RECORDATION NO. 25103 FILED

JUL 30 '04 4-11 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 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 two (2) copies of a Full Service Lease Agreement, dated as of July 29, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Lessee: Wellman, Inc.
5416 Parkway Plaza Blvd.
Charlotte, NC 28217

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

350 railcars within the series AEX 005569 – AEX 008213

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

Full Service 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/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
FULL SERVICE LEASE AGREEMENT #199301-WEL
RIDER #199301-WEL3

This Memorandum to the Full Service Lease Agreement #199301-WEL and Rider #199301-WEL3 ("Memorandum") is made as of the 29th day of July, 2004 by and between The Andersons, Inc. ("Lessor") and Wellman, Inc. ("Lessee").

WHEREAS, Lessor and Lessee entered into that certain Rider #199301-WEL3 dated as of September 16, 1998 to Full Service Lease Agreement #199301-WEL dated July 7, 1993 ("Lease").

WHEREAS, there has been a substitution of Cars under Rider #199301-WEL3.

NOW, THEREFORE, the parties agree as follows:

1. The Lease has an expiration date of September 30, 2005

2. The Exhibit A to the Rider is stricken and Substitute Exhibit A to this Memorandum is substituted with an effective date of October 31, 2002.

3. This Memorandum may be executed in as many counterparts as shall be determined by the parties, but all such counterparts shall constitute one document.

[Signature Pages to Follow]

Lessor
THE ANDERSONS, INC.

By: Rasesh H. Shah
Printed
Name: Rasesh H. Shah

Title: President, Rail Group

Date: 7/29/04

STATE OF Ohio)
COUNTY OF Lucas) SS:

The foregoing instrument was acknowledged before me this 29th day of July, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Elizabeth J. Hall
Notary Public

ELIZABETH J. HALL
Attorney at Law
Notary Public – State of Ohio
My Commission has no Expiration Date.
Section 147.03 O.R.C.

IN WITNESS WHEREOF, the parties have caused this instrument to be executed and delivered the day and year first above written.

Lessee
WELLMAN, INC.

By: Barbara Rucker

Printed Name: Barbara Rucker

Title: Rail Logistics Manager

Date: 7-29-04

STATE OF North Carolina

COUNTY OF Mecklenburg SS:

The foregoing instrument was acknowledged before me this 29 day of July, 2004, by Barbara Rucker, the Rail Logistics Mgr of Wellman, Inc. a corporation, on behalf of the corporation.

