

REGISTRATION NO. 25288 FILED

NOV 09 '04 2-11 PM

SURFACE TRANSPORTATION BOARD

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

November 9, 2004

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 Schedule #3 to Full Service Master Lease Agreement, dated as of January 28, 2004, 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:	Midwest Railcar Corp 3 Professional Park Drive, Suite B. Maryville, Illinois 62062
Lessee:	PCS Sales USA, Inc. 1101 Skokie Blvd., Suite 400 Northbrook, Illinois 60062

Mr. Vernon A. Williams  
November 9, 2004  
Page 2

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

11 covered hopper cars: MWCX 460045-6, 460048-50, 460053-4, 460059-60 and 460063-4.

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

Memorandum of Schedule #3 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$32.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MIDWEST RAILCAR CORPORATION**

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**MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE  
MASTER LEASE AGREEMENT**

between

**MIDWEST RAILCAR CORPORATION,**

as Lessor

and

**PCS SALES USA, INC.**

as Lessee

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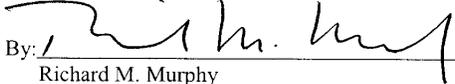
MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of January 28, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and PCS SALES USA, INC., an Illinois Corporation ("Lessee"), with reference to the following:

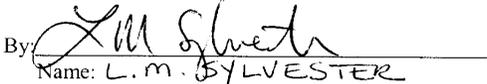
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #3 dated January 28, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of November 10, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

By:   
Richard M. Murphy  
President & CEO

PCS SALES USA, INC.

By:   
Name: L. M. SYLVESTER  
Title:  
Director, Transportation & Distribution

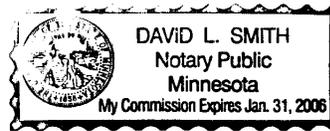
STATE OF MN, CITY OF Elk River, TO WIT:

On this 2 day of February, 2004 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on February 2, 2004 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

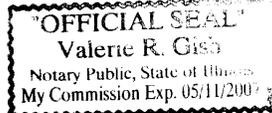
[Notarial Seal]

My commission expires: 1-31-06



STATE OF ILLINOIS, CITY OF NORTHBROOK, TO WIT:

On this 30 day of JANUARY, 2004 before me appeared, L.M. SYLVESTER, to me personally known, who being by me duly sworn, says that he is a DIRECTOR, of PCS SALES USA, INC., an Illinois Corporation, that said instrument was signed and sealed on JANUARY 3, 2004 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.



[Notarial Seal]

My commission expires:

  
Notary Public

DESCRIPTION OF RAILCARS

Eleven (11) 4600-4750 cube, 100-ton covered hopper railcars with 263,000 lb GRL, each car with 3 pockets, trough hatches and gravity gates. All Cars delivered to Lessee will be repaired to AAR and FRA specifications, clean and free of all accumulations or deposits. Following are the Cars' reporting marks:

MWCX 460045  
MWCX 460046  
MWCX 460048  
MWCX 460049  
MWCX 460050  
MWCX 460053  
MWCX 460054  
MWCX 460059  
MWCX 460060  
MWCX 460063  
MWCX 460064