

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)
) Chapter 11
)
WELLMAN, INC., *et al.*,¹) Case No. 08-10595 (SMB)
) Jointly Administered
Debtors.)
)

ORDER (I) APPROVING THE THIRD AMENDED DISCLOSURE STATEMENT; (II) ESTABLISHING A RECORD DATE FOR VOTING ON THE PLAN OF REORGANIZATION; (III) APPROVING SOLICITATION PROCEDURES; (IV) APPROVING RIGHTS OFFERING PROCEDURES; (V) APPROVING THE FORMS OF BALLOTS AND MANNER OF NOTICE; AND (VI) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR THE CONFIRMATION OF THE PLAN

A hearing having been held on July 28, 2008, October 16, 2008, and October 21, 2008 (collectively, the “Hearings,”) before the Bankruptcy Court to consider the motion dated June 25, 2008 (the “Motion”)² of Wellman, Inc. and its affiliates as debtors and debtors in possession (collectively, the “Debtors”), for entry of an order (I) Approving the Disclosure Statement, (II) Establishing a Record Date for Voting on the Plan of Reorganization, (III) Approving Solicitation Packages and Procedures for the Distribution Thereof, (IV) Approving the Procedures for the Rights Offering, (V) Approving the Forms of Ballots, (VI) Establishing Procedures for Voting on the Plan, and (VII) Establishing Notice and Objection Procedures for the Confirmation of the Plan, all as more fully set forth in the Motion; and the Bankruptcy Court having jurisdiction to consider the Motion; and the relief requested therein being a core

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Josdav, Inc.; PTA Resources LLC; and MED Resins, Inc.

² All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Solicitation Procedures annexed hereto as Exhibit A or the Debtors’ Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (the “Plan”).



proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having filed with this Bankruptcy Court the Debtors' Third Amended Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code (the "Disclosure Statement") dated **November 10, 2008** and the Plan, dated **November 10, 2008**; and the Affidavits of Service sworn to on July 1, 2008, July 24, 2008, July 26, 2008, September 23, 2008, **and September 29, 2008 and [_____], 2008 SMB 11/12/08** (the "Affidavits") having been filed with the Bankruptcy Court; and the Bankruptcy Court having reviewed the Disclosure Statement, the Motion, the papers in support thereof, and the responses thereto, if any, and the Affidavits, and the record of the Hearings; and the Bankruptcy Court having found and determined that the legal and factual bases set forth in the Motion and at the Hearings establish just cause for the relief granted herein; and that the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; and upon all of the proceedings had before the Bankruptcy Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY FOUND THAT:

A. Notice of the Motion and the Hearings, provided in the manner described in the Motion, was sufficient and appropriate under the circumstances, complied with the requirements of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Bankruptcy Rules"), and no other and further notice need be provided.

B. The Solicitation Procedures are incorporated herein by reference and form an integral and indivisible part of this Order, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

C. Ballots will be provided to holders of claims in Class 2 (First Lien Term Loan Claims), Class 3 (Second Lien Term Loan Claims) and Class 4 (General Unsecured Claims) because these claims and interests are classified as being impaired by, and entitled to vote under, the Plan.

D. The Ballots, including the Master Ballots, attached to this Order as Exhibits C-1 through Exhibit C-5, (i) are consistent with Official Form No. 14, (ii) adequately address the particular needs of these chapter 11 cases, (iii) are appropriate for each Class of Claims or Equity Interests entitled to vote to accept or reject the Plan, and (iv) comply with Bankruptcy Rule 3017(d).

E. Ballots need not be provided to holders of claims in Class 5 (Old Preferred Interests) and Class 6 (Old Common Interests) because these classes are classified as being impaired by the Plan and are conclusively presumed to reject the Plan in accordance with section 1126(g) of the Bankruptcy Code.

F. Ballots need not be provided to holders of claims in Class 1 (Other Secured Claims) and Class 7 (Intercompany Interests) because these classes are classified as unimpaired by the Plan and are deemed to have accepted the Plan in accordance with section 1126(f) of the Bankruptcy Code.

G. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides sufficient time for (i) creditors to make informed decisions to accept or reject the Plan and submit timely Ballots to the Debtors' voting agent,

Kurtzman Carson Consultants LLC (the “Voting Agent”), and (ii) Nominees for Beneficial Owners of the First Lien Term Loan Claims and the Second Lien Term Loan Claims to distribute the Ballots to Beneficial Owners, for such Beneficial Owners to complete and timely submit such Ballots to the Nominees (or if such Ballots have been “prevalidated” by the Nominees, to the Voting Agent) and for the Nominees to complete and timely submit Master Ballots to the Voting Agent.

H. The contents of the Solicitation Packages, including the Confirmation Hearing Notice annexed to this Order as Exhibit B, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules.

I. The Rights Offering Procedures set forth in Exhibit F to this Order will allow the Debtors to efficiently transmit to Eligible Holders the materials necessary to participate in the Rights Offering and afford such Eligible Holders a fair and reasonable opportunity to subscribe for the Convertible Notes.

ACCORDINGLY, IT IS HEREBY ORDERED THAT:

1. The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and hereby is approved.
2. The Solicitation Procedures annexed hereto as Exhibit A are hereby approved.
3. Where appropriate herein, findings of fact shall be deemed conclusions of law and conclusions of law shall be deemed findings of fact.
4. The Ballots and Master Ballots, substantially in the forms attached hereto as Exhibits C-1 through Exhibit C-5, are approved. The appropriate Ballots and Master Ballots

shall be distributed to holders of Claims or Equity Interests in the following Classes entitled to vote to accept or reject the Plan:

<u>Class 2 Ballots and Master Ballots</u>	First Lien Term Loan Claims
<u>Class 3 Ballots and Master Ballots</u>	Second Lien Term Loan Claims
<u>Class 4 Ballots</u>	General Unsecured Claims

5. The Confirmation Hearing Notice, substantially in the form attached to this Order as Exhibit B, is approved. The Debtors shall serve and publish copies of the Confirmation Hearing Notice in accordance with the Solicitation Procedures attached hereto as Exhibit A. Such service and publication constitute reasonable and sufficient notice of the time, date and location of the Confirmation Hearing pursuant to Bankruptcy Rule 2002.

6. No later than **November 17, 2008** (the “Solicitation Date”), the Debtors shall mail or cause to be mailed the Solicitation Packages.

7. The Debtors are authorized to distribute the Solicitation Packages without the Plan Supplement and are directed to file the Plan Supplement with the Bankruptcy Court and serve the Plan Supplement on (i) U.S. Trustee; (ii) counsel for the Creditors’ Committee; (iii) counsel for the agent for the Debtors’ postpetition secured lenders; (iv) counsel for the informal group of first lienholders; and (v) counsel for the informal group of second lienholders, no later than ten (10) calendar days prior to the Confirmation Hearing. After it is filed, the Plan Supplement will be available for review at www.kccllc.net/wellman.

