

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC**

RECORDATION NO. 32217  
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SURFACE TRANSPORTATION BOARD

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June 8, 2016

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 June 6, 2016. 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:

Banc of America Leasing & Capital, LLC  
11333 McCormick Road  
Hunt Valley, MD 21031

Lessee:

Westlake Polymers LLC  
2290 Callahan Road  
Longview, TX 75602

A description of the equipment covered by the Memorandum of Lease Agreement consists of 300 covered hopper cars numbered WLPX 161001-161300, inclusive.

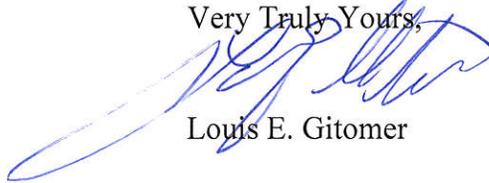
A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
[Lou@lgraillaw.com](mailto:Lou@lgraillaw.com)

Ms. Cynthia T. Brown  
June 8, 2016  
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 11333 McCormick Road, Hunt Valley, MD 21031, and Westlake Polymers LLC, 2290 Callahan Road, Longview, TX 75602, covering 300 covered hopper cars numbered WLPX 161001-161300, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of June 6, 2016

between

WESTLAKE POLYMERS LLC,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor

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

on \_\_\_\_\_, 2016 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 6, 2016, by and between WESTLAKE POLYMERS LLC, a Delaware limited partnership ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("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 more fully described in that certain Master Lease Agreement Number. 30449-90000, dated as of May 20, 2016 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.
2. The Lease is 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.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: John P. White Sr.  
Name: **John P. White, Sr.**  
Title: **Vice President**

WESTLAKE POLYMERS LLC

By: Westlake Chemical Investments, Inc., Its manager

By: Bruce P. Robertson  
Name: BRUCE P. ROBERTSON  
Title: ASSISTANT TREASURER

WWR

STATE OF MARYLAND

COUNTY OF HARFORD

I HEREBY CERTIFY, that on this 8<sup>th</sup> day of June, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared John P. White, Sr., who acknowledged himself to be the Vice President, of BANC OF AMERICA LEASING & CAPITAL, 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 Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.



\_\_\_\_\_  
Notary Public

My commission expires:

2/28/17

**TERRI J. PRESTON**  
Notary Public  
Harford County  
Maryland  
My Commission Expires Feb. 28, 2017

STATE OF Texas )  
 ) ss.  
COUNTY OF Harris )

I HEREBY CERTIFY, that on this 6 day of June, 2016, before me, the undersigned, a Notary Public of the State of Texas, personally appeared Bruce P. Robertson, who acknowledged himself to be the Asst. Treasurer of Lessee, 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 Treasurer of said corporation by signing the name of the corporation by himself as the Treasurer.

AS WITNESS my hand and notarial seal.

Amanda Helton

Notary Public

My commission expires: December 9, 2017

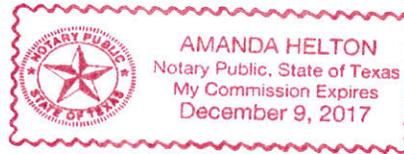


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

300 – Trinity 6,241 cubic foot 6,241 cu. Ft. covered hopper cars railroad cars having car numbers WLPX 161001 through WLPX 161300, Inclusive