

RECORDATION NO. 24415 FILED

APR 18 '03 2-18 PM

**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A. LESTER

April 18, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Railroad Equipment, dated as of November 1, 2002, 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: Residual Based Financial Corporation  
Three First National Plaza, Suite 777  
Chicago, Illinois 60602

Lessee: PCS Sales (USA), Inc.  
1101 Skokie Blvd.  
Northbrook, Illinois 60062

Mr. Vernon A. Williams  
April 18, 2003  
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A description of the railroad equipment covered by the enclosed document is:

16 cars within the series WAGX 6001 -- WAGX 6076 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease of Railroad Equipment.

Also enclosed is a check in the amount of \$30.00 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

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (this "Agreement") dated as of November 1, 2002 by and between PCS SALES (USA), INC, a Delaware corporation ("Lessee"), and Residual Based Finance Corporation, an Illinois corporation ("Lessor").

WITNESSETH:

WHEREAS, Lessor and Lessee have entered into that certain Lease of Railroad Equipment dated as of November 1, 2002 (the "Lease"; capitalized terms used herein and not otherwise defined herein shall have the meaning given such terms in the Lease);

WHEREAS, the railroad equipment (the "Leased Equipment") leased under the Lease is described on Schedule A attached hereto; and

WHEREAS, the parties desire to confirm the lease of the Leased Equipment on the terms set forth in the Lease;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Lessor hereby leases the Leased Equipment to the Lessee, and Lessee leases the Leased Equipment from Lessor, on the terms set forth in the Lease.
2. The terms of the Lease are incorporated herein by reference.

LESSOR

Residual Based Finance Corporation

By [Signature]  
Its President

LESSEE

PCS SALES (USA), INC

By [Signature]  
Its \_\_\_\_\_

Filed Date: \_\_\_\_\_  
Recordation No: \_\_\_\_\_

*2/15*

**SCHEDULE A**  
**To**  
**Memorandum**

**Lease of Railroad Equipment**  
**Dated 1<sup>st</sup> of November, 2002**  
**Between**  
**Residual Based Financial Corporation**  
**And**  
**PCS SALES (USA), INC**

Sixteen 14,500 gallon tank cars in the series WAGX 6001 – 6076, individually as:

WAGX 6001	WAGX 6018	WAGX 6050	WAGX 6051
WAGX 6054	WAGX 6056	WAGX 6057	WAGX 6060
WAGX 6061	WAGX 6062	WAGX 6066	WAGX 6067
WAGX 6069	WAGX 6071	WAGX 6074	WAGX 6076

STATE OF ILLINOIS            )  
  ) SS  
COUNTY OF COOK            )

On this 28 day of February 2002<sup>3</sup>, before me personally appeared Vincent A. Kolber, to me personally known, who, being by me ~~du~~ly sworn, says that he is President of Residual Based Finance Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara T. Hamielec  
Notary Public

My commission expires 09-10-06



STATE OF MISSOURI        )  
  ) SS  
COUNTY OF \_\_\_\_\_)

On this \_\_\_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, did say that he is the \_\_\_\_\_ of PCS SALES (USA), INC and the the foregoing Master Lease Agreement was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of said instrument was the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

\_\_\_\_\_  
Notary Public

(SEAL)

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this \_\_\_\_ day of \_\_\_\_\_ 2002, before me personally appeared Vincent A. Kolber, to me personally known, who, being by me duly sworn, says that he is President of Residual Based Finance Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My commission expires

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 25<sup>th</sup> day of MARCH, 2003, before me personally appeared Mike Sylvester, to me personally known, who, being by me duly sworn, did say that he is the Director of T+D of PCS SALES (USA), INC and the foregoing Master Lease Agreement was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of said instrument was the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

Sherry Randle  
Notary Public

