

RECORDATION NO. 25807 FILED

AUG 29 '05

12-30 P.M.

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

August 29, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of August 25, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, Rhode Island 02903-2448

Lessee: Pacer International, Inc.
1340 Treat Blvd., Suite 200
Walnut Creek, California 94596

Mr. Vernon A. Williams
August 29, 2005
Page 2

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

15 container cars: BRAN 6300 - BRAN 6314.

A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$33.00 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,



Robert W. Alvord

RWA/anm
Enclosures

Bank of America



One Financial Plaza
Providence, Rhode Island 02903-2305

RECORDATION NO. 25807 FILED

AUG 29 '05

12-30 PM

SURFACE TRANSPORTATION BOARD

FILED AND RECORDED WITH THE _____

On: _____

At: _____

And given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of August 25, 2005 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Lessor") and Pacer International, Inc., a Tennessee corporation ("Lessee"), as such agreement relates to Lease Schedule No. 41080-11500-011 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 15 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: August 25, 2005

Lessor:
BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name: CHERYL A. VALCOURT

Title: Vice President

Lessee:
PACER INTERNATIONAL, INC.

By: _____

Name: Joseph B. Decherty

Title: VP & Treasurer

SCHEDULE A EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Master Equipment Lease Agreement

With: **PACER INTERNATIONAL, INC.**
APPLICABLE RECOVERY PERIOD: 7 Years

	SERIAL NUMBER
--	---------------

Vendor: Gunderson Inc.
4350 NW Front Avenue
Portland, OR 97210

The following Equipment is delivered to: Port of Los Angeles, California

15 Gen. Arr. Maxi-IV 3-Unit Container Car

- BRAN 6300
- BRAN 6301
- BRAN 6302
- BRAN 6303
- BRAN 6304
- BRAN 6305
- BRAN 6306
- BRAN 6307
- BRAN 6308
- BRAN 6309
- BRAN 6310
- BRAN 6311
- BRAN 6312
- BRAN 6313
- BRAN 6314

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name: **CHERYL A. VALCOURT**

Title: **Vice President**

PACER INTERNATIONAL, INC.

By: _____

Name: **Joseph B. Doherty**

Title: **VP & Treasurer**

STATE OF: CALIFORNIA

SS.

COUNTY OF: CONTRA COSTA

On AUGUST 26, 2005 before me, NINA S YAO
(Notary Name and Title)

personally appeared JOSEPH B. DOHERTY personally known to me (or
~~proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/~~are~~ subscribed
to within the instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~
authorized capacity (~~ies~~), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the
entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: *Nina Yao*

(Notary Seal)



STATE OF: Rhode Island

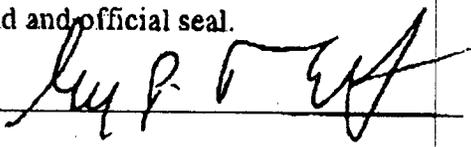
SS.

COUNTY OF: Providence

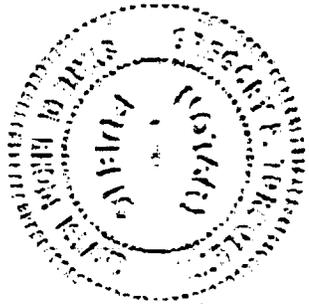
On August 29, 2005 before me, Gregory P. Torcicetti
(Notary Name and Title)

personally appeared Cheryl A. Valcourt personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: 

(Notary Seal)



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: _____

8/29/05



Robert W. Alvord