

RECORDATION NO 30397-B  
FILED  
September 28, 2012 01:44 PM  
LAW OFFICES OF  
**SURFACE TRANSPORTATION BOARD**  
**LOUIS E. GITOMER, LLC.**

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September 28, 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 secondary document, dated as of September 28, 2012. The primary document to which this is connected is recorded under Recordation No. 30397. We request that this document be recorded under Recordation No. 30397-B.

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 18 covered quadruple hopper cars numbered TILX 620225-620242, inclusive.

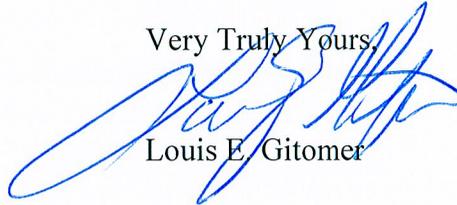
A fee of \$42.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown  
September 28, 2012  
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 Petrochemicals LLC, 2801 Post Oak Boulevard, Houston TX 77056, covering 18 covered quadruple hopper cars numbered TILX 620225-620242, inclusive.

Very Truly Yours,

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

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of September 28, 2012

between

WESTLAKE PETROCHEMICALS 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 \_\_\_\_, 2012 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 28, 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. 003 dated as of September 28, 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.

[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 PETROCHEMICALS LLC

By: Westlake Chemical Investments, Inc.

Its: Manager

By: \_\_\_\_\_

Name:

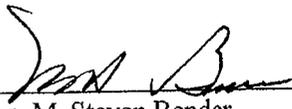
Title:

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

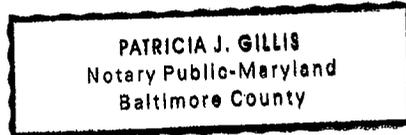
STATE OF Maryland )  
 ) ss.  
COUNTY OF Baltimore )

I HEREBY CERTIFY, that on this 20<sup>th</sup> 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

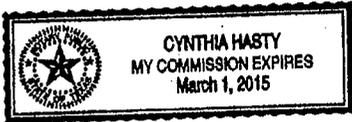
My commission expires: December 4, 2012



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

Eighteen (18) covered quadruple hopper cars, more fully identified by the following marks:

TILX 620225-620242, inclusive