

RECORDATION NO. 23539-C FILED

JUL - 9 '01 11-21 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 6, 2001

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 Memorandum of Lease, dated as of July 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23539.

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

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Wellman, Inc. P.O. Box 31331 5146 Parkway Plaza Boulevard Charlotte, North Carolina 28231

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

Schedule 7: 36 railcars AEX 7700 - AEX 7735

Mr. Vernon A. Williams
July 6, 2001
Page Two

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

Memorandum of Lease, dated as of July 1, 2001, between
The Andersons, Inc., Lessor, and Wellman, Inc., Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord
RWA

RWA/anm
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of the 1st day of July, 2001, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Wellman, Inc., a Delaware corporation, having its principal place of business at Florence, SC 29501 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of July 7, 1993 (the "Master Lease"), and Rider # 199301-WELR7 dated as of May 7, 2001 (the "Assigned Schedule"), whereby Lessor leases to Lessee thirty-six (36) rail cars bearing consecutive railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term July 1, 2001 to June 30, 2008.
2. Lessee has no option to purchase railcars at the end of the lease term.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

Signed and acknowledged in the presence of:

William O. Coe
Robin Hill

THE ANDERSONS, INC.

By:

Frank H. Stone

Title:

PRESIDENT RAIL GROUP

LESSEE:

Signed and acknowledged in the presence of:

Carole A. Howell
Linda Marotta

WELLMAN, INC.

By:

Barbara Rucker

Title:

Logistics Coordinator

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SURFACE TRANSPORTATION BOARD

STATE OF Ohio)
) SS:
COUNTY OF Lucas)

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the President, Manufacturing Division of The Andersons, Inc., an Ohio corporation, 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 Maumee, Ohio this 12th day of JUNE, 2001.

R. Thomas Connolly
Notary Public
My Commission Expires:

STATE OF S.C.)
) SS:
COUNTY OF Florence)

R. Thomas Connolly
Notary Public, State of Ohio
My Commission Expires 1/1/2002

On this 11th day of June, 2001, before me personally appeared Barbara Rucker, to me personally known, who being duly sworn, says that he/she is the _____ of _____, 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.

Carla H. Howell
Notary Public My commission expires April 2, 2008
My Commission Expires:

F:\DATA\RAILCAR\DOCUMNTS\MASTER\MEM1LEA.DOC

F:\data\RAILCAR\DOCUMNTS\FINAL\MEMOLEAS\199301-welr7.doc

EXHIBIT A
WELLMAN, INC.
RIDER # 199301-WELR7
Thirty-Six (36) ACF Built 5250 Coverd Hoppers
Equipped with 5135 ACF Gates

CAR NUMBER	
1	AEX 7700
2	AEX 7701
3	AEX 7702
4	AEX 7703
5	AEX 7704
6	AEX 7705
7	AEX 7706
8	AEX 7707
9	AEX 7708
10	AEX 7709
11	AEX 7710
12	AEX 7711
13	AEX 7712
14	AEX 7713
15	AEX 7714
16	AEX 7715
17	AEX 7716
18	AEX 7717
19	AEX 7718
20	AEX 7719
21	AEX 7720
22	AEX 7721
23	AEX 7722
24	AEX 7723
25	AEX 7724
26	AEX 7725
27	AEX 7726
28	AEX 7727
29	AEX 7728
30	AEX 7729
31	AEX 7730
32	AEX 7731
33	AEX 7732
34	AEX 7733
35	AEX 7734
36	AEX 7735