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RECORDATION NO. 23370 FILED
FEB 1 '01 4-32 PM
7⁵
SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

February 1, 2001

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

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of February 1, 2000. We request that this document be given the next available Recordation Number.

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

Lessor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, MD 21204

Lessee:

Pacer International, Inc.
1340 Treat Blvd., Suite 200
Walnut Creek, CA 94596

A description of the equipment covered by the Memorandum of Lease Agreement consists of 52 three unit MAXI IV intermodal railcars numbered BRAN 6000-6051, inclusive.

BALL JANIK LLP

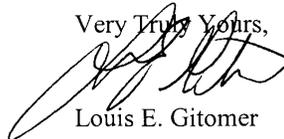
Honorable Vernon A. Williams
February 1, 2001
Page 2

A fee of \$ 27.00 is enclosed. Please return three originals 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 LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Pacer International, Inc., 1340 Treat Blvd., Suite 200, Walnut Creek, CA 94596, covering 52 three unit MAXI IV intermodal railcars numbered BRAN 6000-6051, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 23370 FILED

FEB 1 '01 4-32 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of ~~January~~ ^{February} 1, 2001

between

PACER INTERNATIONAL, INC.
as Lessee,

and

LASALLE NATIONAL LEASING CORPORATION, ITS SUCCESSORS
AND ASSIGNS
as Lessor

FILED WITH THE REGISTRAR GENERAL OF CANADA
PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION
ACT

on _____, 2001 at __:__.m.

MEMORANDUM OF LEASE AGREEMENT FEB 1 '01 4-32 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 1, 2001, by and between LASALLE NATIONAL LEASING CORPORATION, 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, those certain railcars described on Schedule A attached hereto.

All of such railcars are more fully described in that certain Railcar Master Lease Agreement dated as of February 1, 2001, and Schedule No. 1 thereto and incorporating the terms thereof, dated as of February 1, 2001 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

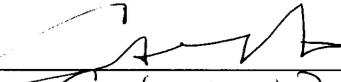
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

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

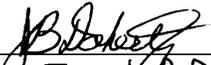
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LASALLE NATIONAL LEASING CORPORATION

By: 
Name: Constance W. Lancaster
Title: 1st VP

PACER INTERNATIONAL, INC.

By: 
Name: Joseph B. Doherty
Title: Treasurer

STATE OF MARYLAND)
) ss.
COUNTY OF Baltimore)

On this 24th day of January, 2001 before me appeared Constance W. Lancaster, the person who signed this instrument, who acknowledged that (s)he is the First Vice Pres. d.w. of LASALLE NATIONAL LEASING CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] REGINA M. MCMANUS
NOTARY PUBLIC
BALTIMORE COUNTY

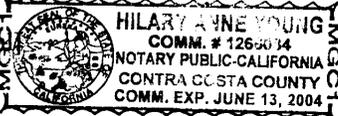
Regina M. McManus
Notary Public

My commission expires:

October 1, 2004

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

On this 22 day of January, 2001 before me appeared Joe Doherty the person who signed this instrument, who acknowledged that the is the Measure of PACER INTERNATIONAL, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]  HILARY ANNE YOUNG
COMM. # 1266034
NOTARY PUBLIC-CALIFORNIA
CONTRA COSTA COUNTY
COMM. EXP. JUNE 13, 2004

Hilary Anne Young
Notary Public

My commission expires:

June 13, 2004

SCHEDULE A
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

SEE ATTACHED

LASALLE NATIONAL LEASING CORPORATION

SCHEDULE OF EQUIPMENT

Lessee: PACER INTERNATIONAL, INC.

Approved By: _____
 (Lessee to initial each page)

Attached to Bill of Sale dated _____ 19 _____ Equipment located at: _____
 and/or _____ Street No. _____

Equipment Schedule No. 1 _____
 City County State Zip

Manufacturer and/or Vendor Name & Invoice No.	Description	Invoice Cost
Gunderson Inc. 4350 NW Front Avenue Portland, OR 97210 Invoice No.: 39944	52 - 3 Unit MAXI IV Intermodal Railcars Car Nos: BRAN 6000 - 6051	
	INVOICE TOTAL	
	LOCATION TOTAL	
	SCHEDULE TOTAL	