

RECORDATION NO. 28746 FILED

JAN 28 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 28, 2010

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

Contract 3-5831 Rider 1

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 January 25, 2010, 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
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Westlake Polymers LP
2801 Post Oak Blvd
Houston TX 77056]

Section Chief
January 28, 2010
Page 2

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

67 railcars within the series ACFX 038933 - ACFX 041034 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 "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

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 Polymers LP, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing 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.

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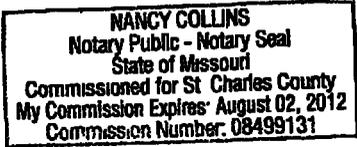
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

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

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

On this 25th day of Jan. 2010, 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 Polymers LP

Contract 3-5831 rider 1 *dtg 3/7/07*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	038933
	Hopper	ACFX	040854
	Hopper	ACFX	040857
	Hopper	ACFX	040858
	Hopper	ACFX	040859
	Hopper	ACFX	040862
	Hopper	ACFX	040863
	Hopper	ACFX	040865
	Hopper	ACFX	040866
	Hopper	ACFX	040867
	Hopper	ACFX	040868
	Hopper	ACFX	040869
	Hopper	ACFX	040884
	Hopper	ACFX	040894
	Hopper	ACFX	040895
	Hopper	ACFX	040896
	Hopper	ACFX	040898
	Hopper	ACFX	040899
	Hopper	ACFX	040904
	Hopper	ACFX	040905
	Hopper	ACFX	040908
	Hopper	ACFX	040911
	Hopper	ACFX	040912
	Hopper	ACFX	040918
	Hopper	ACFX	040920
	Hopper	ACFX	040921
	Hopper	ACFX	040928
	Hopper	ACFX	040929
	Hopper	ACFX	040930
	Hopper	ACFX	040933
	Hopper	ACFX	040942
	Hopper	ACFX	040943
	Hopper	ACFX	040946
	Hopper	ACFX	040947

Schedule A

Equipment

Westlake Polymers LP

Contract 3-5831 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	040948
	Hopper	ACFX	040950
	Hopper	ACFX	040953
	Hopper	ACFX	040955
	Hopper	ACFX	040956
	Hopper	ACFX	040963
	Hopper	ACFX	040964
	Hopper	ACFX	040965
	Hopper	ACFX	040968
	Hopper	ACFX	040969
	Hopper	ACFX	040970
	Hopper	ACFX	040975
	Hopper	ACFX	040980
	Hopper	ACFX	040985
	Hopper	ACFX	040988
	Hopper	ACFX	040990
	Hopper	ACFX	040992
	Hopper	ACFX	040993
	Hopper	ACFX	040996
	Hopper	ACFX	041004
	Hopper	ACFX	041005
	Hopper	ACFX	041006
	Hopper	ACFX	041008
	Hopper	ACFX	041009
	Hopper	ACFX	041010
	Hopper	ACFX	041013
	Hopper	ACFX	041014
	Hopper	ACFX	041016
	Hopper	ACFX	041019
	Hopper	ACFX	041023
	Hopper	ACFX	041026
	Hopper	ACFX	041029
	Hopper	ACFX	041034

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

1/28/2010



Robert W Alvord