC

My commission expires:

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

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: January 4, 2016

Edward M. Luria

Edward M. Luria