ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

February 25, 1999

RECORDATION NO. 22036 FILED

FEB 25 '99 11-40AM

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 December 21, 1998, 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:

Lessee: Westlake Chemical Corporation
2801 Post Oak Boulevard, 6th Floor
Houston, Texas 77056

Lessor: The Andersons, Inc.
480 W. Dussel Drive
Maumee, Ohio 43537

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

one hundred and fifty (150) railcar set forth on Exhibit A attached to the Lease

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,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 22036 FILED

FEB 25 '99 11-40AM

RECEIVED FEB 16 1999

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of the 21st day of December, 1998, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Westlake Chemical Corporation, having its principal place of business at 2801 Post Oak Boulevard, Sixth Floor, Houston, TX 77056, (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of December 21, 1998 (the "Master Lease"), and Rider #199801-WES1N dated as of December 21, 1998 (the "Assigned Schedule"), whereby Lessor leases to Lessee one hundred fifty (150) rail cars bearing consecutive railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirteen (13) years starting the first day of the month following the delivery of the final car with a two year renewal option.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

Signed and acknowledged in the presence of:

Amy Boggs

[signature]

THE ANDERSONS, INC.

By: [signature]

Title: VP & GM Manufacturing Division

LESSEE:

Signed and acknowledged in the presence of:

[signature]

Rail Fleet Mgr

WESTLAKE CHEMICAL CORP.

By: [signature]

Title: President

DC
RCH
[initials] BH

STATE OF Ohio)
) SS:
COUNTY OF Lucas)

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the VP & GM of the Manufacturing Division of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 18th day of February, 1999.

R. Thomas Connolly
Notary Public
My Commission Expires: 1-13-2002

R. Thomas Connolly
Notary Public, State of Ohio
My Commission Expires 1-13-2002

STATE OF Texas)
) SS:
COUNTY OF Harris)

On this 8th day of January, 1999, before me personally appeared Albert Chao, to me personally known, who being duly sworn, says that he/she is the President + Secretary of Westlake Chemical Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marsha L. Baumeister
Notary Public
My Commission Expires: March 26, 1999

MARSHA L. BAUMEISTER
Notary Public, State of Texas
My Commission Expires 3-26-99

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EXHIBIT A

WESTLAKE
RIDER # 199801-WES1N

CAR NUMBERS								
1	TEIX	5714	51	TEIX	5898	101	TEIX	5949
2	TEIX	5715	52	TEIX	5899	102	TEIX	5950
3	TEIX	5716	53	TEIX	5900	103	TEIX	5951
4	TEIX	5851	54	TEIX	5901	104	TEIX	5952
5	TEIX	5852	55	TEIX	5902	105	TEIX	5953
6	TEIX	5853	56	TEIX	5903	106	TEIX	5955
7	TEIX	5854	57	TEIX	5904	107	TEIX	5956
8	TEIX	5855	58	TEIX	5905	108	TEIX	5957
9	TEIX	5856	59	TEIX	5907	109	TEIX	5958
10	TEIX	5857	60	TEIX	5908	110	TEIX	5959
11	TEIX	5858	61	TEIX	5909	111	TEIX	5960
12	TEIX	5859	62	TEIX	5910	112	TEIX	5961
13	TEIX	5860	63	TEIX	5911	113	TEIX	5962
14	TEIX	5861	64	TEIX	5912	114	TEIX	5963
15	TEIX	5862	65	TEIX	5913	115	TEIX	5964
16	TEIX	5863	66	TEIX	5914	116	TEIX	5965
17	TEIX	5864	67	TEIX	5915	117	TEIX	5966
18	TEIX	5865	68	TEIX	5916	118	TEIX	5967
19	TEIX	5866	69	TEIX	5917	119	TEIX	5968
20	TEIX	5867	70	TEIX	5918	120	TEIX	5969
21	TEIX	5868	71	TEIX	5919	121	TEIX	5970
22	TEIX	5869	72	TEIX	5920	122	TEIX	5971
23	TEIX	5870	73	TEIX	5921	123	TEIX	5972
24	TEIX	5871	74	TEIX	5922	124	TEIX	5973
25	TEIX	5872	75	TEIX	5923	125	TEIX	5974
26	TEIX	5873	76	TEIX	5924	126	TEIX	5975
27	TEIX	5874	77	TEIX	5925	127	TEIX	5976
28	TEIX	5875	78	TEIX	5926	128	TEIX	5977
29	TEIX	5876	79	TEIX	5927	129	TEIX	5978
30	TEIX	5877	80	TEIX	5928	130	TEIX	5979
31	TEIX	5878	81	TEIX	5929	131	TEIX	5980
32	TEIX	5879	82	TEIX	5930	132	TEIX	5981
33	TEIX	5880	83	TEIX	5931	133	TEIX	5982
34	TEIX	5881	84	TEIX	5932	134	TEIX	5983
35	TEIX	5882	85	TEIX	5933	135	TEIX	5984
36	TEIX	5883	86	TEIX	5934	136	TEIX	5985
37	TEIX	5884	87	TEIX	5935	137	TEIX	5986
38	TEIX	5885	88	TEIX	5936	138	TEIX	5987
39	TEIX	5886	89	TEIX	5937	139	TEIX	5988
40	TEIX	5887	90	TEIX	5938	140	TEIX	5989
41	TEIX	5888	91	TEIX	5939	141	TEIX	5990
42	TEIX	5889	92	TEIX	5940	142	TEIX	5991
43	TEIX	5890	93	TEIX	5941	143	TEIX	5992
44	TEIX	5891	94	TEIX	5942	144	TEIX	5993
45	TEIX	5892	95	TEIX	5943	145	TEIX	5994
46	TEIX	5893	96	TEIX	5944	146	TEIX	5995
47	TEIX	5894	97	TEIX	5945	147	TEIX	5996
48	TEIX	5895	98	TEIX	5946	148	TEIX	5997
49	TEIX	5896	99	TEIX	5947	149	TEIX	5998
50	TEIX	5897	100	TEIX	5948	150	TEIX	5999

District of Columbia)
) ss:
City of Washington)

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Memorandum of Lease", dated as of December 21, 1998 between THE ANDERSONS, INC., Lessor, and WESTLAKE CHEMICAL CORPORATION, Lessee, is a true and complete copy of the original thereof.

Certified this 25th day of February, 1999.

Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000