

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

July 1, 1999

RECORDATION NO. 22218, A, B FILED

JUL 1 '99 11-30AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Railcar Lease, dated July 7, 1993, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Assignment, Management and Escrow Agreement, dated June 23, 1999 and Memorandum of Lease Assignment and Assumption Agreement, dated as of June 23, 1999.

The names and addresses of the parties to the enclosed documents are:

Railcar Lease

Lessor: The Andersons
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Wellman, Inc.
P.O. Box 100542
Florence, South Carolina 29501

Vernon A. Williams
July 1, 1999
Page 2

Memorandum of Lease Assignment, Management
and Escrow Agreement

Assignee: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Illinois 43537

Memorandum of Lease Assignment
and Assumption Agreement

Assignee: Firstar Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

JUL 1 '99

11-30AM

**MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT
AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on June 23, 1999, by and between The Vaughn Group, Inc. ("Assignee"), and The Andersons, Inc. ("Assignor").

WITNESSETH:

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement dated June 23, 1999, whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Lease and Service Rail Car Lease dated July 7, 1993 and Rider No. 199301-WELR4, between Assignor, as Lessor, and Wellman, Inc., as Lessee, and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

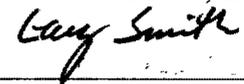
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, INC.

By: Name: John V. Handelsman
President and CEO

Title: _____

THE ANDERSONS, INC.

By: Name: Gary SmithTitle: V.P., Finance & Treasurer

WELLMAN, INC
 RIDER #199301-WELR4
 EXHIBIT "A"

1	AEX 5009	51	AEX 5700
2	AEX 5011	52	AEX 5706
3	AEX 5013	53	AEX 5713
4	AEX 5016	54	AEX 5716
5	AEX 5018	55	AEX 5722
6	AEX 5020	56	AEX 5734
7	AEX 5021	57	AEX 5763
8	AEX 5022	58	AEX 5764
9	AEX 5025	59	AEX 5768
10	AEX 5026	60	AEX 5775
11	AEX 5029	61	AEX 5783
12	AEX 5040	62	AEX 5788
13	AEX 5041	63	AEX 5801
14	AEX 5044	64	AEX 5807
15	AEX 5046	65	AEX 5809
16	AEX 5047	66	AEX 5815
17	AEX 5048	67	AEX 5821
18	AEX 5051	68	AEX 5834
19	AEX 5052	69	AEX 5847
20	AEX 5053	70	AEX 5857
21	AEX 5055	71	AEX 5860
22	AEX 5059	72	AEX 5862
23	AEX 5065	73	AEX 5863
24	AEX 5067	74	AEX 5865
25	AEX 5072	75	AEX 5866
26	AEX 5076	76	AEX 5869
27	AEX 5077	77	AEX 5877
28	AEX 5079	78	AEX 5879
29	AEX 5083	79	AEX 5882
30	AEX 5086	80	AEX 5891
31	AEX 5087	81	AEX 5899
32	AEX 5089	82	AEX 5900
33	AEX 5092	83	AEX 5914
34	AEX 5592	84	AEX 5920
35	AEX 5598	85	AEX 5929
36	AEX 5620	86	AEX 5944
37	AEX 5633	87	AEX 5947
38	AEX 5635	88	AEX 5949
39	AEX 5638	89	AEX 5978
40	AEX 5639	90	AEX 5984
41	AEX 5647	91	AEX 6025
42	AEX 5650	92	AEX 6070
43	AEX 5654	93	AEX 6088
44	AEX 5656	94	AEX 6100
45	AEX 5674	95	AEX 6126
46	AEX 5675	96	AEX 6145
47	AEX 5685		
48	AEX 5692		
49	AEX 5696		
50	AEX 5699		

STATE OF _____)

) ss.:

COUNTY OF _____)

On this _____ day of _____, 1999 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Inc., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

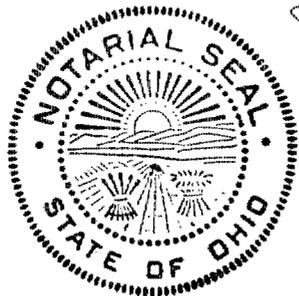
My commission expires:

STATE OF OHIO)

) ss.:

COUNTY OF LUCAS)

On this 28th day of June, 1999 before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he/~~she~~ is the Vice President of Finance & Treasurer, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julie Ann Dibble

Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 6-20-2000

My commission expires:

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

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OF COUNSEL
URBAN A. LESTER

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11-30AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

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The names and addresses of the parties to the enclosed documents are:

Railcar Lease

Lessor: The Andersons
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Wellman, Inc.
P.O. Box 100542
Florence, South Carolina 29501

Vernon A. Williams
July 1, 1999
Page 2

Memorandum of Lease Assignment, Management
and Escrow Agreement

Assignee: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Illinois 43537

Memorandum of Lease Assignment
and Assumption Agreement

Assignee: Firststar Bank, National Association
425 Walnut Street
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

JUL 1 '99 11-30AM

**MEMORANDUM OF LEASE
ASSIGNMENT AND ASSUMPTION AGREEMENT**

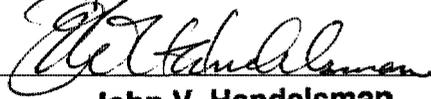
Memorandum of Lease Assignment and Assumption Agreement made and entered into as of June 29, 1999 by and between The Vaughn Group, Inc. ("Vaughn") and Firststar Bank, National Association ("Firststar").

WITNESSETH:

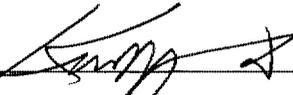
1. Vaughn, as Lessor, has entered into that certain Lease Assignment, Management and Escrow Agreement (the "Agreement") dated June 23, 1999, with The Andersons, Inc., as Assignor, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to assign to Firststar and Firststar as agreed to accept from Vaughn the Agreement and the railroad equipment subject to that Agreement.
3. This Memorandum of Lease Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute on instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

THE VAUGHN GROUP, INC.

By: 
John V. Handelsman
 Title: **President and CEO**

FIRSTAR BANK, NATIONAL ASSOCIATION

By: 
 Title: 

STATE OF Ohio)
) ss.:
COUNTY OF Butler)

On this 30th day of June, 1999 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Inc., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Andrea M. Spicer (Spicer)
Notary Public

ANDREA M. SPICER
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JUNE 4, 2001

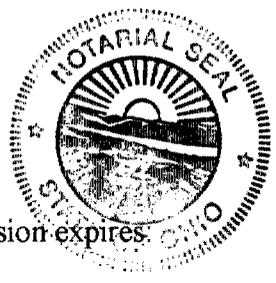
My commission expires:

STATE OF Ohio)
) ss.:
COUNTY OF Butler)

On this 30th day of June, 1999 before me personally appeared Kim Trombetta, to me personally known, who being duly sworn, says that he/~~she~~ is the Vice President of Firststar Bank, N.A., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathy J. Voegele
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000



My commission expires:

WELLMAN, INC
 RIDER #199301-WELR4
 EXHIBIT "A"

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2	AEX 5011	521	AEX 5706
3	AEX 5013	531	AEX 5713
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