8. With respect to Holders of Claims and Equity Interests not entitled to vote to accept or reject the Plan pursuant to sections 1126(f) or 1126(g) of the Bankruptcy Code, the Debtors shall mail the appropriate Notice of Non-Voting Status, substantially in the form of

Exhibit D, or E, annexed to this Order, as applicable; provided, however, that the Notices of Non-Voting Status shall provide that a copy of the Plan and Disclosure Statement may be viewed at www.kccllc.net/wellman, or obtained free of charge by contacting the Voting Agent at 888-647-1738.

9. With respect to entities at addresses from which Disclosure Statement Hearing Notices were returned as undeliverable by the United States Postal Service, the Debtors are excused from distributing Solicitation Packages to those entities unless the Debtors are able, using reasonable efforts, to obtain an accurate address for such entities before the Solicitation Date, and failure to distribute Solicitation Packages to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline, or a violation of Bankruptcy Rule 3017(d).

10. Pursuant to Bankruptcy Rule 3018(a), the record date for purposes of determining which Holders of Claims and Equity Interests are entitled to receive Solicitation Packages and, where applicable, vote on the Plan shall be **November 12, 2008**, (the “Record Date”). The Debtors shall specify the Record Date in the Confirmation Hearing Notice. Only Holders of Claims and Equity Interests as of the Record Date shall be entitled to vote to accept or reject the Plan, and where applicable, make any election set forth on the Ballot or participate in the Rights Offering.

11. To be counted as votes to accept or reject the Plan, all Ballots and Master Ballots casted on behalf of Beneficial Holders must be properly executed, completed and delivered to the Voting Agent either by (a) first-class mail, in the return envelope provided with each Ballot, (b) overnight courier, or (c) personal delivery so that, in each case, they are actually received by the Voting Agent at Wellman Ballot Processing, c/o Kurtzman Carson Consultants,

2335 Alaska Ave., El Segundo, CA 90245, Attn: Wellman, Inc. by no later than **5:00 p.m., Eastern Time, on December 12, 2008** (the “Voting Deadline”), which date shall be included in the Disclosure Statement, each Ballot, and any notice of the Confirmation Hearing contained in the Solicitation Packages or otherwise distributed or published by the Debtors. The Debtors, subject to the Court’s approval, shall have the ability to extend in writing the Voting Deadline.

12. The Confirmation Hearing will be held on **December 16, 2008 at 2:00 p.m.**; provided, however, that the Confirmation Hearing may be adjourned from time to time by the Court or the Debtors without further notice to parties other than an announcement in Court at the Confirmation Hearing or any adjourned Confirmation Hearing; provided, further, however, that notice of any such adjournments will be set forth on (a) the Court’s website at www.nysb.uscourts.gov for registered users of the Public Access to Court Electronic Records (PACER) System and (b) the Voting Agent’s website at www.kccllc.net/wellman.

13. Objections, if any, to confirmation of the Plan or proposed modifications to the Plan, if any, must (a) be in writing, (b) state the name and address of the objecting party and the amount and nature of the claim or interest of such party, (c) state with particularity the basis and nature of any objection to the confirmation of the Plan, and (d) be filed, together with proof of service, with the Court and served so that they are received by (i) the Clerk of the Court, (ii) counsel for the Debtors, (iii) the U.S. Trustee, (iv) counsel to the Creditors’ Committee, (v) counsel for the agents for the Debtors’ postpetition secured lenders, (v) counsel for the informal group of first lien holders, (vi) counsel for the informal group of second lien holders, and (vii) those parties who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002, at the addresses set forth in the Confirmation Hearing Notice, no later than **December 12, 2008 at 5:00 p.m., Eastern Time** (the “Confirmation Objection Deadline”).

14. In the event that multiple objections to confirmation of the Plan are filed by the Confirmation Objection Deadline, the Debtors and any other party in interest are authorized to file a single, omnibus reply to such objections.

15. The certification of Ballots shall be filed no later than one (1) calendar day prior to the Confirmation Hearing.

16. The Debtors are authorized to make non-substantive changes to the Disclosure Statement, Plan, Ballots, Master Ballots, Confirmation Hearing Notice, Rights Exercise Form, and related documents by filing an errata sheet with the Court. These non-substantive changes shall include, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan, and any other materials in the Solicitation Package prior to their distribution.

17. The Rights Offering Procedures, Rights Exercise Form and Master Rights Exercise Form set forth in Exhibit F to this Order and instructions are hereby approved.

18. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.

19. All time periods set forth herein shall be calculated in accordance with Bankruptcy Rule 9006(a).

20. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

21. This Order shall be effective and enforceable upon its entry.

Dated: New York, New York
November 12, 2008

/s/ STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

**WELLMAN, INC.
SOLICITATION AND TABULATION PROCEDURES**

The following procedures (the “Solicitation Procedures”) are adopted with respect to (a) the distribution of Ballots and other solicitation materials with respect to the Plan and (b) the return and tabulation of Ballots and Master Ballots.

1. Definitions

- (a) **Plan** means The Debtors’ Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated **November 10, 2008**.
- (b) **Ballot** means a form of ballot approved by the Court in the Disclosure Statement Order.
- (c) **Beneficial Owner** means a beneficial owner of First Lien Debt or Second Lien Debt for whom a Nominee acts.
- (d) **Confirmation Hearing** means the hearing on the confirmation of the Plan, as such hearing may be adjourned from time to time.
- (e) **Confirmation Hearing Notice** means a notice of the Confirmation Hearing, substantially in the form attached to the Disclosure Statement Order as Exhibit B.
- (f) **Confirmation Objection Deadline** means, **December 12, 2008** at 5:00 p.m. (Eastern Time).
- (g) **Disclosure Statement** means the Debtors’ Third Amended Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code approved by the Court in the Disclosure Statement Order.

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Josdav, Inc.; PTA Resources LLC; and MED Resins, Inc.

