

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

March 30, 2012

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 Termination of Lease, dated as of March 30, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination relates to the Memorandum of Lease and related documents previously filed with the Board under Recordation Number 22175.

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

Lessor: Wells Fargo Bank, National Association
(successor to Transamerica Leasing Inc.
and others)
301 South College Street, 18th Floor
Charlotte, NC 28202

[Lessee: Pacer International
6805 Perimeter Dr.
Dublin, OH 43016]

Chief
Section of Administration
March 30, 2012
Page 2

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

All railcars at any time covered by the Lease and identified in the primary and secondary filings made under Recordation Number 22175 are TERMINATED.

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

Notice of Termination of Lease.

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

EML/sem
Enclosures

NOTICE OF TERMINATION OF LEASE

The undersigned, WELLS FARGO BANK, NATIONAL ASSOCIATION (successor to Transamerica Leasing Inc. and others), as Lessor, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the Purchase, Sale and Lease Agreement, dated May 28, 1999, between Transamerica Leasing Inc., as Lessor, and Pacer International Inc., as Lessee, and each lease amendment and supplement thereto (the "Lease"), with respect to the railcars with reporting marks and road numbers BRAN 5100 through BRAN 5299 (except BRAN 5236) (the "Railroad Equipment").

A memorandum of the Lease was duly filed and recorded with the Surface Transportation Board ("STB") on May 28, 1999 at 10:30 a.m. under Recordation Number 22175. Subsequently thereto, the documents listed in Schedule A relating to the Lease were duly filed with the Surface Transportation Board. This document constitutes a release of all interests, claims, liens, or encumbrances relating to the lease of the Railroad Equipment at any time covered by the Lease and identified in the primary and secondary filings made under Recordation Number 22175.

This document does not affect the survivability of the provisions of the Lease that expressly survive the termination of the Lease.

[Signature Page to Follow]

Schedule A

1. Memorandum of Assignment of Lease, dated September 16, 1999, between Transamerica Leasing Inc., Assignor, and Fifth Third Leasing Company, Assignee, filed with the Board on September 16, 1999, under Recordation Number 22175-A.
2. Memorandum of Assignment of Lease, dated September 28, 2007, between Fifth Third Leasing Company, Seller/Assignor, and Railcar Investment LLC, Buyer/Assignee, filed with the Board on October 1, 2007, under Recordation Number 22175-C.
3. Memorandum of Assignment of Lease, dated July 1, 2010, between Railcar Investment LLC, Assignor, and Wachovia Financial Services, Inc., Assignee, filed with the Board on August 26, 2010, under Recordation Number 22175-E.

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: 3/30/12

Edward M Luria
Edward M. Luria