

RECORDATION NO. 26874-C FILED

FEB 10 '11 -9 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

February 10, 2011

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

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 Termination of Lease, dated as of January 21, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates only to the Memorandum of Lease previously filed with the Board under Recordation Number 26874.

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

Lessor: Compass Rail VI Corporation (as successor
to GATX Financial Corporation)
750 Battery Street, Suite 430
San Francisco, CA 94111

[Lessee: Westlake Vinyls, Inc. (as successor to
Westlake Monomers Corporation)
2801 Post Oak Blvd
Houston, TX 77056

Chief
Section of Administration
February 10, 2011
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A description of the railroad equipment covered by the enclosed document is:

96 covered hopper railcars within the series GACX 72917 – GACX 73046 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Termination 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 stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

FEB 10 '11 -9 00 AM

MEMORANDUM OF TERMINATION OF LEASE
As of January 21, 2011

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE is intended to evidence the termination of that certain CAR SERVICE CONTRACT dated as of April 23, 1993 (as supplemented and amended, the "Lease") by and between COMPASS RAIL VI CORPORATION (as successor to GATX Financial Corporation), a California Corporation with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor"), and WESTLAKE VINYLs, INC. (as successor to Westlake Monomers Corporation) through its Westlake Monomers Division ("Lessee").

Pursuant to the Lease, Lessee has leased from Lessor the railcars described on the attached Exhibit A. Documents regarding the railcars have been previously filed with the Surface Transportation Board and assigned Recordation Nos. 26874 and 26874-A. The Lease has expired in accordance with the its terms.

This Memorandum of Termination of Lease is executed for the purpose of releasing the railcars from the Lease and is without prejudice to any other continuing rights and obligations of the parties under the Lease and any amendments thereto. This Memorandum of Termination of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Lessor has caused this Memorandum of Termination of Lease to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

Lessor:
Compass Rail VI Corporation

By: 
Stephen C. Bieneman
Title: President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Termination of Lease was signed on behalf of Compass Rail VI Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the company.

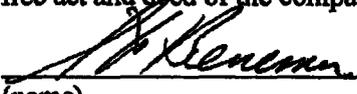

(name)

EXHIBIT A

The Cars: Ninety-six (96) 5,850 c.f. capacity, lined, straight-sided covered hoppers; 263,000lbs.
GRL

Car Count	Car Mark	Car Number
1	GACX	72917
2	GACX	72946
3	GACX	72947
4	GACX	72948
5	GACX	72949
6	GACX	72950
7	GACX	72951
8	GACX	72952
9	GACX	72953
10	GACX	72954
11	GACX	72955
12	GACX	72956
13	GACX	72957
14	GACX	72958
15	GACX	72959
16	GACX	72960
17	GACX	72961
18	GACX	72962
19	GACX	72963
20	GACX	72964
21	GACX	72965
22	GACX	72966
23	GACX	72967
24	GACX	72968
25	GACX	72969
26	GACX	72970
27	GACX	72971
28	GACX	72972
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30	GACX	72974
31	GACX	72975
32	GACX	72976
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34	GACX	72978
35	GACX	72979
36	GACX	72980
37	GACX	72981
38	GACX	72982
39	GACX	72983
40	GACX	72984
41	GACX	72985
42	GACX	72986
43	GACX	72987
44	GACX	72988

45	GACX	72989
46	GACX	72990
47	GACX	72991
48	GACX	72992
49	GACX	72993
50	GACX	72994
51	GACX	72995
52	GACX	72996
53	GACX	72997
54	GACX	72998
55	GACX	72999
56	GACX	73000
57	GACX	73002
58	GACX	73003
59	GACX	73004
60	GACX	73006
61	GACX	73007
62	GACX	73008
63	GACX	73009
64	GACX	73010
65	GACX	73011
66	GACX	73013
67	GACX	73014
68	GACX	73015
69	GACX	73016
70	GACX	73017
71	GACX	73018
72	GACX	73019
73	GACX	73020
74	GACX	73021
75	GACX	73022
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77	GACX	73024
78	GACX	73025
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86	GACX	73035
87	GACX	73036
88	GACX	73037
89	GACX	73038
90	GACX	73039
91	GACX	73040
92	GACX	73041
93	GACX	73042
94	GACX	73043
95	GACX	73044
96	GACX	73046

The Lease:

- **CAR SERVICE CONTRACT DATED AS OF APRIL 23, 1993 BY AND BETWEEN GENERAL AMERICAN TRANSPORTATION COMPANY ("GATX"), AS LESSOR AND WESTLAKE MONOMERS CORPORATION, AS LESSEE**
- **Amendment No. 1 to Contract 1222, November 9, 1994**
- **Amendment No. 2 to Contract 1222, September 1, 2003**
- **Revised Rider No. 16, 12/1/04**

As the same relate to the above-referenced railcars.

The Lessee: Westlake Monomers, A Division of Westlake Vinyls, Inc.

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: 2/10/11



Robert W. Alvord