

JAN 06 '10

9-00 AM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
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SUITE 301  
WASHINGTON, D.C.

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January 6, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract 3-8214 Rider 2A

Dear Section Chief,

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 as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
(on behalf of ACF Industries LLC)  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: Westlake Chemical Corp.  
2801 Post Oak Blvd.  
Houston, TX 77056

Section Chief  
January 6, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

108 railcars within the series ACFX 036013 - ACFX 040958, ACFX 064737 - ACFX 068216 and ACFX 099047 - ACFX 099860 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 06 '10

9-00 AM

**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Westlake Chemicals Corp., a Delaware Corporation ("Lessee").

ACF Industries LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES         )

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

NANCY COLLINS  
Notary Public - Notary Seal  
State of Missouri  
Commissioned for St. Charles County  
My Commission Expires: August 02, 2012  
Commission Number: 08499131

  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

### Westlake Chemical Corp.

Contract 3-8214 rider 2A dated 11/23/04

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	036013
	Hopper	ACFX	036371
	Hopper	ACFX	036372
	Hopper	ACFX	036374
	Hopper	ACFX	036376
	Hopper	ACFX	036377
	Hopper	ACFX	036378
	Hopper	ACFX	036551
	Hopper	ACFX	036585
	Hopper	ACFX	036621
	Hopper	ACFX	036622
	Hopper	ACFX	036624
	Hopper	ACFX	036629
	Hopper	ACFX	036634
	Hopper	ACFX	036635
	Hopper	ACFX	036636
	Hopper	ACFX	036637
	Hopper	ACFX	036638
	Hopper	ACFX	036640
	Hopper	ACFX	036644
	Hopper	ACFX	036647
	Hopper	ACFX	036650
	Hopper	ACFX	036653
	Hopper	ACFX	036655
	Hopper	ACFX	036657
	Hopper	ACFX	036659
	Hopper	ACFX	036660
	Hopper	ACFX	036665
	Hopper	ACFX	036667
	Hopper	ACFX	036668
	Hopper	ACFX	036676
	Hopper	ACFX	036678
	Hopper	ACFX	036679
	Hopper	ACFX	036680

# Schedule A

## Equipment

### Westlake Chemical Corp.

Contract 3-8214 rider 2A

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	036689
	Hopper	ACFX	036690
	Hopper	ACFX	036691
	Hopper	ACFX	036694
	Hopper	ACFX	036695
	Hopper	ACFX	036697
	Hopper	ACFX	036703
	Hopper	ACFX	036709
	Hopper	ACFX	036710
	Hopper	ACFX	036717
	Hopper	ACFX	036721
	Hopper	ACFX	036722
	Hopper	ACFX	036723
	Hopper	ACFX	036724
	Hopper	ACFX	036725
	Hopper	ACFX	036732
	Hopper	ACFX	036737
	Hopper	ACFX	036744
	Hopper	ACFX	036964
	Hopper	ACFX	036965
	Hopper	ACFX	036970
	Hopper	ACFX	036971
	Hopper	ACFX	036976
	Hopper	ACFX	037422
	Hopper	ACFX	037459
	Hopper	ACFX	037557
	Hopper	ACFX	038328
	Hopper	ACFX	038332
	Hopper	ACFX	038335
	Hopper	ACFX	038921
	Hopper	ACFX	040781
	Hopper	ACFX	040820
	Hopper	ACFX	040825
	Hopper	ACFX	040850

# Schedule A

## Equipment

### Westlake Chemical Corp.

Contract 3-8214 rider 2A

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	040958
	Hopper	ACFX	064737
	Hopper	ACFX	064749
	Hopper	ACFX	064752
	Hopper	ACFX	064756
	Hopper	ACFX	064763
	Hopper	ACFX	064824
	Hopper	ACFX	064940
	Hopper	ACFX	064948
	Hopper	ACFX	064951
	Hopper	ACFX	064962
	Hopper	ACFX	064986
	Hopper	ACFX	064988
	Hopper	ACFX	065009
	Hopper	ACFX	065070
	Hopper	ACFX	065079
	Hopper	ACFX	065087
	Hopper	ACFX	068110
	Hopper	ACFX	068113
	Hopper	ACFX	068123
	Hopper	ACFX	068127
	Hopper	ACFX	068129
	Hopper	ACFX	068130
	Hopper	ACFX	068144
	Hopper	ACFX	068145
	Hopper	ACFX	068146
	Hopper	ACFX	068160
	Hopper	ACFX	068163
	Hopper	ACFX	068165
	Hopper	ACFX	068182
	Hopper	ACFX	068205
	Hopper	ACFX	068207
	Hopper	ACFX	068211
	Hopper	ACFX	068216

**Schedule A**

**Equipment**

**Westlake Chemical Corp.**

**Contract 3-8214 rider 2A**

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	099047
	Hopper	ACFX	099071
	Hopper	ACFX	099076
	Hopper	ACFX	099415
	Hopper	ACFX	099742
	Hopper	ACFX	099860
<b>108</b>			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/6/2010



\_\_\_\_\_  
Robert W. Alvord