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November 30, 2012

VIA ELECTRONIC FILING

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001
Washington, DC 20024 (express courier)

Re: Memorandum of Lease Schedule No. 02/Secondary Document

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code is a Memorandum of Lease Schedule No. 02 to Rail Car Lease Agreement, dated as of November 30, 2012, a secondary document as defined in the Board's Rules for Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which this Memorandum is submitted in connection with the Memorandum of Lease Agreement recorded under Recordation Number 30462.

The names and addresses of the parties to the Memorandum of Lease Schedule No. 02 are:

Owner/Lessor: Key Equipment Finance Inc.
66 South Pearl Street, 8th Floor
Albany, NY 12207

Charter/Lessee: Westlake Vinyls, Inc.
2801 Post Oak Blvd.
Houston, TX 77056

A description of the equipment covered by the Memorandum of Lease Agreement consists of:

Thirty-two (32) tank rail cars manufactured by Trinity Tank Car, Inc. with marks and numbers CAOX 300568 through CAOX 300570 inclusive, CAOX 3005373 through CAOX 300583, inclusive, CAOX 300585 through CAOX 330600, and CAOX 300602 and CAOX 300605.

DWT 20738300v1 0046569-000730

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Chief Section of Administration
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A recording fee of \$42.00 is being remitted. Please return recorded document to:

Richard J. Schroeder
Davis Wright Tremaine LLP
1201 3rd Avenue, Suite 2200
Seattle, WA 98101

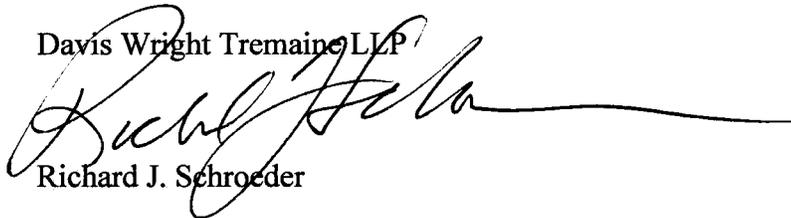
A short summary of the document to appear in the index as follows:

Secondary Document: Memorandum of Lease Schedule No. 02 to Rail Car Lease Agreement, dated November 30, 2012, between Key Equipment Finance Inc., as Lessor and Westlake Vinyls, Inc., as Lessee covering thirty-two Trinity Tank Car Inc. tank cars with marks and numbers CAOX 300568 through CAOX 300570 inclusive, CAOX 3005373 through CAOX 300583, inclusive, CAOX 300585 through CAOX 330600, and CAOX 300602 and CAOX 300605., respectively.

The document does not contain a hereafter acquired clause.

Very truly yours,

Davis Wright Tremaine LLP

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

Richard J. Schroeder

MEMORANDUM OF LEASE SCHEDULE NO. 2 TO RAIL CAR LEASE AGREEMENT

dated as of November 30, 2012

between

WESTLAKE VINYLs, INC.
as Lessee

and

KEY EQUIPMENT FINANCE INC.
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. §11301

on November , 2012 at : .m.

MEMORANDUM OF LEASE SCHEDULE NO. 2 TO RAIL CAR LEASE AGREEMENT

THIS MEMORANDUM OF LEASE SCHEDULE NO. 2 TO RAIL CAR LEASE AGREEMENT is made and entered into as of November 30, 2012, by and between WESTLAKE VINYL, INC. ("Lessee") and KEY EQUIPMENT FINANCE INC. ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain thirty-two railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of November 1, 2012, and Schedule No. 02 to Rail Equipment Net Leasing Agreement dated November 30, 2012 and incorporating the terms thereof (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.
4. The Lease does not contain a hereafter acquired clause.

This Memorandum of Lease Schedule No. 2 to Rail Car Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Schedule No. 2 to Rail Car Lease Agreement to be executed as of the date first above written.

KEY EQUIPMENT FINANCE INC.

By: Krista L. Spada
Name:
Title: KRISTA L. SPADA
Vice President

WESTLAKE VINYL, INC.

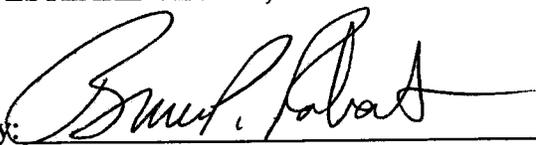
By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Schedule No. 2 to Rail Car Lease Agreement to be executed as of the date first above written.

KEY EQUIPMENT FINANCE INC.

By: _____
Name:
Title:

WESTLAKE VINYL, INC.

By:  _____
Name: Bruce Robertson
Title: Assistant Treasurer *BR*

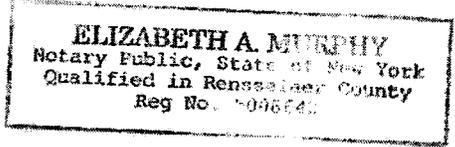
STATE OF NEW YORK)
) ss.
COUNTY OF ALBANY)

I HEREBY CERTIFY, that on this 30th day of November, 2012, before me, the undersigned, a Notary Public of the State of New York, personally appeared Krista L. Spada, who acknowledged himself to be the Vice President of KEY EQUIPMENT FINANCE INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized _____ of said company by signing the name of the company as the Vice President.

