

RECORDATION NO. 21225-F FILED

JUL 28 '98 10-15 AM

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OF COUNSEL
URBAN A. LESTER

Counterparts - [Signature]

July 28, 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 Lease, dated July 28, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease 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, 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:

⁹²
~~eighty (80)~~ railcars bearing WLPX reporting marks and road numbers set forth on Annex A to the Lease.

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
July 28, 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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

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

Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF LEASE

On July 28, 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 28th day of July, 1998.

NATIONSBANC LEASING CORPORATION

By: Mr. Randall Ross

Name: M. Randall Ross

Title: Senior Vice President

WESTLAKE POLYMERS CORPORATION

By: [Signature] RCH

Name: S.E. Fodo

Title: Treasurer

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

On this the 28th day of July, 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 28th day of July, 1998.

SEAL

Camelia R. Deeto

Notary Public

My commission expires: *December 4, 1999*

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this the 28th day of July, 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.

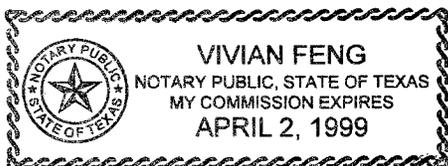
WITNESS my hand and notarial seal, this the 28th day of July, 1998.

SEAL

Vivian Feng

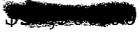
Notary Public

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>
80	ACF Industries Model CF5711 Center Flow Railcars	WLPX	44426 44432 44518 44520 44529 44533 44568 44588- 44594 44607 44644- 44650 44652- 44653 44655 44657 44659- 44672 44675- 44677 44682 44684 44690- 44697 44715- 44718 44720 44734- 44738 44742 44744- 44745 44753	 (each)

Annex A

Description of Equipment

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<u>Quantity</u>	<u>Description</u>	<u>Car Mark</u>	<u>Car Nos.</u>	<u>Lessor's Total Equipment Cost</u>
12	ACF Industries Model CF5711 Center Flow Railcars	WLPX	44758- 44759 44762 44765- 44768 44770- 44774 44783 44775- 44781 44784 44789- 44792	 (each)
	Total Lessor's Cost of Equipment			