

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C

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

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A LESTER

February 24, 2012

RECORDATION NO. 23669-E FILED

FEB 24 '12 -3 30 PM

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

SURFACE TRANSPORTATION BOARD

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 February 17, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the documents previously filed with the Board under Recordation Number 23669.

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
February 24, 2012
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A description of the railroad equipment covered by the enclosed document is:

All railcars in Recordation Number 23669 and secondaries are TERMINATED.

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

EML/SEM
Enclosures

FEB 24 '12 -3 30 PM

NOTICE OF FULL TERMINATION OF LEASES

SURFACE TRANSPORTATION BOARD

The undersigned, GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, as Lessor (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that (a) Equipment Schedule No. 1 dated as of September 25, 2001 between Lessor and PACER INTERNATIONAL, INC, as Lessee (the "Lessee"), as amended and restated by Amended and Restated Equipment Schedule No. 1 dated as of October 12, 2001 between Lessor and Lessee (together, "Equipment Schedule No. 1"), (b) Equipment Schedule No 2 dated as of October 2, 2001 between Lessor and Lessee, as amended and restated by Amended and Restated Equipment Schedule No. 2 dated as of November 14, 2001 (together, "Equipment Schedule No 2"); (c) Equipment Schedule No. 3 dated as of November 1, 2001 between Lessor and Lessee, as amended and restated by Amended and Restated Equipment Schedule No. 2 dated as of December 21, 2001 (together, "Equipment Schedule No. 3"); and (d) Equipment Schedule No 4 dated as of December 3, 2001 between Lessor and Lessee, as amended and restated by Amended and Restated Equipment Schedule No. 2 dated as of December 21, 2001 (together, "Equipment Schedule No. 4"), each of which Equipment Schedule No. 1, Equipment Schedule No. 2, Equipment Schedule No. 3 and Equipment Schedule No. 4 incorporates by reference that certain Railcar Lease Agreement dated as of September 25, 2001 between Lessor and Lessee, which Railcar Lease Agreement includes Rider No. 1 dated as of January 2, 2001 between Lessor and Lessee and Rider No. 2 dated as of January 2, 2001 between Lessor 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 No. 1, Equipment Schedule No. 2, Equipment Schedule No. 3 and Equipment Schedule No. 4 and including an Amendment, 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 23669 (filed September 26, 2001 at 9:37 am), 23669-A (filed October 3, 2001 at 11:49 am), 23669-B (filed November 1, 2001 at 3:39 pm), 23669-C (filed December 3, 2001 at 2:34 pm) and 23669-D (filed December 14, 2001 at 1:02 pm) Memoranda of Leases, including an Amendment, referring to the above listed Equipment Schedule No. 1, Equipment Schedule No. 2, Equipment Schedule No. 3 and Equipment Schedule No. 4, were also duly filed and recorded with the Registrar General of Canada pursuant to the provisions of Section 105 of the Canada Transportation Act as Document Keys 13597, 13663, 13717, 13781 and 13816. This document constitutes a notice that the Lease 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: Feb. 17, 2012

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: 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 Feb. 17, 2012.

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. 2/24/12

Edward M Luria
Edward M Luria