

RECORDATION NO 30335 FILED
August 17, 2012 11:00 AM
SURFACE TRANSPORTATION BOARD

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August 17, 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 Memorandum of Lease, dated as June 8, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: PNC Equipment Finance, LLC
Three PNC Plaza
255 Fifth Avenue, Fourth Floor
Pittsburgh, PA 15222

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

Chief, Section of Administration

August 17, 2012

Page 2

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

14 railcars: BRAN 6300 – BRAN 6314 (excluding 6310).

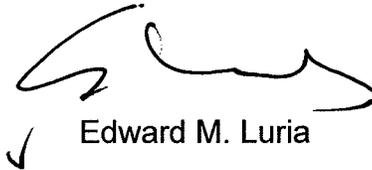
A short summary of the document to appear in the index is:

Memorandum 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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a checkmark to the left of the signature.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made and entered into as of June 8, 2012 between PNC Equipment Finance, LLC, a Delaware limited liability company ("Lessor") and Pacer International, Inc. a Tennessee corporation ("Lessee") with reference to the following:

1. Pursuant to a certain Railcar Lease Agreement dated as of February 28, 2012, between Lessor and Lessee, (the "Lease") and Schedule No. 2 thereto, dated as of June 8, 2012, Lessee agreed to lease from Lessor 14 intermodal railcars as more completely described on Exhibit "A" hereto.

2. This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board under 49 U.S.C. Section 11301 and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

3. This Memorandum of Lease may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

PACER INTERNATIONAL, INC.
Lessee

By: John J. Hafferty
Name: John J. Hafferty
Title: CEO

State of Ohio)
County of Franklin)

SS.

On this 8th day of June, 2012, before me appeared John J. Hafferty, to me personally known, who being by me duly sworn, stated that he/she is the CEO of Pacer International, Inc., that said instrument was signed on behalf of said company by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[Seal]

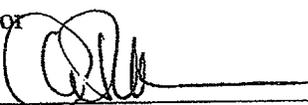
Sharon K. Herriott
Notary Public

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

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Lease to be executed by a duly authorized officer as of the day and year first above written.

PNC EQUIPMENT FINANCE, LLC

Lessor

By: 

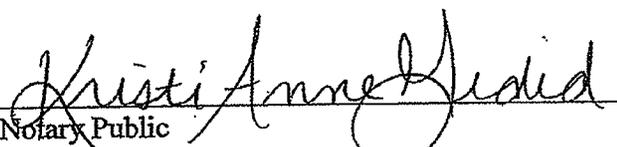
Name: Cheree F. Kurela

Title: Vice President

Commonwealth of Pennsylvania)
County of Allegheny) SS.
)

On this 14 th day of June, 2012, before me appeared Cheree F. Kurela, to me personally known, who being by me duly sworn, stated that she is the Vice President of PNC Equipment Finance, LLC, that said instrument was signed on behalf of said company by the authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[Seal]


Notary Public

My commission expires: November 15, 2015

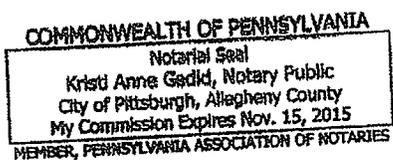


EXHIBIT "A"

14 intermodal railcars manufactured by Gunderson in 2005 bearing the following reporting marks and car numbers:

6/8/2012

AAR UMLER "BRAN" OPERATING MARKS

(BRANDON CORPORATION SHORT LINE REPORTING MARKS)

UPDATED: 6-8-2012

	CAR NUMBER	AAR CAR TYPE
1	6300	S635
2	6301	S635
3	6302	S635
4	6303	S635
5	6304	S635
6	6305	S635
7	6306	S635
8	6307	S635
9	6308	S635
10	6309	S635
11	6311	S635
12	6312	S635
13	6313	S635
14	6314	S635

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: 8/17/12

Edward M Luria
Edward M. Luria