

LAW OFFICES OF  
LOUIS E. GITOMER

LOUIS E. GITOMER  
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THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

December 30, 2010

Ms Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 28021-A FILED

DEC 30 '10 -11 3 5 PM

Dear Ms. Brown:

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 a Memorandum of Amended and Restated Security Agreement and Partial Termination, a secondary document, dated as of December 30, 2010. The primary document to which this is connected is recorded under Recordation No. 28021. We request that this document be recorded under Recordation No. 28021-A.

The names and addresses of the parties to the Memorandum of Amended and Restated Security Agreement and Partial Termination are:

Administrative Agent for Secured Parties.

Banc of America, N.A  
Business Capital  
One Centerpointe Drive, Suite 500  
Lake Oswego, OR 97035

Grantors.

Pacer International, Inc.  
CTP Leasing, Inc.  
Intermodal Container Service, Inc.  
Manufacturers Consolidation Service Of Canada, Inc.  
Ocean World Lines, Inc.  
OWL Air, Inc.  
Pacer Cartage, Inc.  
Pacer Container Line, Inc.  
Pacer Distribution Services, Inc.  
Pacer Services, Inc.  
Pacer Stacktrain, Inc.  
Pacer Transport, Inc.  
Pacer Transportation Solutions, Inc.  
PDS Trucking, Inc.

Ms. Cynthia T. Brown  
December 30, 2010  
Page 2

Rail To Rail Transport, Inc.  
RF International, Ltd.  
S&H Leasing, Inc.  
S&H Transport, Inc.  
2300 Clayton Road, Suite 1200  
Concord, CA 94520

A description of the equipment covered by the Memorandum of Amended and Restated Security Agreement and Partial Termination consists of 200 doublestack railcars numbered BRAN 2001, 2003, 2005-2011, inclusive, 2013-2023, inclusive, 2025, 2027-2033, inclusive, 2037-2046, inclusive, 2048-2052, inclusive, 2054-2055, inclusive, 2057, 2061-2064, inclusive, 2066, 2069, 2074, 2075, 2077, 2079, 2081, 2082, 2089, 2090, 2091, 2094, 2095, 2097, 2100, 2101, 2104, 2107, 2108, 2110, 2111, 2113-2115, inclusive, 2117, 2120, 2121, 2123-2127, inclusive, 2129-2134, inclusive, 2136-2139, inclusive, 2141, 2143-2148, inclusive, 2150-2158, inclusive, 2160, 2163-2166, inclusive, 4501-4509, inclusive, 4511-4517, inclusive, 4519-4521, inclusive, 4523-4525, inclusive, 4527-4539, inclusive, 4541-4544, inclusive, 4546, 4547, 4549-4559, inclusive, 4561-4572, inclusive, 4574-4583, inclusive, 4585, 5001, 5002, and 5004-5011, inclusive, and releasing three doublestack railcars numbered BRAN 2004, 2056, and 2112.

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

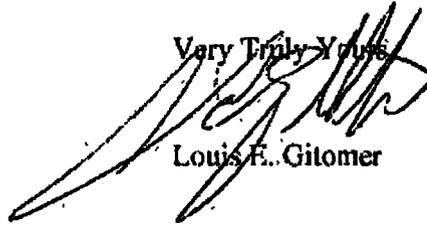
Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Amended and Restated Security Agreement and Partial Termination between Banc of America, N A. Business Capital, One Centerpointe Drive, Suite 500, Lake Oswego, OR 97035, and Pacer International, Inc., CTP Leasing, Inc., Intermodal Container Service, Inc., Manufacturers Consolidation Service Of Canada, Inc , Ocean World Lines, Inc., OWL Air, Inc., Pacer Cartage, Inc , Pacer Container Line, Inc , Pacer Distribution Services, Inc., Pacer Services, Inc., Pacer Stacktrain, Inc., Pacer Transport, Inc., Pacer Transportation Solutions, Inc., PDS Trucking, Inc., Rail To Rail Transport, Inc., RF International, Ltd., S&H Leasing, Inc., and S&H Transport, Inc., 2300 Clayton Road, Suite 1200, Concord, CA 94520, covering 200 doublestack railcars numbered BRAN 2001, 2003, 2005-2011, inclusive, 2013-2023, inclusive, 2025, 2027-2033, inclusive, 2037-2046, inclusive, 2048-2052, inclusive, 2054-2055, inclusive, 2057, 2061-2064, inclusive, 2066, 2069, 2074, 2075, 2077, 2079, 2081, 2082, 2089, 2090, 2091, 2094, 2095, 2097, 2100, 2101, 2104, 2107, 2108, 2110, 2111, 2113-2115, inclusive, 2117.

