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OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 21225-K FILED  
SEP 30 '98 4-45 PM

September 30, 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 a Termination of Lease Agreement, dated as of September 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement 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, 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:

se forth on Exhibit No. 1 attached to the Termination

*C. Counterparts*

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 30 4 42 PM '98

Mr. Vernon A. Williams  
September 30, 1998  
Page 2

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 copy of the enclosed document to the undersigned.

Very truly yours,

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

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 21225-K FILED

SEP 30 '98 4:45 PM

**TERMINATION OF LEASE AGREEMENT**

**dated as of September 30, 1998**

**between**

**NATIONSBANC LEASING CORPORATION,  
as Lessor,**

**and**

**WESTLAKE POLYMERS CORPORATION,  
as Lessee**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on September 30, 1998 at \_\_:\_\_.m.**

## **TERMINATION OF LEASE AGREEMENT**

**THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of September 30, 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, and Equipment Lease Schedule No. 5 for Master Rail Equipment Lease Agreement dated as of June 12, 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 June 12, 1998, under Recordation Number 21225-D.**

**2. The Lease is terminated 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: M. 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: S. E. Fodo \_\_\_\_\_  
Title: Treasurer \_\_\_\_\_

STATE OF NORTH CAROLINA )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of September, 1998, before me appeared \_\_\_\_\_  
\_\_\_\_\_, the person who signed this instrument, who acknowledged that (s)he is the \_  
\_\_\_\_\_ of NATIONSBANC LEASING  
CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on  
behalf of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

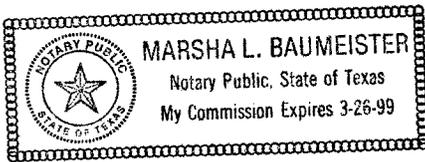
My commission expires:

\_\_\_\_\_

STATE OF TEXAS )  
 ) ss.  
COUNTY OF Harris )

On this 24 day of September, 1998, before me appeared September  
Treasurer, 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]



Marsha L. Baumeister  
Notary Public

My commission expires:

March 26, 99

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

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

Description	Car Mark	Car No.
ACF Industries Model CF5711 Center Flow Railcars	WLPX	44315 44323 44325 44341 44406 44454-44455, inclusive 44459-44463, inclusive 44465 44470-44473, inclusive 44476 44485-44498, inclusive 44500-44517, inclusive 44521-44528, inclusive 44530-44532, inclusive 44535-44566, inclusive 44572-44577, inclusive 44579-44584, inclusive