

RECORDATION NO. 23539-E FILED

DEC 29 '03 2-04 PM

SURFACE TRANSPORTATION BOARD

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

December 29, 2003

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 September 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was 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 100542  
Florence, South Carolina 29501

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

60 covered hopper cars within the series AEX 6377 – AEX 8791 and AEX 26407 - AEX 28263 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

DEC 29 '03 2-04 PM

**MEMORANDUM OF LEASE** SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of the 1<sup>st</sup> day of September, 2002, 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 P.O. Box 100542, 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-WEL10 dated as of September 1, 2002 (the "Assigned Schedule"), whereby Lessor leases to Lessee sixty (60) rail cars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of one hundred twenty (120) months starting February 1, 2003.

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

**LESSOR:**

THE ANDERSONS, INC.

By: Rasesh H. Shah

Title: President, Rail Group

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, Rail Group 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 9th day of December, 2003.

R. Thomas Connolly  
Notary Public  
My Commission Expires:

**R. Thomas Connolly**  
**Notary Public, State of Ohio**  
**My Commission Expires 11/3/2007**



**EXHIBIT A  
WELLMAN, INC.  
RIDER # 199301-WEL10  
60 5250 Covered Hoppers**

Car Numbers			
1	AEX	6377	31 AEX 8228
2	AEX	6381	32 AEX 8231
3	AEX	6391	33 AEX 8236
4	AEX	6393	34 AEX 8247
5	AEX	6396	35 AEX 8248
6	AEX	6397	36 AEX 8251
7	AEX	6398	37 AEX 8259
8	AEX	7440	38 AEX 8278
9	AEX	7441	39 AEX 8283
10	AEX	7442	40 AEX 8291
11	AEX	7443	41 AEX 26407
12	AEX	7445	42 AEX 28200
13	AEX	7447	43 AEX 28201
14	AEX	7448	44 AEX 28203
15	AEX	7450	45 AEX 28206
16	AEX	7454	46 AEX 28210
17	AEX	7455	47 AEX 28211
18	AEX	7456	48 AEX 28214
19	AEX	7460	49 AEX 28216
20	AEX	7461	50 AEX 28217
21	AEX	7462	51 AEX 28219
22	AEX	7463	52 AEX 28221
23	AEX	8205	53 AEX 28224
24	AEX	8208	54 AEX 28233
25	AEX	8212	55 AEX 28234
26	AEX	8218	56 AEX 28235
27	AEX	8220	57 AEX 28237
28	AEX	8223	58 AEX 28246
29	AEX	8225	59 AEX 28260
30	AEX	8226	60 AEX 28263