Ms Cynthia T. Brown  
December 30, 2010  
Page 3

2120, 2121, 2123-2127, inclusive, 2129-2134, inclusive, 2136-2139, inclusive, 2141, 2143-2148, inclusive, 2150-2158, inclusive, 2160, 2163-2166, inclusive, 4501-4509, inclusive, 4511-4517, inclusive, 4519-4521, inclusive, 4523-4525, inclusive, 4527-4539, inclusive, 4541-4544, inclusive, 4546, 4547, 4549-4559, inclusive, 4561-4572, inclusive, 4574-4583, inclusive, 4585, 5001, 5002, and 5004-5011, inclusive, and releasing three doublestack railcars numbered BRAN 2004, 2056, and 2112.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', written over the typed name below.

Louis E. Gitomer

Enclosure

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**MEMORANDUM OF AMENDED AND RESTATED SECURITY AGREEMENT  
AND PARTIAL TERMINATION**

dated as of December 30, 2010

RECORDATION NO. 28021-A FILED

between

DEC 30 '10 -11 3 5 PM

BANK OF AMERICA, N.A.  
as Administrative Agent.

SURFACE TRANSPORTATION BOARD

and

PACER INTERNATIONAL, INC., CTP LEASING, INC., INTERMODAL CONTAINER  
SERVICE, INC., MANUFACTURERS CONSOLIDATION SERVICE OF CANADA, INC.,  
OCEAN WORLD LINES, INC., OWL AIR, INC., PACER CARTAGE, INC., PACER  
CONTAINER LINE, INC., PACER DISTRIBUTION SERVICES, INC., PACER SERVICES,  
INC., PACER STACKTRAIN, INC., PACER TRANSPORT, INC., PACER  
TRANSPORTATION SOLUTIONS, INC., PDS TRUCKING, INC., RAIL TO RAIL  
TRANSPORT, INC., RF INTERNATIONAL, LTD., S & H LEASING, INC., AND S & H  
TRANSPORT, INC.,  
as Grantors

**MEMORANDUM OF AMENDED AND RESTATED SECURITY AGREEMENT  
AND PARTIAL TERMINATION**

THIS MEMORANDUM OF AMENDED AND RESTATED SECURITY AGREEMENT AND PARTIAL TERMINATION (the "Memorandum") is made and entered into as of December 30, 2010, between Bank of America, N.A., as "Administrative Agent" for the "Secured Parties", and Pacer International, Inc., CTP Leasing, Inc., Intermodal Container Service, Inc., Manufacturers Consolidation Service of Canada, Inc., Ocean World Lines, Inc., OWL Air, Inc., Pacer Cartage, Inc., Pacer Container Line, Inc., Pacer Distribution Services, Inc., Pacer Services, Inc., Pacer Stacktrain, Inc., Pacer Transport, Inc., Pacer Transportation Solutions, Inc., PDS Trucking, Inc., Rail to Rail Transport, Inc., RF International, Ltd., S & H Leasing, Inc., and S & H Transport, Inc. ("Grantors"), with reference to the following:

1. This Memorandum is for the purpose of (i) confirming that each Grantor granted to the Administrative Agent (including any successor administrative agent), for the benefit of the Secured Parties, a Lien on and security interest in all of its right, title and interest in and to railroad cars, locomotives, or other rolling stock, or accessories used on such railroad cars, locomotives, or other rolling stock (including superstructures and racks), listed and described on Schedule A attached hereto, and (ii) terminating the Lien on and security interest in the three doublestack railcars numbered BRAN 2004, 2056, and 2112 that have been destroyed.

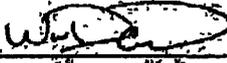
2. A Memorandum of Amended and Restated Security Agreement dated as of August 28, 2009 (the "2009 Memorandum") was recorded with the Surface Transportation Board on August 28, 2009 under Recordation No. 28021.

3. Three doublestack railcars numbered BRAN 2004, 2056, and 2112 have been destroyed. Administrative Agent, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release, and discharge the security interest granted pursuant to that Continuing Security Agreement (as defined in the 2009 Memorandum).

4. This Memorandum of Amended and Restated Security Agreement and Partial Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Amended and Restated Security Agreement and Partial Termination.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Amended and Restated Security Agreement to be executed as of the date first above written.

Bank of America, N.A.  
as Administrative Agent

By:   
Name: William DiCicco  
Title: Assistant Vice President

STATE OF Illinois

COUNTY OF Cook

)  
) ss  
)

On this 23 day of December 2010, before me, Michelle Maloney, the undersigned Notary Public, personally appeared William DiCiccio personally known to me to be the person who executed the within instrument as Assistant Vice President on behalf of Bank of America, N.A., and acknowledged to me that the corporation executed it.

