

RECORDATION NO. 21225-7 FILED

SEP 30 '98

4-45 PM

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

OF COUNSEL
URBAN A. LESTER

September 30, 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 a Termination of Lease Agreement, dated as of September 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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

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

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

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

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

se forth on Exhibit No. 1 attached to the Termination

Counterparts

SEP 30 4 41 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
September 30, 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 copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21225-I FILED

~~SEP 30 '98 4:45 PM~~

TERMINATION OF LEASE AGREEMENT

dated as of September 30, 1998

between

**NATIONSBANC LEASING CORPORATION,
as Lessor,**

and

**WESTLAKE POLYMERS CORPORATION,
as Lessee**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on September 30, 1998 at __:__.m.**

TERMINATION OF LEASE AGREEMENT

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of September 30, 1998, by and between NATIONSBANC LEASING CORPORATION ("Lessor") and WESTLAKE POLYMERS CORPORATION ("Lessee"), with reference to the following:

1. Lessor has heretofore leased to Lessee certain railcars described in that certain Master Rail Equipment Lease Agreement dated as of February 20, 1998, and Equipment Lease Schedule No. 3 for Master Rail Equipment Lease Agreement dated as of April 20, 1998 executed pursuant thereto and incorporating the terms thereof (collectively, the "Lease"), each between Lessor and Lessee, which was recorded with the Surface Transportation Board on April 20, 1998, under Recordation Number 21225-B.

2. The Lease is terminated as to those certain railcars described on Exhibit No. 1 attached hereto effective as of the date hereof.

3. This Termination shall not impair or terminate the rights and obligations of the parties under the Lease which expressly survive its termination.

This Termination of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Termination of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Termination of Lease Agreement to be executed as of the date first above written.

NATIONSBANC LEASING CORPORATION

By: M. Randall Ross
Name: M. RANDALL ROSS
Title: SENIOR VICE PRESIDENT

WESTLAKE POLYMERS CORPORATION

By: _____
Name: _____
Title: _____

STATE OF NORTH CAROLINA)
) ss.
COUNTY OF Mecklenburg)

On this ___ day of September, 1998, before me appeared M. Randall Ross
_____, the person who signed this instrument, who acknowledged that (s)he is the _
Senior Vice President of NATIONSBANC LEASING
CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on
behalf of said corporation.

[Seal]



Notary Public

My commission expires:

December 4, _____, 1999

STATE OF TEXAS)
) ss.
COUNTY OF _____)

On this ___ day of September, 1998, before me appeared _____
_____, the person who signed this instrument, who acknowledged that (s)he is the _
_____ of WESTLAKE POLYMERS CORPORATION
and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said
corporation.

[Seal]

Notary Public

My commission expires:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Termination of Lease Agreement to be executed as of the date first above written.

NATIONSBANC LEASING CORPORATION

By: _____
Name: _____
Title: _____

WESTLAKE POLYMERS CORPORATION

By:  _____ 12
Name: S.E. Fodo
Title: Treasurer

STATE OF NORTH CAROLINA)
) ss.
COUNTY OF _____)

On this ____ day of September, 1998, before me appeared _____
_____, the person who signed this instrument, who acknowledged that (s)he is the _
_____ of NATIONSBANC LEASING
CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on
behalf of said corporation.

[Seal]

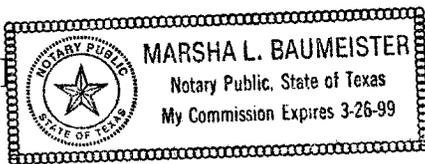
Notary Public

My commission expires:

STATE OF TEXAS)
) ss.
COUNTY OF Harris)

On this 24 day of September, 1998, before me appeared SE Jodo
Presever, the person who signed this instrument, who acknowledged that (s)he is the _
_____ of WESTLAKE POLYMERS CORPORATION
and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said
corporation.

[Seal]



Marsha L. Baumeister
Notary Public

My commission expires:

March 26, 99

**EXHIBIT NO. 1
TO TERMINATION OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Description	Car Mark	Car No.
ACF Industries Model CF5711 Center Flow Railcars	WLPX	44142 44144 44163 44167-44168, inclusive 44170 44202 44209 44213-44216, inclusive 44219 44227 44230 44148 44160 44162 44166 44169 44171 44177-44178, inclusive 44180-44183, inclusive 44186 44188-44200, inclusive 44203-44205, inclusive 44208 44224-44226, inclusive 44228 44234-44240, inclusive 44242 44246-44256, inclusive 44258-44262, inclusive 44264-44269, inclusive 44271-44273, inclusive 44278-44284, inclusive 44287 44293-44298, inclusive 44300-44301, inclusive 44309-44314, inclusive 44319 44322 44328-44329, inclusive 44332-44334, inclusive 44358 44373 44382 44385-44386, inclusive