- (h) **Disclosure Statement Order** means the order approving the Disclosure Statement, Solicitation Procedures and Rights Offering Procedures.
- (i) **Master Ballot** means a form of ballot, approved by the Court in the Disclosure Statement Order, submitted by a Nominee on behalf of one of more Beneficial Owners.
- (j) **Nominees** means the brokers, banks, dealers, or nominees for Beneficial Owners of the First Lien Debt or Second Lien Debt as identified in the Plan, for purposes of soliciting votes on the Plan.
- (k) **Notice of Non-Voting Status (Impaired Classes)** means the notice the Holders of Equity Interests in Classes 5 and 6 who are deemed to reject the Plan will receive in lieu of the Solicitation Materials. A copy of the Notice of Non-Voting Status-Impaired Classes is attached to the Disclosure Statement Order substantially in the form of Exhibit D.
- (l) **Notice of Non-Voting Status (Unimpaired Classes)** means the notice of non-voting status that the Holders of Claims in Classes 1 and 7 who are deemed to accept the Plan will receive in lieu of the Solicitation Materials. A copy of the Notice of Non-Voting Status-Unimpaired Classes is attached to the Disclosure Statement Order substantially in the form of Exhibit E.
- (m) **Record Amount** means the principal amount of First Lien Debt or Second Lien Debt held as of the Record Date.
- (n) **Record Date** means **November 12, 2008**, the date set for purposes of determining which Holders of Claims and Equity Interests are entitled to receive Solicitation Materials and, where applicable, vote on the Plan.
- (o) **Solicitation Date** means the date by which the Debtors will complete distribution of the Solicitation Packages, which shall be no later than **November 17, 2008**.
- (p) **Solicitation Materials** means, and will consist of: (a) the Disclosure Statement Order (together with a copy of these Solicitation Procedures); (b) the Disclosure Statement (together with the Plan); (c) a form of Ballot and/or Master Ballot, as appropriate, together with a return envelope; and (d) the Rights Offering Procedures and a Rights Exercise Form, together with a return envelope; if applicable.
- (q) **Solicitation Packages** means, and will consist of, all of the following:
- (i) the Confirmation Hearing Notice; and
 - (ii) either
 - the Solicitation Materials; or
 - a Notice of Non-Voting Status;

- (r) **Tabulation Rules** means the rules set forth herein for the temporary allowance of Claims solely for the purposes of voting to accept or reject the Plan.
- (s) **Voting Agent** means the Debtors' voting agent, Kurtzman Carson Consultants LLC.
- (t) **Voting Deadline** means **December 12, 2008 at 5:00 p.m. Eastern Time**, the date set by the Court as the deadline for receipt of Ballots and Master Ballots by the Voting Agent.

Any capitalized term used herein but not otherwise defined shall have the meaning ascribed to such term in the Plan.

2. Publication of Confirmation Hearing Notice:

- (a) The Debtors shall use their reasonable best efforts to publish a notice substantially in the form of the Confirmation Hearing Notice not less than twenty-five (25) calendar days before the Confirmation Objection Deadline once each in the national editions of The Wall Street Journal, USA Today, Florence Morning News, The Charlotte Observer and Sun Herald.
- (b) Additionally, the Confirmation Hearing Notice will be posted electronically at www.kccllc.net/wellman.

3. Distribution of Solicitation Packages and Solicitation Materials:

- (a) **Timing of Distribution.** The Debtors will distribute the Solicitation Materials and Solicitation Packages to all applicable parties by the Solicitation Date.
- (b) **Solicitation Packages.** The Debtors shall distribute Solicitation Packages to (i) all persons or entities that filed proofs of Claim on or before the Record Date, except to the extent a Claim was paid pursuant to, or expunged by, a prior order of the Bankruptcy Court, (ii) all persons or entities listed in the Debtors' Schedules as holding liquidated, noncontingent, and undisputed Claims in an amount greater than zero, (iii) the registered holders of the Debtors' debt and equity securities, including options to purchase such securities, as of the Record Date, and (iv) all other known creditors of the Debtors as of the Record Date.
- (c) **Duplicate Claims.** With respect to any creditor who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors), which are classified under the Plan in the same Class, the Debtors shall provide to such creditor only one Solicitation Package and one Ballot for voting their Claims with respect to that class.
- (d) **Other Solicitation Materials.** The Debtors will distribute (i) the Disclosure Statement Order, together with these Solicitation Procedures, (ii) the Confirmation Hearing Notice and (iii) the Disclosure Statement, together with the Plan to the following parties by the Solicitation Date: (i) the U.S. Trustee, (ii) the

Securities and Exchange Commission, (iii) the Internal Revenue Service, (iv) the Department of Justice, (v) all landlords and other parties to Executory Contracts and/or Unexpired Leases, (vi) all administrative creditors of the Debtors; (vii) all Professionals, (viii) all parties who have submitted a written demand against Wellman, (ix) all parties who have asserted reclamation claims, (x) the Environmental Protection Agency, (xi) all taxing authorities to which the Debtors pay taxes, (xii) all environmental and other regulatory authorities, (xiii) the Pension Benefit Guaranty Corporation, (xiv) the Creditors' Committee, (xv) the informal group of first lien holders, (xvi) the informal group of second lien holders, (xvii) the agent for Wellman's postpetition secured lenders, (xviii) the agent for Wellman's secured prepetition lenders, and (xix) all other parties in interest that have filed requests for notice pursuant to Bankruptcy Rule 2002 in the Debtors' chapter 11 cases.

- (e) **Procedures for Nominees.** Each Nominee shall (i) forward the Solicitation Package to each Beneficial Owner for voting and include a return envelope provided by and addressed to the Nominee so that the Beneficial Owner may timely return the completed beneficial owner ballot to the Nominee, (ii) upon receipt of the Ballots, summarize the individual votes of its respective Beneficial Owners on the Master Ballot, and (iii) submit the Master Ballot to the Voting Agent by the Voting Deadline or follow the procedures outlined below with respect to prevalidation.
- (f) **Notices of Non-Voting Status.** The Debtors shall mail the appropriate Notice of Non-Voting Status to the Holders of Claims not entitled to accept or reject the Plan pursuant to sections 1126(f) or 1126(g) of the Bankruptcy Code and the Notices of Non-Voting Status shall provide that a copy of the Plan and Disclosure Statement may be viewed at www.kccllc.net/wellman or obtained free of charge by contacting the Voting Agent at 888-647-1738.

4. **Determination of Amount of Claims for Voting Purposes.** Solely for purposes of voting to accept or reject the Plan, and not for the purpose of making distributions on account of a Claim, and without prejudice to the rights of the Debtors or any other party in interest in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan shall be temporarily allowed in an amount equal to the amount of such Claim as set forth in a timely filed proof of Claim, or, if no proof of Claim was filed, the amount of such Claim as set forth in the Schedules, in accordance with, and subject to, the Tabulation Rules described below:

- (a) General Tabulation Rules.
 - (i) **SMB 11/12/08** A Claim **that has been scheduled by the debtor as liquidated, undisputed and not contingent, and as to which no proof of claim has been filed, will be allowed for voting purposes in the scheduled amount;** ~~for which a proof of Claim has been timely filed and asserts both a liquidated and unliquidated amount shall be temporarily~~

~~allowed for voting purposes, subject to the other Tabulation Rules, only in the liquidated amount of such Claim;~~

