

May 03, 2013 11:08 AM

SURFACE TRANSPORTATION BOARD

LAW OFFICES OF

LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2225

May 3, 2013

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of April 30, 2013. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Westlake Longview Corporation
2290 Callahan Road
Longview, TX 75602

A description of the equipment covered by the Memorandum of Lease Agreement consists of 240 tank cars numbered CAOX 300101-300340, inclusive.

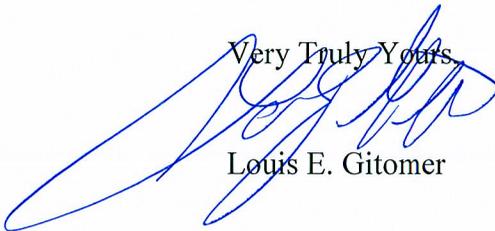
A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

Ms. Cynthia T. Brown
May 3, 2013
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Westlake Longview Corporation, 2290 Callahan Road, Longview, TX 75602, covering 240 tank cars numbered CAOX 300101-300340, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of April 30, 2013

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

WESTLAKE VINYL, INC.,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on April __, 2013, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of April 30, 2013 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and WESTLAKE VINYLS, INC. and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Master Lease Agreement Number 25822-90000 dated as of April 30, 2013 (the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: John P. White Sr.
Name: **John P. White, Sr.**
Title: **Vice President**

STATE OF Maryland)
COUNTY OF ~~Baltimore~~ Harford) ss.:

On this 30th day of April, 2013, before me the subscriber personally appeared John P. White Sr. who being by me duly sworn, did depose and say: that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC the Delaware limited liability company described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

[Signature]

NOTARY PUBLIC

My Commission Expires

TERRI J. PRESTON
Notary Public
Harford County
Maryland
My Commission Expires Feb. 28, 2017

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

LESSEE:

WESTLAKE VINYLs, INC.

By: *Bruce Robertson*
Name: Bruce Robertson
Title: Assistant Treasurer *yes*

STATE OF TEXAS)
) ss.:
COUNTY OF HARRIS)

On this 30th day of April, 2013, before me the subscriber personally appeared Bruce Robertson, who being by me duly sworn, did depose and say: that (s)he is the Assistant Treasurer of Westlake Vinyls, Inc. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own fee act on behalf of said corporation.

Cynthia Hasty
NOTARY PUBLIC

My Commission Expires:

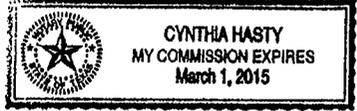


EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF APRIL 30, 2013

Two hundred forty (240) new 2013 Trinity 16,664 gallon tank cars numbered CAOX 300101-300340, inclusive