

RECORDATION NO. 21225-C FILED

ALVORD AND ALVORD
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SUITE 200
WASHINGTON, D.C.

MAY 19 '98

1-10PM

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Counter part - G.L.

May 19, 1998

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, dated as of May 19, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Board under Recordation Number 21225.

The name and address of the party to the enclosed document are:

Lessor: NationsBanc Leasing Corporation
101 South Tryon Street
Charlotte, NC 28255

Lessee: Westlake Polymers Corporation
2801 Post Oak Boulevard
Houston, TX 77056

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

one hundred and twenty-five (125) railcars bearing WLPX reporting marks and road numbers set forth on Annex A to the Lease.

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SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
May 19, 1998
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Also enclosed is a check in the amount of \$26.00 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 cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF LEASE MAY 19 '98 1-10PM

On May 19, 1998, **NATIONSBANC LEASING CORPORATION**, a North Carolina corporation ("Lessor"), having its chief executive office at NationsBank Plaza, 101 South Tryon Street, NC1-002-38-20, Charlotte, North Carolina 28255 and **WESTLAKE POLYMERS CORPORATION**, a Delaware corporation ("Lessee"), having its chief executive office at 2801 Post Oak Boulevard, Houston, Texas 77056 entered into a schedule to the lease dated as of February 20, 1998 covering the railcars as identified in the attached Annex A.

IN WITNESS THEREOF, this Memorandum of Lease has been duly executed on this the 19th day of May, 1998.

NATIONSBANC LEASING CORPORATION

By: M. Randall Ross

Name: M. Randall Ross

Title: Senior Vice President

WESTLAKE POLYMERS CORPORATION

By: [Signature] RCH

Name: S.E. Fodo

Title: Treasurer

STATE OF NORTH CAROLINA)
) SS:
COUNTY OF MECKLENBURG)

On this the 19th day of May, 1998, personally came before me M. Randall Ross, who, being by me duly sworn, says he is Senior Vice President of NATIONSBANC LEASING CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Senior Vice President acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 19th day of May, 1998.

SEAL

Candace L. Dorto

Notary Public

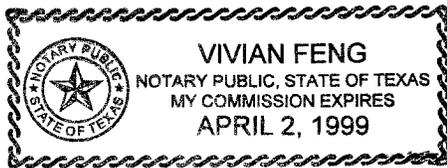
My commission expires: 12/4/99

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this the 19th day of May, 1998, personally came before me S.E. Fodo, who, being by me duly sworn, says he is Treasurer of WESTLAKE POLYMERS CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Treasurer acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 19th day of May, 1998.

SEAL



Vivian Feng

Notary Public

My commission expires: April 2, 1999

Annex A

Description of Equipment

<u>Quantity</u>	<u>Description</u>	<u>Car Mark</u>	<u>Car Nos.</u>	<u>Lessor's Total Equipment Cost</u>
125	ACF Industries Model CF5711 Center Flow Railcars	WLPX	44241 44243- 44245 44257 44263 44270 44274- 44277 44285- 44286 44288- 44292 44299 44302- 44308 44316- 44318 44320- 44321 44324 44326- 44327 44330- 44331 44335- 44336 44339- 44340 44342- 44346 44348 44350- 44356 44359- 44362	5,450,000 (each)

Annex A

Description of Equipment

<u>Quantity</u>	<u>Description</u>	<u>Car Mark</u>	<u>Car Nos.</u>	<u>Lessor's Total Equipment Cost</u>
			44364- 44368 44371- 44372 44374- 44381 44383- 44384 44387- 44405 44407- 44423 44437 44466- 44469 44474- 44475 44477- 44484	
	Total Lessor's Cost of Equipment			XXXXXXXXXX