- (ii) **SMB 11/12/08** A Claim ~~that is not contingent, unliquidated or disputed, for which a proof of Claim has been timely filed, which is not listed on the Schedules and for which no objection to such Claim has been filed on or before the Voting Deadline shall be temporarily allowed for voting purposes in the amount set forth in the proof of Claim;~~
 - (iii) **SMB 11/12/08** A Claim **for which a proof of claim in an unliquidated amount has been timely filed, shall be temporarily allowed for voting purposes in an amount equal to one dollar (\$1.00);** ~~that by its terms is contingent, unliquidated or disputed, based on a timely filed proof of Claim shall, subject to the claimant's right to file a motion pursuant to Bankruptcy Rule 3018(a), be temporarily allowed for voting purposes only in an amount equal to one dollar (\$1.00);~~
 - (iv) If the Debtors have served and filed an objection to a Claim at least ten (10) calendar days prior to the Voting Deadline, such Claim shall, subject to the claimant's right to file a motion pursuant to Bankruptcy Rule 3018(a), be temporarily allowed for voting purposes only in an amount equal to the greater of (a) the undisputed amount of such Claim, if any, as set forth in such objection or (b) one dollar (\$1.00);
 - (v) Notwithstanding any other Tabulation Rule, a Claim that has been estimated or otherwise allowed for voting purposes by order of the Court shall be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court; and
 - (vi) A Claim for which the Claim Holder identifies a Claim amount on its Ballot that is different than the amount otherwise calculated in accordance with the Tabulation Rules shall be temporarily allowed for voting purposes in the amount calculated in accordance with the Tabulation Rules.
- (b) Allowed Claims. Notwithstanding any other Tabulation Rule, a Claim that is deemed allowed in accordance with the Plan shall be allowed for voting purposes in the deemed allowed amount set forth in the Plan.
 - (c) Rejection Damages Claims. Any Claim filed as a protective Claim for rejection damages related to an executory contract or an unexpired lease that the Debtors **have not rejected** as of the Voting Deadline shall be temporarily disallowed for voting purposes, and to the extent that such Claim is solely for rejection damages, any related Ballot shall not be counted as having voted for or against the Plan.

5. **Return of Ballots By Voting Deadline:** For a vote to accept or reject the Plan to be counted, all required information on the Ballot must be completed, the Ballot must be executed and the completed Ballot must be returned as directed on the Ballot so that it (or

the Master Ballot) is actually received by the Voting Agent **no later than 5:00 p.m., Eastern Time, on December 12, 2008** (the “Voting Deadline”) at Wellman Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, CA 90245.

6. **Ballots Excluded:** A Ballot or Master Ballot will not be counted if any of the following applies to the Ballot or Master Ballot, subject to the Debtors’ right to waive such defects in accordance with these Solicitation Procedures:
- (a) The Ballot and Master Ballot is received by the Voting Agent after the Voting Deadline.
 - (b) The Ballot (or a group of Ballots received from a single creditor or interest holder with respect to the First Lien Debt or Second Lien Debt) partially rejects and partially accepts the Plan, **SMB 11/12/08 or does not indicate that it accepts or rejects the Plan.**
 - (c) The Ballot or Master Ballot is received by facsimile, e-mail or any other electronic means.
 - (d) The Ballot or Master Ballot is not timely received by the Voting Agent but is sent to the Debtors, any indenture trustee or the Debtors’ financial or legal advisors.
 - (e) **SMB 11/12/08 The Ballot or Master Ballot is not properly executed.**

7. **General Tabulation Procedures and Assumptions:**

The following tabulation procedures for Ballots and Master Ballots shall be utilized:

- (a) Beneficial Holders must vote all of their Term Loan Debt Claims in a particular Class either to accept or reject the Plan and may not split their votes with respect to such Claims within a particular Class;
- (b) The method of delivery of the Ballots and Master Ballots to be sent to the Voting Agent is at the election and risk of each Holder of a Claim and (if applicable) Nominee, and will be deemed made only when the original executed Ballot or Master Ballot is actually received by the Voting Agent;
- (c) If multiple Ballots are received from, or on behalf of, an individual Holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will be deemed to reflect the intent of such Holder and to supercede and revoke any prior Ballot with respect to such Claim;
- (d) If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, attorney-at-law, or other person acting in a fiduciary or representative capacity, such person shall be required to indicate such capacity when signing, and the Debtors may request proper evidence prior to **SMB 11/12/08 tabulating** ~~accepting~~ such Ballot;

- (e) The Debtors, subject to **SMB 11/12/08** ~~any contrary~~ order of the Court, may waive any defect in any Ballot or Master Ballot at any time, whether before or after the Voting Deadline; provided, however, that in the event the Debtors waive any defect with respect to a Ballot or Master Ballot, they are required to waive all identical defects under identical circumstances, on any other Ballots or Master Ballots;
- (f) Any Holder of a Claim who has delivered a valid Ballot may withdraw such vote solely in accordance with Bankruptcy Rule 3018(a);
- (g) Subject to **SMB 11/12/08** ~~any contrary~~ order of the Court, the Debtors reserve the absolute right to reject any and all Ballots or Master Ballots not in proper form, the acceptance of which would, in the opinion of the Debtors or their counsel, not be in accordance with the provisions of this Order or the Bankruptcy Code;
- (h) **SMB 11/12/08** ~~If no votes to accept or reject the Plan are received with respect to a particular Class, such Class shall be deemed to have voted to accept the Plan;~~
- (i) Unless waived by the Debtors pursuant to section **SMB 11/12/08** ~~(f)~~ (e) above, ~~or as ordered by the Court~~, any defects or irregularities in connection with the deliveries of the Ballots or Master Ballots must be cured by the Voting Deadline, and unless otherwise ordered by the Court, delivery of such Ballots or Master Ballots will not be deemed to have been made until such irregularities have been cured or waived; and
- (j) Except as may be provided by Local Bankruptcy Rule 3018-1(b) and unless otherwise ordered by the Court, with respect to a Ballot or Master Ballot received prior to the Voting Deadline, neither the Debtors, nor any other person or entity, will be under any duty to provide notification of defects or irregularities with respect to deliveries of Ballots or Master Ballots nor will any of them incur liabilities for failure to provide such notification.

8. Procedures for Master Ballots and Ballots cast by Nominees and Beneficial Owners:

- (a) Prevalidation Procedures for Nominees. If a Nominee elects to “prevalidate” Ballots, the following procedures shall apply:
 - (i) The Nominee shall forward the Solicitation Package or copies thereof (including (i) the Disclosure Statement (together with the Plan annexed thereto as Exhibit A, and all other exhibits), (ii) an individual Ballot that has been prevalidated, as indicated in paragraph (a)(ii) below, and (iii) a return envelope provided by and addressed to the Voting Agent) to the Beneficial Owner within five (5) Business Days of the receipt by such Nominee of the Solicitation Package;
 - (ii) To “prevalidate” a ballot, the Nominee shall complete and execute the Ballot (other than Items 2 and 3) and indicate on the Ballot the name of

the registered holder, the amount of securities held by the Nominee for the Beneficial Owner and the account number(s) for the account(s) in which such securities are held by the Nominee; and

- (iii) For its vote to be counted, the Beneficial Owner must return the prevalidated Ballot to the Voting Agent by the Voting Deadline.

