

RECORDATION NO. 212256 FILED

AUG 19 '98

10-45 AM

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OF COUNSEL
URBAN A. LESTER

August 19, 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 August 19, 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:

eighty-nine (89) railcars bearing WLPX reporting marks and road numbers set forth on Annex A to the Lease.

County parts - pub.

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BOARD

Mr. Vernon A. Williams
August 19, 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,



Robert W. Alvord

RWA/bg
Enclosures

AUG 19 '98 10-45 AM

MEMORANDUM OF LEASE

On August 19, 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 19th day of August, 1998.

NATIONSBANC LEASING CORPORATION

By: M. Randall Ross

Name: M. Randall Ross

Title: Senior Vice President

WESTLAKE POLYMERS CORPORATION

By: Stephen E. Fodo RCF

Name: Stephen E. Fodo

Title: Treasurer

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

On this the 19th day of August, 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 19th day of August, 1998.

SEAL

Carolee L. Dorts

Notary Public

My commission expires: December 4, 1999

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this the 19th day of August, 1998, personally came before me S. E. Jodo, 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. Jodo acknowledged the said writing to be the act and deed of said corporation.

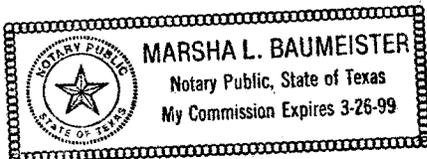
WITNESS my hand and notarial seal, this the 19th day of August, 1998.

SEAL

Marsha L. Baumeister

Notary Public

My commission expires: March 26, 1999



Annex A

Description of Equipment

Page 1 of 2

<u>Quantity</u>	<u>Description</u>	<u>Car Mark</u>	<u>Car Nos.</u>	<u>Lessor's Total Equipment Cost</u>
1	ACF Industries Model CF5711 Center Flow Railcar	WLPX	44337	██████████ (each)
88	ACF Industries Model CF5711 Center Flow Railcars	WLPX	44338 44349 44429- 44431 44441- 44453 44457- 44458 44595- 44596 44651 44678 44689 44698- 44714 44719 44721- 44733 44739- 44741 44743 44746- 44752 44754- 44757 44760- 44761 44763- 44764 44769 44782	██████████ (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>
			44785- 44788 44793- 44799	
	Total Lessor's Cost of Equipment			