

RECORDATION NO. 26786-A  
FILED

FEB 01 07 -8 45 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

February 1, 2007

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 secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 26786.

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

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

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

Mr. Vernon A. Williams  
February 1, 2007  
Page 2

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

61 railcars within the series AEX 12809 – AEX 12879 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,



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 11<sup>th</sup> 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, Ohio 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 #R00947 dated as of July 11, 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

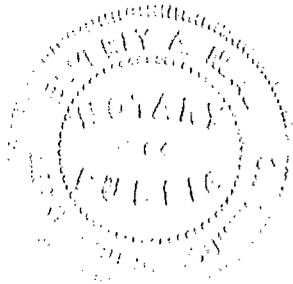
Title: Logistics and Customer Service Manager

Date: 7-11-06

STATE OF North Carolina

COUNTY OF Mecklenburg SS:

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



Gregory A. Wells  
Notary Public  
My Commission Expires February 28, 2009

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: 7/14/06

STATE OF OHIO )

COUNTY OF LUCAS )

SS:

The foregoing instrument was acknowledged before me this 14<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 Dibble  
Notary Public

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



| EXHIBIT A                      |            |    |            |    |            |
|--------------------------------|------------|----|------------|----|------------|
| Sixty-One (61) Covered Hoppers |            |    |            |    |            |
| 1                              | AEX 012809 | 22 | AEX 012838 | 43 | AEX 012860 |
| 2                              | AEX 012810 | 23 | AEX 012839 | 44 | AEX 012861 |
| 3                              | AEX 012812 | 24 | AEX 012840 | 45 | AEX 012862 |
| 4                              | AEX 012813 | 25 | AEX 012841 | 46 | AEX 012863 |
| 5                              | AEX 012814 | 26 | AEX 012842 | 47 | AEX 012864 |
| 6                              | AEX 012815 | 27 | AEX 012844 | 48 | AEX 012865 |
| 7                              | AEX 012816 | 28 | AEX 012845 | 49 | AEX 012866 |
| 8                              | AEX 012817 | 29 | AEX 012846 | 50 | AEX 012867 |
| 9                              | AEX 012818 | 30 | AEX 012847 | 51 | AEX 012868 |
| 10                             | AEX 012819 | 31 | AEX 012848 | 52 | AEX 012869 |
| 11                             | AEX 012820 | 32 | AEX 012849 | 53 | AEX 012871 |
| 12                             | AEX 012821 | 33 | AEX 012850 | 54 | AEX 012872 |
| 13                             | AEX 012823 | 34 | AEX 012851 | 55 | AEX 012873 |
| 14                             | AEX 012824 | 35 | AEX 012852 | 56 | AEX 012875 |
| 15                             | AEX 012825 | 36 | AEX 012853 | 57 | AEX 012876 |
| 16                             | AEX 012827 | 37 | AEX 012854 | 58 | AEX 012877 |
| 17                             | AEX 012829 | 38 | AEX 012855 | 59 | AEX 012878 |
| 18                             | AEX 012830 | 39 | AEX 012856 | 60 | AEX 012879 |
| 19                             | AEX 012832 | 40 | AEX 012857 | 61 | AEX 012870 |
| 20                             | AEX 012834 | 41 | AEX 012858 |    |            |
| 21                             | AEX 012835 | 42 | AEX 012859 |    |            |

**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:

2/1/07



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Robert W. Alvord