RECORDATION NO. 21225-5 FILED

SEP 30 '98 4-45PM

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OF COUNSEL
URBAN A. LESTER

RECEIVED SURFACE TRANSPORTATION BOARD
SEP 30 4 41 PM '98

Counterparts

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

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,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21225-5 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. 4 for Master Rail Equipment Lease Agreement dated as of May 19, 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 May 19, 1998, under Recordation Number 21225-C.

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: _____ 17
Name: S.E. Fado
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 24th day of September, 1998, before me appeared S E Todo _____, the person who signed this instrument, who acknowledged that (s)he is the _ Treasurer 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, State of Texas
My Commission Expires 3-26-99

Marsha L Baumeister
Notary Public

My commission expires:

March 26, 1999

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	44241 44243-44245, inclusive 44257 44263 44270 44274-44277, inclusive 44285-44286, inclusive 44288-44292, inclusive 44299 44302-44308, inclusive 44316-44318, inclusive 44320-44321, inclusive 44324 44326-44327, inclusive 44330-44331, inclusive 44335-44336, inclusive 44339-44340, inclusive 44342-44346, inclusive 44348 44350-44356, inclusive 44359-44362, inclusive 44364-44368, inclusive 44371-44372, inclusive 44374-44381, inclusive 44383-44384, inclusive 44387-44405, inclusive 44407-44423, inclusive 44437 44466-44469, inclusive 44474-44475, inclusive 44477-44484, inclusive