(b) Tabulation Rules for Master Ballots and Ballots Cast by Nominees and Beneficial Owners:

- (i) With respect to the tabulation of Master Ballots and Ballots cast by Nominees and Beneficial Owners, for purposes of voting, the amount that will be used to tabulate acceptance or rejection of the Plan will be the Record Amount and the following additional rules will apply to the tabulation of Master Ballots and Ballots cast by Nominees and Beneficial Owners:
 - (ii) Votes cast by Beneficial Owners through Nominees will be applied against the positions held by such Nominees in the First Lien Debt or Second Lien Debt as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee, whether pursuant to a Master Ballot or prevalidated Ballot, will not be counted in excess of the Record Amount of such securities held by such Nominee.
 - (iii) If conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Master Ballot or prevalidated Ballot, the Debtors will attempt to reconcile discrepancies with the Nominees.
 - (iv) If over-votes on a Master Ballot or prevalidated Ballot are not reconciled prior to the preparation of the vote certification, the Debtors will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or prevalidated Ballot that contained the overvote, but only to the extent of the Nominee’s position in the First Lien Debt or Second Lien Debt.
 - (v) For purposes of tabulating votes, each Nominee or Beneficial Owner will be deemed to have voted only the principal amount of its First Lien Debt or Second Lien Debt, although the Voting Agent may be asked to adjust such principal amount to reflect the claim amount, including prepetition interest.
 - (vi) A single Nominee may complete and deliver to the Voting Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supercede and revoke any prior Master Ballot.

9. Transferred Claim Procedures:

- (a) **Pre-Record Date Transfers.** With respect to a transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the Holder of such Claim is entitled to vote with respect to the Plan, cast a Ballot on account of such Claim only if (a) all actions necessary to effectuate the transfer of the Claim, pursuant to Bankruptcy Rule 3001(e), have been completed by the Record Date, or (b) the transferee files and the Court has docketed by the Record Date (i) the documentation required by Bankruptcy Rule 3001(e), to evidence the transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer.
- (b) **Post-Record Date Transfers.** In the event a Claim is transferred after the Record Date, the transferee of such Claim shall be bound by any vote and/or election to participate in the Rights Offering, as the case may be, made by the Holder of such Claim as of the Record Date.

10. 3018(a) Motions:

If any claimant or interest holder seeks to challenge the allowance of its Claim or Equity Interest for voting purposes in accordance with the Tabulation Rules, such claimant or interest holder must file with the Court (with a copy to chambers) a motion for an order pursuant to Bankruptcy Rule 3018(a) (a “3018 Motion”) temporarily allowing such Claim or Equity Interest in a different amount for purposes of voting to accept or reject the Plan on or before **December 15, 2008** or, if the Debtors file an objection to a Claim or Equity Interest after service of the Confirmation Hearing Notice, on or before ten (10) calendar days after service of notice of that objection. A hearing on any 3018 Motions filed will be held before the Court on **December 16, 2008 at 2:00 p.m. Eastern Time**. In accordance with Bankruptcy Rule 3018, as to any creditor filing such a motion, such creditor’s Ballot should not be counted in an amount other than that provided by the Tabulation Procedures unless temporarily allowed by the Court in another amount for voting purposes.

Exhibit B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

NOTICE OF ORDER: (A) APPROVING WELLMAN’S THIRD AMENDED DISCLOSURE STATEMENT; (B) APPROVING THE SOLICITATION PROCEDURES; (C) APPROVING THE RIGHTS OFFERING PROCEDURES; (D) APPROVING THE FORMS OF BALLOTS AND MANNER OF NOTICE; AND (E) FIXING DATE, TIME AND PLACE FOR CONFIRMATION HEARING AND DEADLINE FOR FILING OBJECTIONS THERETO

TO ALL CREDITORS, EQUITY INTEREST HOLDERS AND PARTIES IN INTEREST,
PLEASE TAKE NOTICE THAT:

1. Disclosure Statement and Solicitation Procedures. On [_____], 2008, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered an order (the “Disclosure Statement Order”) approving, among other things, (a) the Debtors Third Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated October 22, 2008 (the “Disclosure Statement”), as providing adequate information for holders of claims against, or interests in, Wellman to make a decision as to whether to accept or reject the Debtors’ Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated [_____], 2008 (the “Plan”); (b) the procedures of a rights offering (the “Rights Offering Procedures”); and (c) the procedures for solicitation of votes to accept or reject the Plan and the tabulation of such votes on the Plan (the “Solicitation Procedures”).

2. Solicitation Procedures. Pursuant to the Disclosure Statement Order, holders of claims against and interests in the above-captioned debtors and debtors in possession (collectively, “Wellman”) will receive the appropriate solicitation materials, including a copy of this notice (collectively, the “Solicitation Packages”).

3. Voting Classes. Any holder of a Claim as of [_____], **2008**, the voting record date established by the Disclosure Statement Order (the “Voting Record Date”) that pursuant to the Plan is entitled to vote to accept or reject the Plan will be mailed a ballot form (a

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Josdav, Inc.; PTA Resources LLC; and MED Resins, Inc.

“Ballot”) as part of the Solicitation Package such holder will receive. Such holders include holders of Claims in Class 2 (First Lien Term Loan Claims), Class 3 (Second Lien Term Loan Claims) and Class 4 (General Unsecured Claims).

4. Voting Deadline. The Disclosure Statement and Disclosure Statement Order require votes to accept or reject the Plan to be actually received by Kurtzman Carson Consultants LLC (the “Voting Agent”) **no later than 5:00 p.m., Eastern Time, on [_____], 2008** (the “Voting Deadline”).
5. Confirmation Hearing. A hearing to consider confirmation of the Plan (the “Confirmation Hearing”) will be held on [_____], **2008 at 2:00 p.m. Eastern Time**, or as soon thereafter as counsel may be heard, at the United States Bankruptcy Court for the Southern District of New York, Room 723, One Bowling Green, New York, New York 10004-1408 before the Honorable Stuart M. Bernstein, Chief United States Bankruptcy Judge. The Confirmation Hearing may be continued from time to time without further notice, including by announcement of the adjournment date(s) at the Confirmation Hearing or any continued hearing. Notwithstanding the foregoing, notice of any such adjournments will be set forth on (a) the Court’s website at www.nysb.uscourts.gov for registered users of the Public Access to Court Electronic Records (PACER) system and (b) the website of Kurtzman Carson Consultants LLC, Wellman’s voting agent, at www.kccllc.net/wellman.
6. Solicitation Materials. In accordance with the Solicitation Procedures, Solicitation Packages will be mailed to: (i) all persons or entities that filed proofs of Claim on or before the Record Date, except to the extent a Claim was paid pursuant to, or expunged by, a prior order of the Bankruptcy Court, (ii) all persons or entities listed in Wellman’s Schedules as holding liquidated, noncontingent, and undisputed Claims in an amount greater than zero, (iii) the registered holders of Wellman’s debt and equity securities including options to purchase such securities, as of the Record Date, and (iv) all other known creditors of Wellman as of the Record Date.
7. Voting Procedures. Any holder of a Claim that Wellman believes is entitled to vote on the Plan has been mailed a Ballot and appropriate instructions for voting on the Plan. For any vote to accept or reject the Plan to be counted, a Ballot or Master Ballot must be completely filled out, executed and returned so that it is actually received by the Voting Agent **no later than 5:00 p.m., Eastern Time, on [_____], 2008** (the “Voting Deadline”) at Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245, Attn: Wellman Inc.

