

JAN 06 '10

9-00 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

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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 2B

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:

89 railcars within the series ACFX 036010 - ACFX 036984 and ACFX 099052 - ACFX 099953 as more particularly set forth in the attachment to the document.

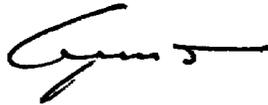
A short summary of the document to appear in the index is:

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 stroke 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, ARI 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.

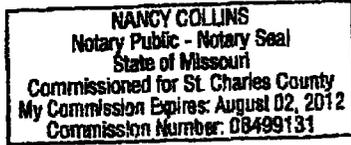
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Brian Evdo*  
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  
My commission expires on 8/2/2012

# Schedule A

## Equipment

### Westlake Chemical Corp.

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

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	036010
	Hopper	ACFX	036024
	Hopper	ACFX	036038
	Hopper	ACFX	036365
	Hopper	ACFX	036366
	Hopper	ACFX	036367
	Hopper	ACFX	036368
	Hopper	ACFX	036369
	Hopper	ACFX	036370
	Hopper	ACFX	036375
	Hopper	ACFX	036379
	Hopper	ACFX	036433
	Hopper	ACFX	036581
	Hopper	ACFX	036641
	Hopper	ACFX	036643
	Hopper	ACFX	036648
	Hopper	ACFX	036649
	Hopper	ACFX	036671
	Hopper	ACFX	036681
	Hopper	ACFX	036685
	Hopper	ACFX	036711
	Hopper	ACFX	036712
	Hopper	ACFX	036720
	Hopper	ACFX	036733
	Hopper	ACFX	036960
	Hopper	ACFX	036961
	Hopper	ACFX	036962
	Hopper	ACFX	036963
	Hopper	ACFX	036966
	Hopper	ACFX	036967
	Hopper	ACFX	036968
	Hopper	ACFX	036969
	Hopper	ACFX	036972
	Hopper	ACFX	036973

# Schedule A

## Equipment

### Westlake Chemical Corp.

Contract 3-8214 rider 2B

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	036974
	Hopper	ACFX	036975
	Hopper	ACFX	036977
	Hopper	ACFX	036978
	Hopper	ACFX	036979
	Hopper	ACFX	036980
	Hopper	ACFX	036981
	Hopper	ACFX	036982
	Hopper	ACFX	036983
	Hopper	ACFX	036984
	Hopper	ACFX	099052
	Hopper	ACFX	099053
	Hopper	ACFX	099055
	Hopper	ACFX	099056
	Hopper	ACFX	099057
	Hopper	ACFX	099059
	Hopper	ACFX	099061
	Hopper	ACFX	099062
	Hopper	ACFX	099065
	Hopper	ACFX	099066
	Hopper	ACFX	099068
	Hopper	ACFX	099072
	Hopper	ACFX	099074
	Hopper	ACFX	099075
	Hopper	ACFX	099077
	Hopper	ACFX	099078
	Hopper	ACFX	099081
	Hopper	ACFX	099082
	Hopper	ACFX	099083
	Hopper	ACFX	099084
	Hopper	ACFX	099085
	Hopper	ACFX	099086
	Hopper	ACFX	099087
	Hopper	ACFX	099088

# Schedule A

## Equipment

### Westlake Chemical Corp.

Contract 3-8214 rider 2B

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	099090
	Hopper	ACFX	099093
	Hopper	ACFX	099094
	Hopper	ACFX	099095
	Hopper	ACFX	099096
	Hopper	ACFX	099688
	Hopper	ACFX	099690
	Hopper	ACFX	099700
	Hopper	ACFX	099704
	Hopper	ACFX	099725
	Hopper	ACFX	099731
	Hopper	ACFX	099732
	Hopper	ACFX	099741
	Hopper	ACFX	099745
	Hopper	ACFX	099751
	Hopper	ACFX	099758
	Hopper	ACFX	099759
	Hopper	ACFX	099806
	Hopper	ACFX	099807
	Hopper	ACFX	099808
	Hopper	ACFX	099953

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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