

LAW OFFICES OF  
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September 30, 2011

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

RECORDATION NO. 29912 FILED

SEP 30 '11 -4 40 PM

Dear Ms Brown

**SURFACE TRANSPORTATION BOARD**

I have enclosed for 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 September 30, 2011. 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

BB&T Equipment Finance Corporation  
600 Washington Avenue, Suite 201  
Towson, MD 21204

Lessee

Westlake Polymers LLC  
2801 Post Oak Blvd  
Houston TX 77056

A description of the equipment covered by the Memorandum of Lease Agreement consists of 801 CF5711 Center Flow cars numbered WLPX 44100-44799, inclusive (excluding 44124 and 44367) and 60497-60599, inclusive.

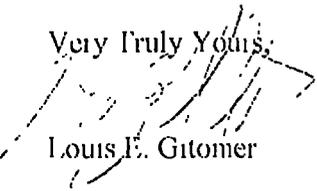
A fee of \$41.00 is enclosed. Please return one copy by email to

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou.Gitomer@verizon.net

Ms Cynthia T Brown  
September 30, 2011  
Page 2

A short summary of the document to appear in the index follows a Memorandum of Lease Agreement between BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, and Westlake Polymers L.L.C. 2801 Post Oak Boulevard, Houston TX 77056, covering 801 CF5711 Center Flow cars numbered WLPX 44100-44799, inclusive (excluding 44124 and 44367) and 60497-60599, inclusive

Very Truly Yours,



Louis E. Gitomer

Enclosure

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RECORDATION NO. 29912 FILED

SEP 30 '11 4 40 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

dated as of September 30, 2011

between

WESTLAKE POLYMERS LLC,  
as Lessee

and

BB&T EQUIPMENT FINANCE CORPORATION  
as Lessor

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

on September \_\_\_\_, 2011 at \_\_\_\_:\_\_\_\_.m

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 30, 2011, by and between WESTLAKE POLYMERS LLC ("Lessee") and BB&T EQUIPMENT FINANCE CORPORATION ("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 railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are subject to that certain Rail Equipment Net Leasing Agreement No. 30957 - \_\_\_\_\_ dated as of September 30, 2011 (the "Master Agreement"), between Lessor and Lessee. Lessor owns all rights, title and interest in the Railcars under the Master Agreement including, without limitation, the right for Lessor to directly enter into various Schedules with Lessee (which such Schedule will incorporate by reference the terms and conditions of the Master Agreement) and acquire the Railcars for lease to Lessee. Such Schedule between Lessor and Lessee and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein as, the "Lease".

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

This Memorandum of 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 Agreement to be executed as of the date first above written.

BB&T EQUIPMENT FINANCE CORPORATION

By:   
Name: **STEPHEN GRAY**  
Title: **Senior Vice President**

WESTLAKE POLYMERS LLC

By: \_\_\_\_\_  
Name:  
Title.

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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

BB&T EQUIPMENT FINANCE CORPORATION

By \_\_\_\_\_  
Name  
Title.

WESTLAKE POLYMERS LLC

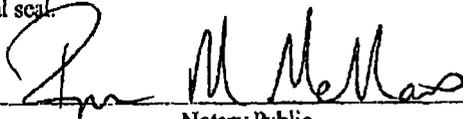
By. Westlake Chemical Investments, Inc  
Manager

By.   
Steven Bender  
Senior VP & Chief Financial Officer

STATE OF Maryland )  
COUNTY OF Baltimore ) ss.

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of September, 2011, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Stephen Gray, who acknowledged himself to be the Senior VP of BB&I EQUIPMENT FINANCE CORPORATION, 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 Senior VP of said company by signing the name of the company by himself as the Senior VP

AS WITNESS my hand and notarial seal.

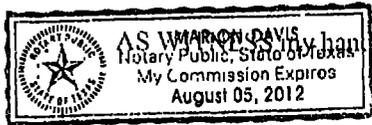


Notary Public  
REGINA M. MCMANUS  
NOTARY PUBLIC  
BALTIMORE COUNTY

My commission expires: 10/15/12

STATE OF TEXAS                    )  
  ) ss  
COUNTY OF HARRIS                )

I HEREBY CERTIFY, that on this 30th day of September, 2011, before me, the undersigned, a Notary Public of the State of Texas, personally appeared Steven Bender, who acknowledged himself to be the Senior Vice President and Chief Financial Officer of Westlake Chemical Investments, Inc, the sole manager of WESTLAKE POLYMERS LLC, 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 company by signing the name of the company by himself as the Senior VP & Chief Financial Officer



and notarial seal

AS Marion Davis  
Notary Public

My commission expires: 8-5-12.

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EXHIBIT NO 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

113 CF5711 Center Flow Cars numbered WLPX 44100-44109, inclusive and 60497-60599, inclusive,  
and

688 CF5711 Center Flow Cars numbers WLPX 44110-44123, inclusive, 44125-44366, inclusive and  
44368-44799, inclusive