

RECORDATION NO. 24872-B FILED

SEP 27 '04 2-31 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

September 27, 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 September 24, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Board under Recordation Numbers 24872.

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

Mr. Vernon A. Williams
September 27, 2004
Page Two

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

35 railcars within the series AEX 8125 – AEX 8888 and AEX 28204 – AEX 28759.

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/anm
Enclosures

RECORDATION NO. 24872-B FILED

SEP 27 '04 2-31 PM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of September 24, 2004, by and between Maxus Leasing Group, Inc., ("Assignor") and Ameritech Credit Corporation d/b/a SBC Capital Services ("Assignee").

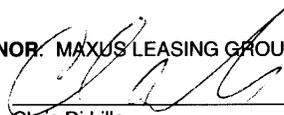
WHEREAS, Maxus Leasing Group, Inc., as Lessor and Wellman, Inc., as Lessee, have heretofore entered into that certain Lease Agreement 119301-WEL dated July 7, 1993, (rider 119301-WEL R00232 dated June 4, 2003), by purchase, referenced by the Lease Sale and Management Agreement dated as of March 1, 2004, (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 _____ with the Surface Transportation Board pursuant to 49 U.S.C. §11301 and assigned recordation number 24872.

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 ____ day of _____, 2004.

Notary Public
My Commission Expires: _____

ASSIGNEE: Ameritech Credit Corporation
d/b/a SBC Capital Services
(Assignor Counterpart only)

By: _____
Title: _____

STATE OF _____)
COUNTY OF _____) ss:

Before me, a Notary Public, in and for said county and state, personally appeared _____ the _____ of _____, 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 _____ this ____ day of _____, 2003.

Notary Public
My Commission Expires: _____

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of September 24, 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 119301-WEL dated July 7, 1993, (rider 119301-WEL R00232 dated June 4, 2003), by purchase, referenced by the Lease Sale and Management Agreement dated as of March 1, 2004, (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 _____ with the Surface Transportation Board pursuant to 49 U.S.C.§11301 and assigned recordation number 24872.

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 21st day of September, 2004.

Anthony N. Granata
Notary Public
My Commission Expires: 9/10/2007



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

ASSIGNEE: Ameritech Credit Corporation
d/b/a SBC Capital Services
(Assignor Counterpart only)

By: _____
Title: _____

STATE OF _____)
COUNTY OF _____) ss:

Before me, a Notary Public, in and for said county and state, personally appeared _____ the _____ of _____, 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 _____ this _____ day of _____, 2003.

Notary Public
My Commission Expires: _____

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of September 24, 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 119301-WEL dated July 7, 1993, (rider 119301-WEL R00232 dated June 4, 2003), by purchase, referenced by the Lease Sale and Management Agreement dated as of March 1, 2004, (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 _____ with the Surface Transportation Board pursuant to 49 U.S.C.§11301 and assigned recordation number 24872.

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.
(Assignee counterpart only)

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 _____ day of _____, 2004.

Notary Public
My Commission Expires: _____

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

By: Jeffrey R. Mason
Title: President



STATE OF Illinois)
COUNTY OF Cook) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Jeffrey R. Mason the 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 23rd day of September, 2004

Rosann Costantino
Notary Public
My Commission Expires: 3-6-2005

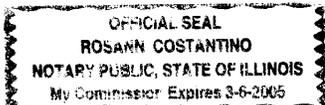


EXHIBIT A
WELLMAN, INC.
DEAL R00232

CAR NUMBERS		
1	AEX	8215
2	AEX	8751
3	AEX	8752
4	AEX	8756
5	AEX	8757
6	AEX	8760
7	AEX	8762
8	AEX	8770
9	AEX	8772
10	AEX	8774
11	AEX	8777
12	AEX	8778
13	AEX	8780
14	AEX	8782
15	AEX	8783
16	AEX	8785
17	AEX	8788
18	AEX	8789
19	AEX	8790
20	AEX	8795
21	AEX	8800
22	AEX	8802
23	AEX	8803
24	AEX	8806
25	AEX	8807
26	AEX	8821
27	AEX	8823
28	AEX	8855
29	AEX	8863
30	AEX	8888
31	AEX	28204
32	AEX	28440
33	AEX	28446
34	AEX	28458
35	AEX	28759