Creditors who are entitled to vote on the Plan are urged to read all instructions on their Ballots carefully to ensure that their Ballots are properly completed and timely submitted. Any failure to follow the instructions included on the Ballot may disqualify a vote.

8. Rights Offering Procedures. Holders of First and Second Lien Term Loan Claims classified under the Plan in Classes 2 and 3 that are “accredited investors” are eligible to exercise rights to acquire convertible notes of reorganized Wellman. In order to participate in the Rights Offering, such a holder must (a) complete all required information on the rights offering subscription exercise form (the “Rights Exercise

- Form”), (b) execute the Rights Exercise Form and (c) return the completed Rights Exercise Form to the address indicated on the Rights Offering Subscription Exercise Form so that it is properly received by the Rights Offering Deadline. Any failure to follow the instructions included with the Rights Exercise Form, or to return a properly completed Rights Exercise Form so that it is received after the Rights Offering Deadline, may disqualify the election.
9. Notice of Non-Voting Status. Holders of Claims and Equity Interests in the following Classes will not receive Ballots. Such holders shall instead receive Notices of Non-Voting Status in connection with the Plan.
- (a) Holders of Claims in Classes 1 and 7 are, in Wellman’s opinion, unimpaired and conclusively presumed to accept the Plan.
- (b) Holders of Equity Interests in Classes 5 and 6 will receive no distribution on account of such interests and are deemed to reject the Plan.
10. Objections. Objections, if any, to the confirmation of the Plan, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall set forth the name of the objectant, the nature and amount of claims or interests held or asserted by the objectant against the Wellman’s estates or property, the basis for the objection, and the specific grounds therefor, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers) and served in accordance with General Order M-242 upon (a) Kirkland & Ellis LLP, 153 E. 53rd Street, New York, New York 10022-4675 (Attn: Jonathan S. Henes, Esq.), (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, New York 10004 (Attn: Andrew Velez-Rivera, Esq.), (c) Winston & Strawn LLP, 35 W. Wacker Drive, Chicago, Illinois 60601-9703 (Attn: Matthew J. Botica, Esq.), counsel for the agents for the Debtors’ postpetition secured lenders, (d) Haynes & Boone, LLP, 153 E. 53rd Street, New York, New York 10022-4675 (Attn: Lenard M. Parkins, Esq.), counsel for the informal group of first lien holders, (e) Akin Gump Strauss Hauer & Feld, LLP, 590 Madison Avenue, New York, New York 10022 (Attn: Michael S. Stamer, Esq.), counsel for the informal group of second lien holders, (f) Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York, 10036-8704 (Attn: Mark R. Somerstein, Esq.), counsel for the official committee of unsecured creditors, so as to be actually received **no later than [_____], 2008 at 5:00 p.m., Eastern Time.**
11. **Releases, Exculpations, And Injunctions. PLEASE BE ADVISED THAT THE PLAN CONTAINS CERTAIN RELEASE, EXCULPATION AND INJUNCTION PROVISIONS. THESE PROVISIONS ARE FOUND IN ARTICLE VIII. B AND C, ARTICLE VIII. D AND ARTICLE VIII. E, RESPECTIVELY. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.**

12. Additional Copies of Documents. Copies of the Plan and the Disclosure Statement will be available for review at (a) the Office of the Clerk, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408, and (b) on the Court's website at www.nysb.uscourts.gov.com. Copies of the Plan, the Disclosure Statement, and the Solicitation Materials will also be available: (a) on the website of the Voting Agent, Kurtzman Carson Consultants LLC, at www.kccllc.net/wellman; (b) upon request from Wellman Inc., c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., El Segundo, California 90245; or (c) by contacting Kurtzman Carson Consultants LLC at 888-647-1738.

Dated: New York, New York
[____], 2008

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022-4675
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Attorneys for the Debtors and Debtors in Possession

Exhibit C

Exhibit C-1	Form of Ballot for Class 2 - First Lien Term Loan Claims
Exhibit C-2	Form of Master Ballot for Class 2 - First Lien Term Loan Claims
Exhibit C-3	Form of Ballot for Class 3 - Second Lien Term Loan Claims
Exhibit C-4	Form of Master Ballot for Class 3 - Second Lien Term Loan Claims
Exhibit C-5	Form of Ballot for Class 4 - General Unsecured Claims

Exhibit C-1

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' THIRD AMENDED JOINT PLAN
OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 2: FIRST LIEN TERM LOAN CLAIMS

**Wellman Inc., \$185 Million First Lien Term Loan
Claims due February 10, 2009**

**YOUR BALLOT MUST BE RECEIVED BY THE VOTING
AGENT, BY 5:00 P.M., EASTERN TIME, ON [____],
2008, THE VOTING DEADLINE, OR YOUR VOTE WILL
NOT BE COUNTED**

This Ballot is submitted to you by Wellman to solicit your vote to accept or reject the Debtors Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code dated November [__], 2008 (the "Plan"), which is described in the accompanying Disclosure Statement for the Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated November [__], 2008 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined shall have the meaning ascribed to them in Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED. IF THE ENVELOPE IS ADDRESSED TO YOUR BROKERAGE FIRM OR BANK OR ITS AGENT (EACH, A "NOMINEE"), YOU MUST ALLOW ENOUGH TIME FOR YOUR NOMINEE TO CAST YOUR VOTE ON A MASTER BALLOT SO THAT IT IS RECEIVED BY THE VOTING AGENT BEFORE THE VOTING DEADLINE.

The debt consists of outstanding debt under Wellman's \$185 million first lien secured term loan due February 10, 2009 (the "Debt").

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Jostav, Inc.; PTA Resources LLC; and MED Resins, Inc.

Ballot Code [__]

IMPORTANT

You should review the Disclosure Statement and the Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. Your First Lien Term Loan Claims have been placed in Class 2 under the Plan. If you hold more than one Claim against Wellman, you will receive a Ballot for each Claim you are entitled to vote.

