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RECORDATION NO. 23669-C FILED

DEC 03 '01 2-34 PM

**SURFACE TRANSPORTATION BOARD**

lgitomer@bjllp.com

December 3, 2001

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of December 3, 2001. The primary document to which this is connected is recorded under Recordation No. 23669. We request that this document be recorded under Recordation No. 23669-C.

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

Lessor:

General Electric Railcar Services, Inc.  
161 North Clark Street  
Chicago, IL 60601

Lessee:

Pacer International, Inc.  
2300 Clayton Road, Suite 1200  
Concord, CA 94520-2100

A description of the equipment covered by the Memorandum of Lease Agreement consists of 59 Intermodal Cars numbered BRAN 7441-7499, inclusive.

**BALL JANIK LLP**

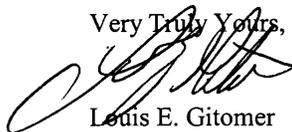
Honorable Vernon A. Williams  
December 3, 2001  
Page 2

A fee of \$ 28.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between General Electric Railcar Services, Inc., 161 North Clark Street, Chicago, IL 60601, and Pacer International, Inc., 2300 Clayton Road, Suite 1200, Concord, CA 94520-2100, covering 59 Intermodal Cars numbered BRAN 7441-7499, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT ("Memorandum") is made and entered into as of December 3, 2001, by any between GENERAL ELECTRIC RAILCAR SERVICES, INC., its successors and assigns ("Lessor"), and PACER INTERNATIONAL, INC. ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, pursuant to the terms of that certain Railcar Lease Agreement dated as of September 25, 2001, and Equipment Schedule No. 4 thereto dated as of December 3, 2001 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee, those certain railcars described on Schedule A attached hereto and more fully described in the Lease.
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum.

[signature page to follow]

RECORDATION NO. 23669-C FILED

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SURFACE TRANSPORTATION BOARD

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

GENERAL ELECTRIC RAILCAR SERVICES, INC.

By: Joseph Lattanzio  
Name: Joseph Lattanzio  
Title: Executive Vice President

PACER INTERNATIONAL INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

GENERAL ELECTRIC RAILCAR SERVICES, INC.

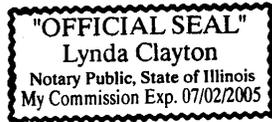
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PACER INTERNATIONAL INC.

By: *J B Doherty*  
Name: J B Doherty  
Title: Treasurer

STATE OF ILLINOIS            )  
  ) SS.  
COUNTY OF COOK            )

On this 3 day of December, 2001, before me appeared Joseph Lattanzio, person who signed this instrument, who acknowledged that he/she is the Executive Vice President of GENERAL ELECTRIC RAILCAR SERVICES, INC. and that, being duly authorized he/she signed such instrument as a free act on behalf of said corporation.



Lynda Clayton  
Notary Public

[SEAL]

My Commission expires:

July 2, 2004

STATE OF \_\_\_\_\_ )  
  ) SS.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of December, 2001, before me appeared \_\_\_\_\_, person who signed this instrument, who acknowledged that he/she is the \_\_\_\_\_ of PACER INTERNATIONAL, INC. and that, being duly authorized he/she signed such instrument as a free act on behalf of said corporation.

\_\_\_\_\_  
Notary Public

[SEAL]

My Commission expires:

\_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of December, 2001, before me appeared \_\_\_\_\_,  
person who signed this instrument, who acknowledged that he/she is the  
\_\_\_\_\_ of GENERAL ELECTRIC RAILCAR SERVICES, INC. and that,  
being duly authorized he/she signed such instrument as a free act on behalf of said corporation.

\_\_\_\_\_  
Notary Public

[SEAL]

My Commission expires:  
\_\_\_\_\_

STATE OF California )  
 ) SS.  
COUNTY OF Contra Costa )

On this 3<sup>rd</sup> day of December, 2001, before me appeared Joseph B. Doherty  
person who signed this instrument, who acknowledged that he/she is the  
Treasurer of PACER INTERNATIONAL, INC. and that, being duly authorized  
he/she signed such instrument as a free act on behalf of said corporation.



Hilary Anne Young  
Notary Public

My Commission expires:

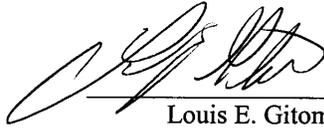
6/13/04  
ay

**SCHEDULE A**

**Description of Cars:** Fifty-nine (59) Intermodal Cars bearing reporting marks:  
BRAN 7441 through BRAN 7499, inclusive

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of December 3, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer  
December 3, 2001