

RECORDATION NO. 23370 - J FILED

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**SURFACE TRANSPORTATION BOARD**

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

April 1, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W  
Washington, D C 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Leases, dated as of April 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement previously filed with the Board under Recordation Numbers 23370-A and 23370-A and is a complete termination of both leases.

The name and address of the party to the enclosed document are:

Lessor	General Electric Railcar Services Corporation 161 North Clark Street, 7th Floor Chicago, Illinois 60601
[Lessee:	Pacer International Inc. 1340 Treat Blvd Suite 200 Walnut Creek California 94596]

Chief, Section of Administration  
April 1, 2011  
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A description of the railroad equipment covered by the enclosed document is:

148 three unit MAXI IV intermodal railcars: BRAN 6052 - BRAN 6199.

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

Notice of Full Termination of Leases.

Also enclosed is a check in the amount of \$41.00 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,



Edward M. Luria

RWA/EML/bhs  
Enclosures

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**NOTICE OF FULL TERMINATION OF LEASES**

**SURFACE TRANSPORTATION BOARD**

The undersigned, GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, successor to LaSalle National Leasing Corporation, as Lessor (the "Lessor") for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that Equipment Schedule No. 2 dated as of January 2, 2001 ("Equipment Schedule 2") between Lessor and PACER INTERNATIONAL, INC., as Lessee (the "Lessee"), and Equipment Schedule No 3 dated as of January 2, 2001 ("Equipment Schedule 3") between Lessor and Lessee each of which incorporates by reference that certain Railcar Lease Agreement dated as of January 2, 2001 between Lessor, as successor in interest to LaSalle National Leasing Corporation, and Lessee, which Railcar Lease Agreement includes Rider No. 1 dated as of January 2, 2001 between Lessor, as successor in interest to LaSalle National Leasing Corporation, and Lessee and Rider No. 2 dated as of January 2, 2001 between Lessor, as successor in interest to LaSalle National Leasing Corporation, and Lessee (collectively, as amended, the "Leases"); as amended, modified or supplemented have been terminated

Memoranda of Leases referring to the above listed Equipment Schedules were duly filed and recorded with the Surface Transportation Board (the "Board") pursuant to the provisions of 49 U.S.C Section 11301 as STB Recordation Numbers 23370-A (filed February 26, 2001 at 3 28 p.m ) and 23370-B (filed February 28, 2001 at 2:27 p m ) This document constitutes a notice that each of those Leases has been terminated

This Notice of Full Termination of Leases is executed without prejudice to the rights or obligations of the parties which expressly survive under the Leases or by agreement between the Lessor and the Lessee.

Dated: April 1, 2011

[Signature page follows]

IN WITNESS WHEREOF, Lessor has executed this Notice of Full Termination of Leases as of the day and year set forth above

LESSOR:  
GENERAL ELECTRIC RAILCAR SERVICES  
CORPORATION

By: General Electric Railcar Services  
Corporation

By: Patrice A. Powers  
Name: Patrice A. Powers  
Title: Vice President

**ACKNOWLEDGEMENT:**

I, Patrice A Powers, certify that I am Vice President of General Electric Railcar Services Corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare under penalty of perjury that the foregoing is true and correct Executed on April 1, 2011.

Patrice A. Powers

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: April 1, 2011

  
Edward M. Luria