RECORDATION NO. 23539-I FILED

JAN 30 '04 12-40 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 30, 2004

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 Memorandum of Assignment of Lease Agreement, dated as of January 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Assignment of Lease Agreements which were previously filed with the Board under Recordation Numbers 23539-F and 23539-H.

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

Assignor: Maxus Leasing Group, Inc.
31300 Bainbridge Road
Cleveland, OH 44139

Assignee: Ameritech Credit Corporation
(d/b/a SBC Capital Services)
2000 W. Ameritech Center Drive
Hoffman Estates, IL 60196

A description of the railroad equipment covered by the enclosed document is:

100 covered hopper railcars within the series AEX 5955 – AEX 8472 and AEX 26407 – AEX 28263.

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Lease Agreement

Also enclosed is a check in the amount of $30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of January 30, 2004, by and between Maxus Leasing Group, Inc., ("Assignor") and Ameritech Credit Corporation d/b/a SBC Capital Services ("Assignee").

WHEREAS, Maxus Leasing Group, Inc., as Lessor and Wellman, Inc., as Lessee, have heretofore entered into that certain Lease Agreement dated July 7, 1993, by purchase, referenced by the Lease Sale and Management Agreement dated as of December 31, 2003 and the related Schedules WEL 10 and WEL 11 (as referenced therein), (collectively, the "Lease") pertaining to the rail cars described on the attached Exhibit A ("Equipment"). Evidence of the Lease and assignment of Lease has been recorded as of ~~[date]~~ 12-30-03 with the Surface Transportation Board pursuant to 49 U.S.C.§11301 and assigned recordation number 23539H. and 23539F

NOW, THEREFORE, in consideration of the sum of Ten Dollars ($10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: MAXUS LEASING GROUP, INC.

By: _____
Chris Di Lillo
Title: President

STATE OF OHIO)
COUNTY OF CUYAHOGA) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Chris A. Di Lillo, President of Maxus Leasing Group, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cleveland, Ohio this 27th day of January, 2004.

Anthony N Granata
Notary Public
My Commission Expires: 9/10/07

ASSIGNEE: Ameritech Credit Corporation
d/b/a SBC Capital Services

By: Vicki Prot
Title: Vice President

NOTARIAL SEAL STATE OF OHIO

ANTHONY N. GRANATA
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Cuyahoga Cty.
My Comm. Exp. 9/10/07

STATE OF Illinois)
COUNTY OF Cook) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Vicki L. Prot the Vice President of Ameritech Credit Corp., who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Hoffman Estates, IL this 29th day of January, 2004.

Anne M. Peters
Notary Public
My Commission Expires: 11/06/05

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SURFACE TRANSPORTATION BOARD

Exhibit A

Car Numbers

	Car Number	Original Car No.	Equipment ID #
1	AEX 005955	HPIX050438	1003831
2	AEX 005991	HPIX050477	1003831
3	AEX 006017	HPIX050503	1003831
4	AEX 006037	HPIX050525	1003831
5	AEX 006086	HPIX050580	1003831
6	AEX 006093	HPIX050590	1003831
7	AEX 006102	HPIX050600	1003831
8	AEX 006377	DOWX005316	886609
9	AEX 006381	DOWX005398	886687
10	AEX 006391	DOWX005514	886802
11	AEX 006393	DOWX005519	886807
12	AEX 006396	DOWX005529	886817
13	AEX 006397	DOWX005532	886820
14	AEX 006398	DOWX005536	886824
15	AEX 007440	DOWX005309	886602
16	AEX 007441	DOWX005311	886604
17	AEX 007442	DOWX005315	886608
18	AEX 007443	DOWX005326	886619
19	AEX 007445	DOWX005335	886627
20	AEX 007447	DOWX005343	886634
21	AEX 007448	DOWX005353	886643
22	AEX 007450	DOWX005358	886647
23	AEX 007454	DOWX005378	886667
24	AEX 007455	DOWX005399	886688
25	AEX 007456	DOWX005422	886711
26	AEX 007460	DOWX005443	886731
27	AEX 007461	DOWX005448	886736
28	AEX 007462	DOWX005450	886738
29	AEX 007463	DOWX005453	886741
30	AEX 008205	ACFX056857	776362
31	AEX 008208	ACFX056870	776375
32	AEX 008212	ACFX057541	776792
33	AEX 008218	ACFX058019	777235
34	AEX 008220	ACFX058085	777292
35	AEX 008223	ACFX058089	777296
36	AEX 008225	ACFX058539	777707
37	AEX 008226	ACFX058596	777764
38	AEX 008228	ACFX058825	777987
39	AEX 008231	ACFX058829	777991
40	AEX 008236	ACFX058837	777999
41	AEX 008247	ACFX056829	776335
42	AEX 008248	ACFX056834	776339
43	AEX 008251	ACFX056842	776347
44	AEX 008259	ACFX056869	776374
45	AEX 008278	ACFX058826	777988
46	AEX 008283	ACFX059268	778379
47	AEX 008291	ACFX059333	778443
48	AEX 008401	CCBX055405	6725963
49	AEX 008403	CCBX055409	6725967
50	AEX 008405	CCBX055414	6725972

	Car Number	Original Car No.	Equipment ID #
51	AEX 008406	CCBX055417	6725975
52	AEX 008407	CCBX055418	6725976
53	AEX 008410	CCBX055423	6725981
54	AEX 008412	CCBX055426	6725983
55	AEX 008415	CCBX055431	6725988
56	AEX 008419	CCBX055437	6725994
57	AEX 008424	CCBX055445	6726002
58	AEX 008425	CCBX055447	6726004
59	AEX 008427	CCBX055451	6726007
60	AEX 008429	CCBX055453	8785809
61	AEX 008430	CCBX055470	6726024
62	AEX 008431	CCBX055471	6726025
63	AEX 008433	CCBX055475	6726029
64	AEX 008434	CCBX055481	6726034
65	AEX 008436	CCBX055483	6726036
66	AEX 008438	CCBX055488	6726041
67	AEX 008439	CCBX055489	6726042
68	AEX 008441	CCBX055494	6726046
69	AEX 008443	CCBX055496	6726048
70	AEX 008445	CCBX055503	6726055
71	AEX 008450	CCBX055510	6726062
72	AEX 008454	CCBX055518	6726070
73	AEX 008459	CCBX055526	6726078
74	AEX 008461	CCBX055528	6726080
75	AEX 008464	CCBX055558	6726106
76	AEX 008465	CCBX055559	6726107
77	AEX 008466	CCBX055560	6726108
78	AEX 008467	CCBX055561	6726109
79	AEX 008469	CCBX055563	6726111
80	AEX 008472	CCBX055567	6726115
81	AEX 026407	DOWX005558	886845
82	AEX 028200	ACFX056823	776329
83	AEX 028201	ACFX056830	776336
84	AEX 028203	ACFX056836	776341
85	AEX 028206	ACFX056858	776363
86	AEX 028210	ACFX056873	776378
87	AEX 028211	ACFX057539	776790
88	AEX 028214	ACFX057691	776940
89	AEX 028216	ACFX057937	777157
90	AEX 028217	ACFX058006	777223
91	AEX 028219	ACFX058022	777238
92	AEX 028221	ACFX058086	777293
93	AEX 028224	ACFX058098	777305
94	AEX 028233	ACFX058832	777994
95	AEX 028234	ACFX058833	777995
96	AEX 028235	ACFX058836	777998
97	AEX 028237	ACFX059269	778380
98	AEX 028246	ACFX056827	776333
99	AEX 028260	ACFX056871	776376
100	AEX 028263	ACFX057547	776798