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ELIAS C. ALVORD (1942)
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RECORDATION NO. 26091-D FILED

JAN 03 '06

1-53 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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:

13 covered hopper cars within the series AEX 5892 - AEX 6121 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

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 28th 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 #R00920 dated effective as of October 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee thirteen (13) 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

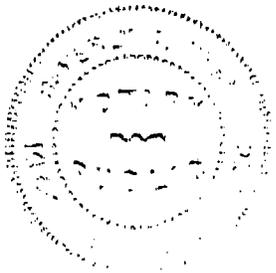
Printed Name: Barbara Rucker

Title: Logistics and Customer Service Manager

Date: 12-28-05

STATE OF North Carolina
COUNTY OF Mecklenburg SS:

The foregoing instrument was acknowledged before me this 28 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
My Commission Expires February 28, 2009

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LESSOR:

THE ANDERSONS, INC.

By: *Gary Smith*
Printed
Name: Gary Smith

Title: Vice President, Finance & Treasurer

Date: 12/29/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 29th day of December, 2005, by Gary Smith, the Vice President, Finance & Treasurer of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Julie Ann Dibble
Notary Public



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

EXHIBIT "A"

**Thirteen (13) Covered Hoppers
Deal #R00920**

1	AEX	5892
2	AEX	5997
3	AEX	5998
4	AEX	6010
5	AEX	6045
6	AEX	6061
7	AEX	6065
8	AEX	6074
9	AEX	6083
10	AEX	6107
11	AEX	6111
12	AEX	6117
13	AEX	6121

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