[Seal]

Michelle Maloney  
Notary Public

My commission expires:

5/28/2014



PACER INTERNATIONAL, INC.

INTERMODAL CONTAINER SERVICE, INC. (D/B/A  
HARBOR RAIL TRANSPORT)

MANUFACTURERS CONSOLIDATION SERVICE  
OF CANADA, INC.

PACER CONTAINER LINE, INC.

PACER TRANSPORTATION SOLUTIONS, INC.

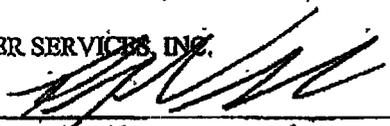
PACER STACKTRAIN, INC.

PACER TRANSPORT, INC.

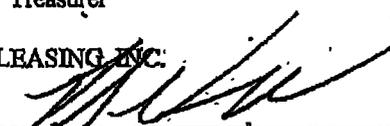
RAIL TO RAIL TRANSPORT, INC.

S & H TRANSPORT, INC.

PACER SERVICES, INC.

By:   
Name: Paul Smith  
Title: Treasurer

CTP LEASING, INC.

By:   
Name: Paul Smith  
Title: President

OCBAN WORLD LINES, INC.

RF INTERNATIONAL, LTD.

S & H LEASING, INC.

PACER CARTAGE, INC.

OWL AIR, INC.

By:   
Name: Paul Smith  
Title: Assistant Treasurer

[Signature Pages Continue]

STATE OF OHIO )  
 ) ss.:  
COUNTY OF Franklin )

On the 23<sup>rd</sup> day of December in the year 2010 before me, the undersigned, personally appeared Paul Smith, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Sharon K. Herrriott  
Notary Public

SHARON K. HERRIOTT  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 08-05-14

PACER DISTRIBUTION SERVICES, INC

PDS TRUCKING, INC

By: *Kent Prokop*

Name: Kent Prokop

Title: President

12-23-10

STATE OF CALIFORNIA )

COUNTY OF LOS ANGELES )

On December 23, 2010, before me, Archie Jackson Jr. A Notary Public, personally appeared Kent Prokop, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within 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.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

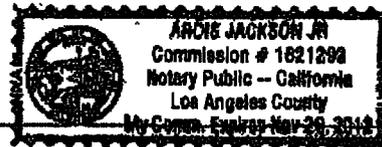
WITNESS my hand and official seal.

Signature



(Seal)

SECURITY AGREEMENT SURFACE TRANSPORTATION



*Address for Notices for Grantors*

*c/o Pacer International, Inc.  
6805 Perimeter Drive  
Dublin, Ohio 43016  
Attention Treasurer  
Telecopier: (614) 923-1998*

**Railroad Memorandum – Pacer International, Inc**

**CHL 42239 3**

## SCHEDULE A-EQUIPMENT

### DESCRIPTION OF RAILCARS AND REPORTING MARKS SUBJECT TO SECURITY AGREEMENT

200 doublestack railcars numbered BRAN 2001, 2003, 2005-2011, inclusive, 2013-2023, inclusive, 2025, 2027-2033, inclusive, 2037-2046, inclusive, 2048-2052, inclusive, 2054-2055, inclusive, 2057, 2061-2064, inclusive, 2066, 2069, 2074, 2075, 2077, 2079, 2081, 2082, 2089, 2090, 2091, 2094, 2095, 2097, 2100, 2101, 2104, 2107, 2108, 2110, 2111, 2113-2115, inclusive, 2117, 2120, 2121, 2123-2127, inclusive, 2129-2134, inclusive, 2136-2139, inclusive, 2141, 2143-2148, inclusive, 2150-2158, inclusive, 2160, 2163-2166, inclusive, 4501-4509, inclusive, 4511-4517, inclusive, 4519-4521, inclusive, 4523-4525, inclusive, 4527-4539, inclusive, 4541-4544, inclusive, 4546, 4547, 4549-4559, inclusive, 4561-4572, inclusive, 4574-4583, inclusive, 4585, 5001, 5002, and 5004-5011, inclusive

**SCHEDULE B-RELEASED EQUIPMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS OF EQUIPMENT  
DESTROYED AND RELEASED FROM THE SECURITY AGREEMENT**

**Three doublestack railcars numbered BRAN 2004, 2056, and 2112**

**Railroad Memorandum – Pacer International, Inc.**

**CHL 42239 3**