AS WITNESS my hand and notarial seal.

Elizabeth A. Murphy
Notary Public

My commission expires: 2/22/2015.



STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

I HEREBY CERTIFY, that on this _____ day of November, 2012, before me, the undersigned, a Notary Public of the State of Texas, personally appeared _____, who acknowledged himself to be the _____ of WESTLAKE VINYLs, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized _____ of said corporation by signing the name of the company by himself as the _____.

AS WITNESS my hand and notarial seal.

Notary Public

My commission expires: _____.

STATE OF NEW YORK)
) ss.
COUNTY OF ALBANY)

I HEREBY CERTIFY, that on this ____ day of November, 2012, before me, the undersigned, a Notary Public of the State of New York, personally appeared _____, who acknowledged himself to be the _____ of KEY EQUIPMENT FINANCE INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized _____ of said company by signing the name of the company as the _____.

AS WITNESS my hand and notarial seal.

Notary Public

My commission expires: _____.

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

I HEREBY CERTIFY, that on this 30th day of November, 2012, before me, the undersigned, a Notary Public of the State of Texas, personally appeared Bruce Robertson, who acknowledged himself to be the Assistant Treasurer of WESTLAKE VINYLs, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized representative of said corporation by signing the name of the company by himself as the Assistant Treasurer.

AS WITNESS my hand and notarial seal.

Cynthia Hasty

Notary Public

My commission expires: March 1, 2015.

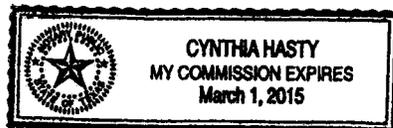


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE SCHEDULE NO. 2 TO RAIL CAR LEASE AGREEMENT

DESCRIPTION OF RAILCARS
SCHEDULE NUMBER 02

Thirty-two (32) soda tank railcars, manufactured by Trinity Tank Car, Inc., more fully identified by the following marks:

	Asset Marks	Unit Type	AAR Code
1.	CAOX 300568	16,620 gal Trinity Soda Tank Railcars	TA
2.	CAOX 300569	16,620 gal Trinity Soda Tank Railcars	TA
3.	CAOX 300570	16,680 gal Trinity Soda Tank Railcars	TA
4.	CAOX 300573	16,640 gal Trinity Soda Tank Railcars	TA
5.	CAOX 300574	16,560 gal Trinity Soda Tank Railcars	TA
6.	CAOX 300575	16,680 gal Trinity Soda Tank Railcars	TA
7.	CAOX 300576	16,760 gal Trinity Soda Tank Railcars	TA
8.	CAOX 300577	16,660 gal Trinity Soda Tank Railcars	TA
9.	CAOX 300578	16,690 gal Trinity Soda Tank Railcars	TA
10.	CAOX 300579	16,660 gal Trinity Soda Tank Railcars	TA
11.	CAOX 300580	16,700 gal Trinity Soda Tank Railcars	TA
12.	CAOX 300581	16,730 gal Trinity Soda Tank Railcars	TA
13.	CAOX 300582	16,700 gal Trinity Soda Tank Railcars	TA
14.	CAOX 300583	16,690 gal Trinity Soda Tank Railcars	TA
15.	CAOX 300585	16,670 gal Trinity Soda Tank Railcars	TA
16.	CAOX 330586	16,670 gal Trinity Soda Tank Railcars	TA
17.	CAOX 330587	16,640 gal Trinity Soda Tank Railcars	TA
18.	CAOX 330588	16,670 gal Trinity Soda Tank Railcars	TA
19.	CAOX 300589	16,670 gal Trinity Soda Tank Railcars	TA
20.	CAOX 330590	16,670 gal Trinity Soda Tank Railcars	TA
21.	CAOX 330591	16,700 gal Trinity Soda Tank Railcars	TA
22.	CAOX 330592	16,710 gal Trinity Soda Tank Railcars	TA
23.	CAOX 300593	16,680 gal Trinity Soda Tank Railcars	TA
24.	CAOX 330594	16,680 gal Trinity Soda Tank Railcars	TA
25.	CAOX 330595	16,664 gal Trinity Soda Tank Railcars	TA*
26.	CAOX 330596	16,680 gal Trinity Soda Tank Railcars	TA
27.	CAOX 300597	16,670 gal Trinity Soda Tank Railcars	TA
28.	CAOX 330598	16,664 gal Trinity Soda Tank Railcars	TA*
29.	CAOX 330599	16,664 gal Trinity Soda Tank Railcars	TA*
30.	CAOX 330600	16,664 gal Trinity Soda Tank Railcars	TA*
31.	CAOX 300602	16,664 gal Trinity Soda Tank Railcars	TA*
32.	CAOX 330605	16,664 gal Trinity Soda Tank Railcars	TA*