Notary Public

My Commission Expires February 28, 2009

Substitute Exhibit A

Effective as of October 31, 2002

1	AEX 005569	51	AEX 005725	101	AEX 005803	151	AEX 005880	201	AEX 005950	251	AEX 006032	301	AEX 006129
2	AEX 005591	52	AEX 005726	102	AEX 005804	152	AEX 005881	202	AEX 005953	252	AEX 006034	302	AEX 006130
3	AEX 005593	53	AEX 005727	103	AEX 005806	153	AEX 005883	203	AEX 005954	253	AEX 006039	303	AEX 006134
4	AEX 005595	54	AEX 005728	104	AEX 005810	154	AEX 005884	204	AEX 005956	254	AEX 006040	304	AEX 006135
5	AEX 005612	55	AEX 005729	105	AEX 005811	155	AEX 005885	205	AEX 005958	255	AEX 006041	305	AEX 006136
6	AEX 005617	56	AEX 005730	106	AEX 005812	156	AEX 005886	206	AEX 005959	256	AEX 006042	306	AEX 006138
7	AEX 005618	57	AEX 005731	107	AEX 005817	157	AEX 005889	207	AEX 005961	257	AEX 006043	307	AEX 006141
8	AEX 005622	58	AEX 005732	108	AEX 005818	158	AEX 005893	208	AEX 005964	258	AEX 006044	308	AEX 006144
9	AEX 005625	59	AEX 005733	109	AEX 005819	159	AEX 005894	209	AEX 005965	259	AEX 006045	309	AEX 006150
10	AEX 005626	60	AEX 005736	110	AEX 005820	160	AEX 005895	210	AEX 005966	260	AEX 006046	310	AEX 006152
11	AEX 005628	61	AEX 005737	111	AEX 005822	161	AEX 005896	211	AEX 005969	261	AEX 006047	311	AEX 006155
12	AEX 005629	62	AEX 005738	112	AEX 005823	162	AEX 005897	212	AEX 005971	262	AEX 006048	312	AEX 006156
13	AEX 005634	63	AEX 005741	113	AEX 005824	163	AEX 005898	213	AEX 005972	263	AEX 006052	313	AEX 006157
14	AEX 005636	64	AEX 005742	114	AEX 005826	164	AEX 005901	214	AEX 005973	264	AEX 006053	314	AEX 006159
15	AEX 005641	65	AEX 005743	115	AEX 005827	165	AEX 005902	215	AEX 005974	265	AEX 006055	315	AEX 006164
16	AEX 005644	66	AEX 005744	116	AEX 005828	166	AEX 005904	216	AEX 005975	266	AEX 006056	316	AEX 006166
17	AEX 005646	67	AEX 005745	117	AEX 005829	167	AEX 005905	217	AEX 005976	267	AEX 006059	317	AEX 006167
18	AEX 005651	68	AEX 005746	118	AEX 005830	168	AEX 005906	218	AEX 005980	268	AEX 006060	318	AEX 006168
19	AEX 005652	69	AEX 005747	119	AEX 005831	169	AEX 005907	219	AEX 005981	269	AEX 006061	319	AEX 006274
20	AEX 005659	70	AEX 005748	120	AEX 005832	170	AEX 005908	220	AEX 005982	270	AEX 006063	320	AEX 006275
21	AEX 005660	71	AEX 005749	121	AEX 005833	171	AEX 005909	221	AEX 005985	271	AEX 006065	321	AEX 006276
22	AEX 005662	72	AEX 005751	122	AEX 005835	172	AEX 005910	222	AEX 005986	272	AEX 006072	322	AEX 006277
23	AEX 005663	73	AEX 005753	123	AEX 005836	173	AEX 005911	223	AEX 005988	273	AEX 006073	323	AEX 006279
24	AEX 005664	74	AEX 005754	124	AEX 005837	174	AEX 005912	224	AEX 005992	274	AEX 006074	324	AEX 006280
25	AEX 005666	75	AEX 005756	125	AEX 005838	175	AEX 005915	225	AEX 005994	275	AEX 006075	325	AEX 006281
26	AEX 005667	76	AEX 005757	126	AEX 005839	176	AEX 005917	226	AEX 005997	276	AEX 006076	326	AEX 006282
27	AEX 005669	77	AEX 005758	127	AEX 005840	177	AEX 005918	227	AEX 005998	277	AEX 006077	327	AEX 006283
28	AEX 005671	78	AEX 005759	128	AEX 005841	178	AEX 005919	228	AEX 005999	278	AEX 006080	328	AEX 006284
29	AEX 005676	79	AEX 005762	129	AEX 005842	179	AEX 005921	229	AEX 006000	279	AEX 006083	329	AEX 006285
30	AEX 005678	80	AEX 005765	130	AEX 005843	180	AEX 005923	230	AEX 006001	280	AEX 006084	330	AEX 006288
31	AEX 005680	81	AEX 005767	131	AEX 005845	181	AEX 005924	231	AEX 006002	281	AEX 006085	331	AEX 006289
32	AEX 005689	82	AEX 005770	132	AEX 005846	182	AEX 005925	232	AEX 006003	282	AEX 006089	332	AEX 006290
33	AEX 005690	83	AEX 005771	133	AEX 005848	183	AEX 005926	233	AEX 006004	283	AEX 006091	333	AEX 006291
34	AEX 005691	84	AEX 005772	134	AEX 005849	184	AEX 005928	234	AEX 006005	284	AEX 006096	334	AEX 006292
35	AEX 005694	85	AEX 005773	135	AEX 005850	185	AEX 005930	235	AEX 006008	285	AEX 006099	335	AEX 006294
36	AEX 005698	86	AEX 005776	136	AEX 005851	186	AEX 005931	236	AEX 006009	286	AEX 006103	336	AEX 006295
37	AEX 005702	87	AEX 005777	137	AEX 005853	187	AEX 005932	237	AEX 006010	287	AEX 006106	337	AEX 006296
38	AEX 005705	88	AEX 005780	138	AEX 005854	188	AEX 005933	238	AEX 006011	288	AEX 006107	338	AEX 006297
39	AEX 005707	89	AEX 005781	139	AEX 005856	189	AEX 005934	239	AEX 006012	289	AEX 006109	339	AEX 006298
40	AEX 005708	90	AEX 005785	140	AEX 005859	190	AEX 005936	240	AEX 006015	290	AEX 006111	340	AEX 006299
41	AEX 005709	91	AEX 005786	141	AEX 005861	191	AEX 005937	241	AEX 006016	291	AEX 006112	341	AEX 006300
42	AEX 005710	92	AEX 005787	142	AEX 005864	192	AEX 005938	242	AEX 006018	292	AEX 006113	342	AEX 006302
43	AEX 005711	93	AEX 005790	143	AEX 005867	193	AEX 005939	243	AEX 006020	293	AEX 006115	343	AEX 006303
44	AEX 005712	94	AEX 005792	144	AEX 005868	194	AEX 005940	244	AEX 006023	294	AEX 006116	344	AEX 006304
45	AEX 005715	95	AEX 005794	145	AEX 005870	195	AEX 005941	245	AEX 006024	295	AEX 006117	345	AEX 006305
46	AEX 005717	96	AEX 005795	146	AEX 005871	196	AEX 005942	246	AEX 006026	296	AEX 006121	346	AEX 006306
47	AEX 005718	97	AEX 005796	147	AEX 005872	197	AEX 005943	247	AEX 006027	297	AEX 006122	347	AEX 006307
48	AEX 005720	98	AEX 005797	148	AEX 005874	198	AEX 005945	248	AEX 006028	298	AEX 006124	348	AEX 006308
49	AEX 005721	99	AEX 005799	149	AEX 005875	199	AEX 005946	249	AEX 006029	299	AEX 006125	349	AEX 008209
50	AEX 005723	100	AEX 005802	150	AEX 005878	200	AEX 005948	250	AEX 006031	300	AEX 006127	350	AEX 008213

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/30/04

Robert W. Alvord