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April 1, 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 Termination, a secondary document, dated as of March __, 2014. The primary document to which this is connected is recorded under Recordation Number 28021. We request that this document be recorded under Recordation Number 28021-E.

The name and address of the party to the Termination is:

Administrative Agent:

Bank of America, N.A.
135 South LaSalle Street
Chicago, Illinois 60603

A description of the equipment covered by the Termination consists of all railroad equipment secured under the Memorandum of Amended and Restated Security Agreement dated as of August 28, 2009, the Memorandum of Amended and Restated Security Agreement and Partial Termination dated as of December 30, 2010, and the Memorandum of First Amendment to Credit Agreement dated as of July 6, 2012.

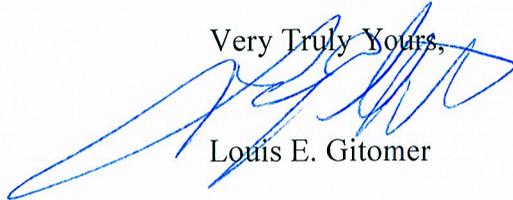
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A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
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A short summary of the document to appear in the index follows: a Termination by Bank of America, N.A., 135 South LaSalle Street, Chicago, Illinois 60603, covering all railroad equipment secured under the Memorandum of Amended and Restated Security Agreement dated as of August 28, 2009, the Memorandum of Amended and Restated Security Agreement and Partial Termination dated as of December 30, 2010, and the Memorandum of First Amendment to Credit Agreement dated as of July 6, 2012.

Very Truly Yours,



Louis E. Gitomer

Enclosure

TERMINATION

This Termination dated as of March 31, 2014 is made by Bank of America, N.A., as “Administrative Agent.”

WHEREAS, Administrative Agent, Pacer International, Inc., CTP Leasing, Inc., Intermodal Container Service, Inc., Manufacturers Consolidation Service Of Canada, Inc., Ocean World Lines, Inc., OWL Air, Inc., Pacer Cartage, Inc., Pacer Container Line, Inc., Pacer Distribution Services, Inc., Pacer Services, Inc., Pacer Stacktrain, Inc., Pacer Transport, Inc., Pacer Transportation Solutions, Inc., PDS Trucking, Inc., Rail To Rail Transport, Inc., RF International, Ltd., S&H Leasing, Inc., and S&H Transport, Inc., as “Grantors,” and Lenders entered that certain Amended and Restated Credit and Guaranty Agreement dated as of August 28, 2009 (“Credit Agreement”), and Administrative Agent and Grantors entered that certain Amended and Restated Security Agreement dated as of August 28, 2009 (“Security Agreement”), as amended and supplemented, for the railroad equipment bearing reporting marks and road numbers and related leases, books and records and moneys payable in respect of the railroad equipment that were pledged pursuant to the Credit Agreement and the Security Agreement (the “Equipment”), and that a Memorandum of Amended and Restated Security Agreement dated as of August 28, 2009 between Administrative Agent and Grantors, evidencing the Credit Agreement and Security Agreement, which was recorded at the Surface Transportation Board (the “Board”) under Recordation No. 28021 on August 28, 2009 and pursuant to Section 105 of the *Canada Transportation Act* (the “CTA”) under Document Key 20162.

WHEREAS, Administrative Agent, Grantors, and Lenders entered that certain Second Amended and Restated Credit Agreement dated as of December 30, 2010 (“Second Amended Credit Agreement”), and that a Memorandum of Amended and Restated Security Agreement and Partial Termination dated as of December 30, 2010 between Administrative Agent and Grantors, evidencing the Second Amended Credit Agreement, which was recorded at the Board under Recordation No. 28021-A on December 30, 2010 and pursuant to the CTA under Document Key 21235.

WHEREAS, Administrative Agent, Grantors, and Lenders entered that certain First Amendment to Credit Agreement dated as of July 6, 2012 (“First Amendment to Credit Agreement”), and that a Memorandum of First Amendment to Credit Agreement dated as of July 6, 2012 Administrative Agent and Grantors, evidencing the First Amendment to Credit Agreement, which was recorded at the Board under Recordation No. 28021-D on July 13, 2012.

WHEREAS, as of the date hereof, all amounts due for the Equipment under the Credit Agreement and Security Agreement, Second Amended Credit Agreement, and First Amendment to Credit Agreement have been paid in full.

