

RECORDATION NO. 21225 P, Q
FILED
NOV 23 '98 3-07 PM
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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD
NOV 23 3 07 PM '98

November 23, 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 each of two Terminations of Lease Agreement, dated as of November 23, 1998, both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease Agreement and supplements thereto which were previously filed with the Board under Recordation Numbers 21225 and 21225-E.

The names and addresses of the parties to the enclosed documents 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:

set forth on the Exhibit attached to each Termination

Counter parts - 2/23/98

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

NOV 23 '98

3-07PM

TERMINATION OF LEASE AGREEMENT

dated as of November 23, 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 November __, 1998 at __:__.m.**

TERMINATION OF LEASE AGREEMENT

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of November ____, 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, as amended by that certain First Amendment to Master Rail Equipment Lease Agreement dated as of September 30, 1998, and Equipment Lease Schedule No. 6 for Master Rail Equipment Lease Agreement dated as of July 7, 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 July 7, 1998, under Recordation Number 21225-E.

2. The Lease is terminated effective 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: Mr. Randall Ross
Name: M. RANDALL ROSS
Title: SENIOR VICE PRESIDENT

WESTLAKE POLYMERS CORPORATION

By: _____
Name: _____
Title: _____

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:  _____
Name: Stephen E. Fodo _____ ¹¹
Title: Treasurer _____ (2cH)

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

On this 20th day of November, 1998, before me appeared M. Randall Ross, the person who signed this instrument, who acknowledged that he is a Senior Vice President of NATIONSBANC LEASING CORPORATION and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal]

Stallie D. Robinson
Notary Public

My commission expires:

February 16, 2003

STATE OF TEXAS)
) ss.
COUNTY OF _____)

On this ____ day of November, 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:

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

DESCRIPTION OF RAILCARS

<u>Description</u>	<u>Car Mark</u>	<u>Car No.</u>
ACF Industries Model CF5711 Center Flow Railcar	WLPX	60149