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August 25, 2009

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Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 24569-B FILED

AUG 25 '09 -1 08 AM

Dear Acting Secretary Quinlan.

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301

The document is an Amendment, a secondary document, dated as of August 24, 2009. The primary document to which this is connected is recorded Recordation No. 24569. We request that this document be recorded under Recordation No. 24569-B.

The name and address of the party to the Amendment is.

Collateral Agent:

Deutsche Bank Trust Company Americas
60 Wall Street
New York, NY 10005

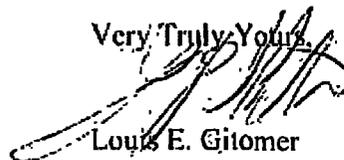
A description of the equipment covered by the Amendment consists of all equipment covered by the Memorandum of Security Agreement.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: an Amendment by Deutsche Bank Trust Company Americas, 60 Wall Street, New York, NY 10005, covering all equipment covered by the Memorandum of Security Agreement.

Very Truly Yours,



Louis E. Gitomer

Enclosure

AUG 25 '09 -1 08 AM

AMENDMENT

SURFACE TRANSPORTATION BOARD

Deutsche Bank Trust Company of Americas ("DBT"), as Collateral Agent, executed a Full Release and Termination of Security Agreement dated as of April 5, 2007 (the "Release"). The purpose of the Release was to release and terminate *in toto* the Security Agreement dated June 10, 2003 between DBT and Pacer International, Inc. ("Pacer") and the Memorandum of Security Agreement dated as of August 1, 2003 between DBT and Pacer and fully release and discharge all the collateral described therein and covered thereby for the benefit of Pacer.

The Release was recorded with the Surface Transportation Board on April 7, 2006 under Recordation No. 24569-A. The Release named Pacer International Inc. ("PII"), as the beneficiary, instead of Pacer. The purpose of this Amendment is to amend the Release to substitute Pacer as the beneficiary of the Release instead of PII.

IN WITNESS WHEREOF, DBT has duly executed this Amendment as of August 24, 2009.

Deutsche Bank Trust Company of Americas,
as Collateral Agent

By: *Marquerite Sutton*
Name: Marquerite Sutton
Title: Director

By: *E. J. Landaeta*
Name: Enrique Landaeta
Title: Vice President

STATE OF New York)
COUNTY OF New York) ss.

On this 24 day of August 2009, before me, Maureen E. Thomas, the undersigned Notary Public, personally appeared Maureen E. Thomas personally known to me to be the person who executed the within instrument as Director/Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Maureen E. Thomas
Notary Public

My commission expires:

MAUREEN E THOMAS
Notary Public - State of New York
No. 01TH6098264
Qualified in Bronx County
Certified in New York County
My Commission Expires 9/08/2011

