

RECORDATION NO. 26091-A FILED

JAN 03 '06

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SURFACE TRANSPORTATION BOARD

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

January 3, 2006

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 December 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease previously filed with the Board under Recordation Number 26091.

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.
1041 521 Corporate Center Drive
Fort Mill, North Carolina 29715

Mr. Vernon A. Williams
January 3, 2006
Page 2

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

16 covered hopper cars within the series AEX 5953 - AEX 6157 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 \$33.00 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 7th day of December, 2005, 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 1041 521 Corporate Center Drive, Fort Mill, North Carolina 29715 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated July 7, 1993 (the "Master Lease"), and Deal #R00893 dated effective as of October 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee sixteen (16) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

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

LESSEE:

WELLMAN, INC.

By: Barbara Rucker

Printed Name: Barbara Rucker

Title: Logistics and Customer Service Manager

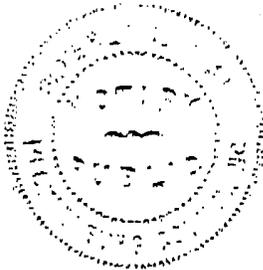
Date: 12-6-05

STATE OF North Carolina
COUNTY OF Mecklenburg SS:

The foregoing instrument was acknowledged before me this 6 day of December, 2005, by Barbara Rucker, the Logistics and Customer Service Manager of Wellman, Inc., a Delaware corporation, on behalf of the corporation.

[Signature]
Notary Public

(Remainder of Page Intentionally Blank) My Commission Expires February 28, 2008



LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed Name: Rasesh H. Shah

Title: President, Rail Group

Date: 12/7/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 7th day of December, 2005, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 08-20-2010



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EXHIBIT "A"		
Sixteen (16) Covered Hoppers		
Deal #R00893		
1	AEX	5972
2	AEX	6157
3	AEX	5953
4	AEX	6141
5	AEX	5971
6	AEX	5981
7	AEX	5986
8	AEX	5992
9	AEX	5999
10	AEX	6011
11	AEX	6015
12	AEX	6024
13	AEX	6028
14	AEX	6077
15	AEX	6099
16	AEX	6103

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:

1/3/04



Robert W. Alvord