

RECORDATION NO. 26091-F FILED

JAN 03 '06

1-59 PM

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

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

55 covered hopper cars within the series AEX 5956 - AEX 6168 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 #R00764 dated effective as of October 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee fifty-five (55) 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

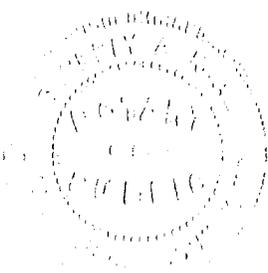
Date: 11-17-05

STATE OF North Carolina

COUNTY OF Mecklenburg ss:

The foregoing instrument was acknowledged before me this 17 day of November, 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: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

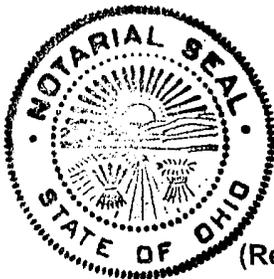
Date: 12/7/05

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"			
Fifty-Five (55) Covered Hoppers			
Deal #R00764			
1	AEX 005956	29	AEX 006124
2	AEX 005973	30	AEX 006127
3	AEX 005975	31	AEX 006130
4	AEX 005976	32	AEX 006134
5	AEX 005985	33	AEX 006155
6	AEX 005988	34	AEX 006164
7	AEX 006002	35	AEX 006168
8	AEX 006004	36	AEX 006001
9	AEX 006005	37	AEX 006048
10	AEX 006012	38	AEX 006055
11	AEX 006018	39	AEX 006085
12	AEX 006020	40	AEX 008209
13	AEX 006027	41	AEX 008213
14	AEX 006031	42	AEX 006125
15	AEX 006034	43	AEX 006129
16	AEX 006041	44	AEX 006166
17	AEX 006042	45	AEX 006167
18	AEX 006043	46	AEX 005969
19	AEX 006047	47	AEX 006016
20	AEX 006053	48	AEX 006023
21	AEX 006063	49	AEX 006044
22	AEX 006075	50	AEX 006080
23	AEX 006076	51	AEX 006084
24	AEX 006089	52	AEX 006096
25	AEX 006091	53	AEX 006135
26	AEX 006106	54	AEX 006150
27	AEX 006109	55	AEX 006152
28	AEX 006113		

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