

RECORDATION NO. 22175-H FILED
April 2, 2012 04:10 PM
SURFACE TRANSPORTATION BOARD

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

April 2, 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 Full Release of Security Interest, 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 release and relates to the documents previously filed with the Board under Recordation Number 22175.

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

Lender: General Electric Capital Corporation (successor to
Transamerica Leasing Inc.)
201 High Ridge Road
Stamford, CT 06905

[Debtor: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

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

Chief
Section of Administration
April 2, 2012
Page 2

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

All interests, claims, liens, or encumbrances over the railcars and the lease at any time covered by the primary and secondary filings made under Recordation Number 22175 are RELEASED, including railcars within the series BRAN 5100 – BRAN 5299 as more particularly set forth in the attachment to the document.

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

Full Release of Security Interest.

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

FULL RELEASE OF SECURITY INTEREST

The undersigned, GENERAL ELECTRIC CAPITAL CORPORATION (successor to Transamerica Leasing Inc.), as Lender (the "Lender"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge any and all security interests held by it on the railcars listed on Exhibit A annexed hereto (the "Railroad Equipment") and on 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"), each of these security interests intended to have been granted to the Lender pursuant to the Loan and Security Agreement, dated as of September 16, 2002, between Wells Fargo Bank, N.A. (as assignee of The Fifth Third Leasing Company) as Borrower and the Lender, as amended and supplemented.

This document constitutes a release of all interests, claims, liens, or encumbrances over the Railroad Equipment and the Lease made under any of the filings recorded in Recordation Number 22175 at the Surface Transportation Board, including a release of all liens over the Railroad Equipment under the documents listed on, and purportedly recorded as set forth on, Schedule 1 annexed hereto. The terminations, releases and discharges set forth herein are made in each case without recourse, representation or warranty of any kind whatsoever.

Dated: March 30, 2012

GENERAL ELECTRIC CAPITAL
CORPORATION

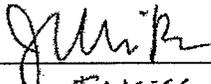
By: 
Printed Name: JANICE L. WHITE
Title: ATTORNEY-IN-FACT

EXHIBIT A

The following Railcars leased under the Lease:

**AAR UMLER "BRAN" OPERATING MARKS
(BRANDON CORPORATION SHORT LINE
REPORTING MARKS)**

COUNT	CAR NUMBER	AAR CAR TYPE
1	5100	S367
2	5101	S367
3	5102	S367
4	5103	S367
5	5104	S367
6	5105	S367
7	5106	S367
8	5107	S367
9	5108	S367
10	5109	S367
11	5110	S367
12	5111	S367
13	5112	S367
14	5113	S367
15	5114	S367
16	5115	S367
17	5116	S367
18	5117	S367
19	5118	S367
20	5119	S367
21	5120	S367
22	5121	S367
23	5122	S367
24	5123	S367
25	5124	S367
26	5125	S367
27	5126	S367
28	5127	S367
29	5128	S367
30	5129	S367
31	5130	S367
32	5131	S367
33	5132	S367
34	5133	S367
35	5134	S367
36	5135	S367
37	5136	S367
38	5137	S367
39	5138	S367
40	5139	S367
41	5140	S367
42	5141	S367
43	5142	S367

44	5143	S367
45	5144	S367
46	5145	S367
47	5146	S367
48	5147	S367
49	5148	S367
50	5149	S367
51	5150	S367
52	5151	S367
53	5152	S367
54	5153	S367
55	5154	S367
56	5155	S367
57	5156	S367
58	5157	S367
59	5158	S367
60	5159	S367
61	5160	S367
62	5161	S367
63	5162	S367
64	5163	S367
65	5164	S367
66	5165	S367
67	5166	S367
68	5167	S367
69	5169	S367
70	5170	S367
71	5171	S367
72	5172	S367
73	5173	S367
74	5174	S367
75	5175	S367
76	5176	S367
77	5177	S367
78	5178	S367
79	5179	S367
80	5180	S367
81	5181	S367
82	5182	S367
83	5183	S367
84	5184	S367
85	5185	S367
86	5186	S367
87	5187	S367
88	5188	S367
89	5189	S367
90	5190	S367
91	5191	S367
92	5192	S367
93	5193	S367
94	5194	S367

*5168
Destroyed

95	5195	S367
96	5196	S367
97	5197	S367
98	5198	S367
99	5199	S367
100	5200	S367
101	5201	S367
102	5202	S367
103	5203	S367
104	5204	S367
105	5205	S367
106	5206	S367
107	5207	S367
108	5208	S367
109	5209	S367
110	5210	S367
111	5211	S367
112	5212	S367
113	5213	S367
114	5214	S367
115	5215	S367
116	5216	S367
117	5217	S367
118	5218	S367
119	5219	S367
120	5220	S367
121	5221	S367
122	5222	S367
123	5223	S367
124	5224	S367
125	5225	S367
126	5226	S367
127	5227	S367
128	5228	S367
129	5229	S367
130	5230	S367
131	5231	S367
132	5232	S367
133	5233	S367
134	5234	S367
135	5235	S367
136	5237	S367
137	5238	S367
138	5239	S367
139	5240	S367
140	5241	S367
141	5242	S367
142	5243	S367
143	5244	S367
144	5245	S367
145	5246	S367
146	5247	S367

147	5248	S367
148	5249	S367
149	5250	S367
150	5251	S367
151	5252	S367
152	5253	S367
153	5254	S367
154	5255	S367
155	5256	S367
156	5257	S367
157	5258	S367
158	5259	S367
159	5260	S367
160	5261	S367
161	5262	S367
162	5263	S367
163	5264	S367
164	5265	S367
165	5266	S367
166	5267	S367
167	5268	S367
168	5269	S367
169	5270	S367
170	5271	S367
171	5272	S367
172	5273	S367
173	5274	S367
174	5275	S367
175	5276	S367
176	5277	S367
177	5278	S367
178	5279	S367
179	5280	S367
180	5281	S367
181	5282	S367
182	5283	S367
183	5284	S367
184	5285	S367
185	5286	S367
186	5287	S367
187	5288	S367
188	5289	S367
189	5290	S367
190	5291	S367
191	5292	S367
192	5293	S367
193	5294	S367
194	5295	S367
195	5296	S367
196	5297	S367
197	5298	S367
198	5299	S367

Schedule 1 to Release of Security Interest

1. Memorandum of Lease, dated May 28, 1999, between Transamerica Leasing Inc., as Lessor, and Pacer International Inc., as Lessee, filed with the Board on May 28, 1999, under Recordation Number 22175.
2. 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.
3. Memorandum of Loan and Security Agreement, dated September 16, 1999, between Transamerica Leasing Inc., Secured Party, and Fifth Third Leasing Company, Borrower, filed with the Board on September 16, 1999, under Recordation Number 22175-B.
4. 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.
5. Memorandum of Assignment of Security Agreement, dated September 28, 2007, among General Electric Capital Corporation, Lender, Fifth Third Leasing Company, Debtor, and Railcar Investment LLC, Assignee, filed with the Board on October 1, 2007, under Recordation Number 22175-D.
6. 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.
7. Memorandum of Assignment of Security Agreement, dated July 1, 2010, among General Electric Capital Corporation, Lender, Railcar Investment LLC, Debtor, and Wachovia Financial Services, Inc., Assignee, filed with the Board on August 26, 2010, under Recordation Number 22175-F.

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: 4/2/12

Edward M Luria
Edward M. Luria