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OF COUNSEL
URBAN A. LESTER

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

RECEIVED
SEP 30 4 41 PM '98
SURFACE TRANSPORTATION BOARD

Counterparts - Orig.

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

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,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21225-M 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

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. 6 for Master Rail Equipment Lease Agreement dated as of July 7, 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 July 7, 1998, under Recordation Number 21225-E.

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: _____

STATE OF NORTH CAROLINA)
) ss.
COUNTY OF Mecklenburg)

On this ___ day of September, 1998, before me appeared M. Randall Ross _____, the person who signed this instrument, who acknowledged that (s)he is the Senior Vice President 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:

December 4, 1999

STATE OF TEXAS)
) 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 WESTLAKE POLYMERS 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:

_____, _____

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 24th day of September, 1998, before me appeared S E Todd _____, the person who signed this instrument, who acknowledged that (s)he is the _ Treasurer of WESTLAKE POLYMERS CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal] NOTARY PUBLIC STATE OF TEXAS MARSHA L. BAUMEISTER Notary Public, State of Texas My Commission Expires 3-26-99

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	44357 44363 44369-44370, inclusive 44424-44425, inclusive 44427-44428, inclusive 44433-44440, inclusive 44456 44464 44499 44519 44534 44567 44569-44571, inclusive 44578 44585-44587, inclusive 44597-44606, inclusive 44608-44643, inclusive 44654 44656 44658 44673-44674, inclusive 44679-44681, inclusive 44683 44685-44688, inclusive