

RECORDATION NO. 26477 FILED

**JUL 31 06 1-50 PM**  
**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

July 31, 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 July 11, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:                   The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, OH 43537

Lessee:                   Wellman, Inc.  
1041 521 Corporate Center Drive  
Fort Mill, SC 29715

Mr. Vernon A. Williams  
July 31, 2006  
Page 2

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

61 covered hopper railcars within the following series: AEX 5778 – AEX 6525; AEX 8985 – AEX 9866; and AEX 12826 – AEX 12836 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 \$34.00 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 11th day of July, 2006, 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, South 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 #R00790 dated as of June 19, 2006 (the "Schedule"), whereby Lessor leases to Lessee sixty-one (61) 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]***

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

**LESSEE:**

**WELLMAN, INC.**

By: Barbara Rucker

Printed  
Name: Barbara Rucker

Title: Logistics and Customer Service Manager

Date: 7/11/06

STATE OF North Carolina  
COUNTY OF Rockingham ss.

The foregoing instrument was acknowledged before me this 11 day of ~~June~~<sup>July</sup>, 2006, by Barbara Rucker, the Logistics and Customer Service Manager of Wellman, Inc., a Delaware corporation, on behalf of the corporation.

Leon J. Dinal  
Notary Public  
My Commission Expires February 28, 2009



LESSOR:

THE ANDERSONS, INC.

By:  
Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: 7/17/06

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of July, 2006, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Julie Ann Dible  
Notary Public

**JULIE ANN DIBLE**  
Notary Public, State of Ohio  
My Commission Expires 08-20-2006



EXHIBIT A								
Sixty-One (61) Covered Hoppers								
1	AEX	5778	22	AEX	9192	43	AEX	9812
2	AEX	5779	23	AEX	9193	44	AEX	9813
3	AEX	5784	24	AEX	9194	45	AEX	9814
4	AEX	5793	25	AEX	9195	46	AEX	9815
5	AEX	5800	26	AEX	9196	47	AEX	9816
6	AEX	5808	27	AEX	9197	48	AEX	9817
7	AEX	5963	28	AEX	9198	49	AEX	9818
8	AEX	5968	29	AEX	9199	50	AEX	9819
9	AEX	5990	30	AEX	9255	51	AEX	9820
10	AEX	6022	31	AEX	9800	52	AEX	9821
11	AEX	6064	32	AEX	9801	53	AEX	9822
12	AEX	6137	33	AEX	9802	54	AEX	9823
13	AEX	6516	34	AEX	9803	55	AEX	9824
14	AEX	6518	35	AEX	9804	56	AEX	9825
15	AEX	6519	36	AEX	9805	57	AEX	9866
16	AEX	6525	37	AEX	9806	58	AEX	12826
17	AEX	8985	38	AEX	9807	59	AEX	12831
18	AEX	9029	39	AEX	9808	60	AEX	12833
19	AEX	9189	40	AEX	9809	61	AEX	12836
20	AEX	9190	41	AEX	9810			
21	AEX	9191	42	AEX	9811			

**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: 7/31/06



\_\_\_\_\_  
Robert W. Alvord