

RECORDATION NO 30397

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LAW OFFICES OF
SURFACE TRANSPORTATION BOARD
LOUIS E. GITOMER, LLC.

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September 24, 2012

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 September 24, 2012. 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 Petrochemicals LLC
2801 Post Oak Blvd
Houston TX 77056

A description of the equipment covered by the Memorandum of Lease Agreement consists of 48 covered quadruple hopper cars numbered WLPX 200410-200457, inclusive.

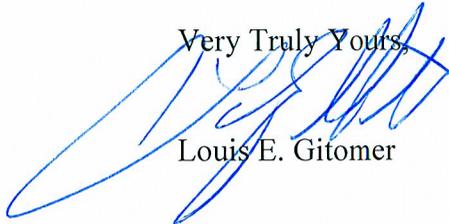
A fee of \$42.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
September 24, 2012
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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 Petrochemicals LLC, 2801 Post Oak Boulevard, Houston TX 77056, covering 48 covered quadruple hopper cars numbered WLPX 200410-200457, inclusive.

Very Truly Yours,

A handwritten signature in blue ink, appearing to read 'L. Gitomer', is written over the typed name 'Louis E. Gitomer'.

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of September 24, 2012

between

WESTLAKE PETROCHEMICALS LLC,
as Lessee

and

BB&T EQUIPMENT FINANCE CORPORATION
as Lessor

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

on September ____, 2012 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 24, 2012, by and between WESTLAKE PETROCHEMICALS 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 such Railcars are more fully described in that certain Schedule No. 001 dated as of September 24, 2012 and executed pursuant to, and incorporating by reference the terms and conditions of that certain Rail Equipment Net Leasing Agreement dated as of September 24, 2012 (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.

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.

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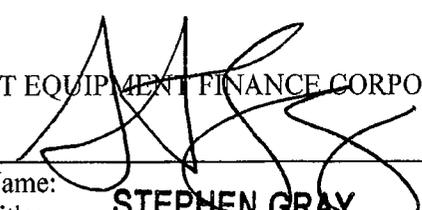
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BB&T EQUIPMENT FINANCE CORPORATION

By: _____

Name:

Title:


STEPHEN GRAY
Senior Vice President

WESTLAKE PETROCHEMICALS LLC

By: Westlake Chemical Investments, Inc.

Its: Manager

By: _____

Name:

Title:

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: _____

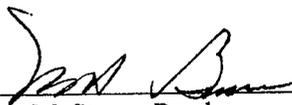
Name:

Title:

WESTLAKE PETROCHEMICALS LLC

By: Westlake Chemical Investments, Inc.

Its: Manager

By:  _____

Name: M. Steven Bender

Title: Senior Vice President & CFO

MS

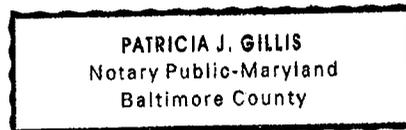
STATE OF Maryland)
) ss.
COUNTY OF Baltimore)

I HEREBY CERTIFY, that on this 20th day of September, 2012, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Stephen Gray, who acknowledged himself to be the Senior Vice President of BB&T 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 Vice President of said company by signing the name of the company by himself as the Senior Vice President.

AS WITNESS my hand and notarial seal.

Patricia J. Gillis
Notary Public

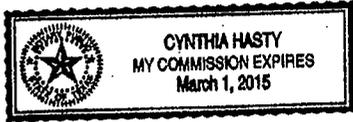
My commission expires: December 4, 2012



STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

I HEREBY CERTIFY, that on this ____ day of September, 2012, before me, the undersigned, a Notary Public of the State of Texas, personally appeared M. Steven Bender, who acknowledged himself to be the Senior Vice President & CFO of Westlake Chemical Investments, Inc., the manager of WESTLAKE PETROCHEMICALS 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 Vice President & CFO.

AS WITNESS my hand and notarial seal.



Cynthia Hasty

Notary Public

My commission expires: March 1, 2015.

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Forty-Eight (48) covered quadruple hopper cars equipped with 20" diameter loading hatched, pneumatic outlets, and interior epoxy coating, more fully indentified by the following marks:

WLPX 200410-200457, inclusive