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RECORDATION NO. 21225-A FILED

MAR 24 '98 2-10PM

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March 24, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

MAR 24 2 07 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

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 March 24, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease 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:

eighty-five (85) railcars bearing WLPX reporting marks and road numbers set forth on Annex A to the Lease

Mr. Vernon A. Williams
March 24, 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 black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF LEASE

On March 24, 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 24th day of March, 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 *ff*

Title: Treasurer

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

On this the 23rd day of March, 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 23rd day of March, 1998.

SEAL

Willie D. Robinson

Notary Public

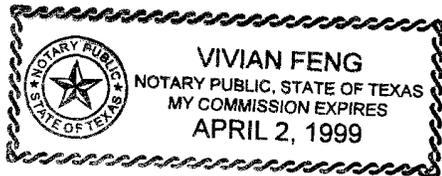
My commission expires: 2/17/03

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this the 20th day of March, 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 S. E. Fodo acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 20th day of March, 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>
85	ACF Industries Model CF5711 Center Flow Railcars	WLPX	44100- 44141 44143 44145- 44147 44149- 44159 44161 44164- 44165 44172- 44176 44179 44184- 44185 44187 44201 44206- 44207 44210- 44212 44217- 44218 44220- 44223 44229 44231- 44233	██████████ (each)
	Total Lessor's Cost of Equipment			██████████