If your vote (or if held through a Nominee, the Master Ballot cast on your behalf) is not received by Wellman's Voting Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON [_____], 2008

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

HOW TO VOTE

1. COMPLETE ITEMS 1 (unless this Ballot has been “Prevalidated” by your Nominee), 2 and 3.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 4.
3. **SIGN THE BALLOT (if not “Prevalidated” by your Nominee).**
4. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.
7. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN THE CREDITOR AN OFFICER OR EMPLOYEE OF THE CREDITOR, OR AN ATTORNEY-AT-LAW ACTING FOR THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

Item 1. Principal Amount of First Lien Term Loan Claims Voted. The undersigned certifies that as of [____], 2008, the undersigned was either the beneficial owner, or the nominee of a beneficial owner of the Debt in the following aggregate unpaid principal amount (insert amount in the box below). If your Debt is held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately. (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest.)

\$

Item 2. Vote. The undersigned, a holder of a Class 2 First Lien Term Loan Claim against Wellman in the amount set forth above, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Plan):

Accept the Plan.

Reject the Plan.

Item 3. Identify All Other First Lien Term Loan Claims Voted. By returning this Ballot, the beneficial owner of the Debt identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Debt owned by such beneficial owner, except for the Debt identified in the following table, (b) *all* of the Debt for which the beneficial owner has submitted Ballots are identified in the following table, and (c) *all* Ballots for First Lien Term Loan Claims submitted by the beneficial owner indicate the same vote to accept or reject the Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

**ALL FIRST LIEN TERM LOAN CLAIMS
VOTED ON OTHER BALLOTS**

Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which Debt is Held	Principal Amount of Debt Voted	Debt Issue (Maturity and Coupon or CUSIP Number)
1.			
2.			
3.			

Item 4. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that the undersigned is the Claimant or has the power and authority to vote to accept or reject the Plan on behalf of the Claimant. The undersigned understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as either an acceptance or rejection of the Plan.

Name of Creditor (Please Print)

Social Security or Federal Tax I.D. No. (Optional)

Authorized Signature

Name of Signatory

If by Authorized Agent, Name and Title ²

Street Address

City, State, Zip Code

Telephone Number

Date Completed

PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS RECEIVED BY THE VOTING AGENT BY 5:00 P.M. EASTERN TIME ON [_____], 2008, THE VOTING DEADLINE.

THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION OR EMAIL.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, PLEASE CONTACT YOUR BANK OR BROKER, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS AT 888-647-1738.

² As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

Exhibit C-2

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

**MASTER BALLOT FOR ACCEPTING OR REJECTING DEBTORS' THIRD AMENDED JOINT PLAN
OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 2: FIRST LIEN TERM LOAN CLAIMS

**Wellman Inc., \$185 Million First Lien Term Loan
Claims due February 10, 2009**

**YOUR MASTER BALLOT MUST BE RECEIVED BY THE
VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON
[____], 2008, THE VOTING DEADLINE, OR THE
VOTES REPRESENTED BY YOUR MASTER BALLOT
WILL NOT BE COUNTED.**

Wellman, together with its subsidiary debtors, has filed the Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated October 22, 2008 (the "Plan"). The Plan is annexed as Exhibit A to the Debtors' Third Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated November [__], 2008 (the "Disclosure Statement"). The Bankruptcy Court has approved the Disclosure Statement, which provides information to assist creditors in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The debt consists of outstanding debt under Wellman's \$185 million first lien secured term loan due February 10, 2009 (the "Debt").

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent), for beneficial owners, as of [____], 2008, to transmit the votes of such beneficial owners to accept or reject the Plan. Please take any action required to enable each beneficial owner to timely vote its Debt to accept or reject the Plan.

Before you transmit such votes, please carefully review the Disclosure Statement and the voting procedures. If you do not have a copy of the Disclosure Statement, you may obtain such copy by contacting Wellman's voting agent (the "Voting Agent"), Kurtzman Carson Consultants, at 888-647-1738. **THIS MASTER BALLOT RELATES ONLY TO VOTES CAST ON ACCOUNT OF THE DEBT.**

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Josdav, Inc.; PTA Resources LLC; and MED Resins, Inc.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF ANY OF WELLMAN OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN.

IMPORTANT

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE BY 5:00 P.M., EASTERN TIME, ON [____], 2008. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES AND ELECTIONS TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

You should review the Disclosure Statement, the Plan and the instructions contained herein before you transmit votes and elections. You or the beneficial owners of the Debt for whom you are the nominee may wish to seek legal advice concerning the Plan and the classification and treatment of the First Lien Term Loan Claims under the Plan. Such Claims have been placed in Class 2 under the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the beneficial owners of the Debt for whom you are the nominee, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

Item 1. Certification of Authority to Vote. The undersigned certifies that it (please check the applicable box):

- is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the Debt listed in Item 2 below as of [____], 2008, or is the registered holder of such securities; or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee or a beneficial owner that on [____], 2008 was the holder of the aggregate principal amount of the Debt listed on Item 2 below; or
- is acting under a proxy granted by a broker, bank, or other nominee for the beneficial owners (please attach a copy of the proxy to the Master Ballot),

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the Debt listed in Item 2.

Item 2. First Lien Term Loan Claims (Class 2) Vote on Plan – Number of Beneficial Owners. The undersigned certifies that the following beneficial owners of the Debt, as identified by their respective customer account numbers, were beneficial owners of the Debt on [____], 2008 and have delivered to the undersigned, as nominee, properly executed Ballots casting votes as indicated and containing instructions for the casting of those votes on their behalf (indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. **Please note: Each beneficial owner must vote all of their Class 2 First Lien Term Loan Claims either to accept or reject the Plan and may not split such vote.)**

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

Customer Name or Account Number for Each Beneficial Owner	Face Amount of Debt	
	Accept the Plan	Reject the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

IF YOU ARE ACTING AS A NOMINEE FOR MORE THAN TEN BENEFICIAL OWNERS OF DEBT, PLEASE ATTACH ADDITIONAL SHEETS, AS NECESSARY.

Item 3: Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Ballot received from a beneficial owner:

Your Customer Name or Account Number for Each Beneficial Owner of the Debt	Transcribe From Item 3 of Beneficial Owner Ballot			
	Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which the Debt is Held	Principal Amount of Debt Voted	Debt Issue (Maturity and Coupon or CUSIP number)
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	

Item 4: Certification. By signing this Master Ballot, the undersigned certifies that each beneficial owner of the Debt listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and certifies and acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Broker,
Bank or Other Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(If Applicable)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone: () _____

Date Completed: _____

THIS MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT AT THE ADDRESS LISTED BELOW, BEFORE 5:00 P.M., EASTERN TIME, ON [_____], 2008, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

**WELLMAN BALLOT PROCESSING
C/O KURTZMAN CARSON CONSULTANTS LLC
2335 ALASKA AVE.
EL SEGUNDO, CALIFORNIA 90245**

PLEASE NOTE: THE VOTING AGENT WILL NOT ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION OR ELECTRONIC MAIL.

ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/VOTING AGENT:

The Voting Deadline is 5:00 p.m., Eastern Time, on [_____], 2008. To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by the Voting Agent at the following address no later than the Voting Deadline:

Wellman Ballot Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Ave.
El Segundo, California 90245
888-647-1738

If you are both the registered owner and beneficial owner of any principal amount of the Debt and you wish to vote such Debt: You may complete, execute, and return to the Voting Agent a Ballot with respect to the Debt that you as beneficial owner wish to vote.

If you are transmitting the votes of any beneficial owners of Debt other than yourself, you may *either*:

Complete and execute the Ballot (other than Items 2 and 3) and deliver to the beneficial owner such “prevalidated” Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to the Voting Agent so as to be received before the Voting Deadline:

OR

For any Ballots you do not “prevalidate”:

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan with respect to its Claim(s), and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent before the Voting Deadline of 5:00 p.m., Eastern Time, on [_____], 2008; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Plan, as transmitted to you by the beneficial owners of the Debt. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL OF THEIR DEBT EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but (i) which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Plan by the indicated beneficial owner, will not be counted as to such beneficial owner;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 4 of each completed Ballot relating to the Debt voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. In Item 4, sign and date the Master Ballot, and provide the remaining information requested;

- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so as to be *received* by the Voting Agent before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Voting Agent or retain such Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or equity interest.

No fees, commissions, or other remuneration will be payable to any broker, bank, dealer, nominee, or other person for soliciting Ballots accepting the Plan. Wellman will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of the Debt held by you as a nominee or in a fiduciary capacity.

No Master Ballot may be submitted by email or facsimile.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC AT 888-647-1738.

Exhibit C-3

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

)	
In re	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

BALLOT FOR ACCEPTING OR REJECTING DEBTORS' THIRD AMENDED JOINT PLAN OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE

CLASS 3: SECOND LIEN TERM LOAN CLAIMS

**Wellman Inc., \$265 Million First Lien Term Loan
Claims due February 10, 2010**

**YOUR BALLOT MUST BE RECEIVED BY THE VOTING
AGENT, BY 5:00 P.M., EASTERN TIME, ON [____],
2008, THE VOTING DEADLINE, OR YOUR VOTE WILL
NOT BE COUNTED**

This Ballot is submitted to you by Wellman to solicit your vote to accept or reject the Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code dated [____], 2008 (the "Plan"), which is described in the accompanying Disclosure Statement for the Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated [____], 2008 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined shall have the meaning ascribed to them in Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED. IF THE ENVELOPE IS ADDRESSED TO YOUR BROKERAGE FIRM OR BANK OR ITS AGENT (EACH, A "NOMINEE"), YOU MUST ALLOW ENOUGH TIME FOR YOUR NOMINEE TO CAST YOUR VOTE ON A MASTER BALLOT SO THAT IT IS RECEIVED BY THE VOTING AGENT BEFORE THE VOTING DEADLINE.

The debt consists of outstanding debt under Wellman's \$265 million second lien secured term loan due February 10, 2010 (the "Debt").

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Jostav, Inc.; PTA Resources LLC; and MED Resins, Inc.

Ballot Code [__]

IMPORTANT

You should review the Disclosure Statement and the Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. Your Second Lien Term Loan Claims have been placed in Class 3 under the Plan. If you hold more than one Claim against Wellman, you will receive a Ballot for each Claim you are entitled to vote.

If your vote (or if held through a Nominee, the Master Ballot cast on your behalf) is not received by Wellman's Voting Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON [_____], 2008

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

HOW TO VOTE

1. COMPLETE ITEMS 1 (unless this Ballot has been "Prevalidated" by your Nominee), 2 and 3.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 4.
3. **SIGN THE BALLOT (if not "Prevalidated" by your Nominee).**
4. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
5. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.
7. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN THE CREDITOR AN OFFICER OR EMPLOYEE OF THE CREDITOR, OR AN ATTORNEY-AT-LAW ACTING FOR THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

THE RIGHTS OFFERING

Please note that there is also a Rights Offering being made to Holders of Second Lien Term Loan Claims as defined in the Plan. Please see the Rights Offering Procedures, which have been distributed to Eligible Holders and are discussed in the Disclosure Statement and Article IV of the Plan for additional information about the Rights Offering.

IF YOU HOLD A SECOND LIEN TERM LOAN CLAIM THAT ENTITLES YOU TO PARTICIPATE IN THE RIGHTS OFFERING, AND YOU WISH TO EXERCISE YOUR RIGHTS, YOU MUST PROVIDE YOUR INSTRUCTIONS TO YOUR NOMINEE, AND YOUR NOMINEE MUST EFFECT ANY SUCH SUBSCRIPTION ON YOUR BEHALF PRIOR TO THE RIGHTS OFFERING DEADLINE.

YOUR RIGHTS OFFERING SUBSCRIPTION FORM WAS SEPARATELY MAILED TO YOU. IF YOU HAVE NOT RECEIVED A RIGHTS OFFERING SUBSCRIPTION FORM, PLEASE CONTACT THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC AT 888-647-1738.

Item 1. Principal Amount of Second Lien Term Loan Claims Voted. The undersigned certifies that as of [____], 2008, the undersigned was either the beneficial owner, or the nominee of a beneficial owner of the Debt in the following aggregate unpaid principal amount (insert amount in the box below). If your Debt is held by a nominee on your behalf and you do not know the amount, please contact your nominee immediately. (For purposes of this Ballot, it is not necessary and you should not adjust the principal amount for any accrued or unmatured interest.)

\$

Item 2. Vote. The undersigned, a holder of a Class 3 Second Lien Term Loan Claim against Wellman in the amount set forth above, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Plan):

Accept the Plan.

Reject the Plan.

Item 3. Identify All Other Second Lien Term Loan Claims Voted. By returning this Ballot, the beneficial owner of the Debt identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Debt owned by such beneficial owner, except for the Debt identified in the following table, (b) *all* of the Debt for which the beneficial owner has submitted Ballots are identified in the following table, and (c) *all* Ballots for Second Lien Term Loan Claims submitted by the beneficial owner indicate the same vote to accept or reject the Plan that the beneficial owner has indicated in Item 2 of this Ballot (please use additional sheets of paper if necessary):

**ALL SECOND LIEN TERM LOAN CLAIMS
VOTED ON OTHER BALLOTS**

Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which Debt is Held	Principal Amount of Debt Voted	Debt Issue (Maturity and Coupon or CUSIP Number)
1.			
2.			
3.			

Item 4. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that the undersigned is the Claimant or has the power and authority to vote to accept or reject the Plan on behalf of the Claimant. The undersigned understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as either an acceptance or rejection of the Plan.

Name of Creditor (Please Print)

Social Security or Federal Tax I.D. No. (Optional)

Authorized Signature

Name of Signatory

If by Authorized Agent, Name and Title²

Street Address

City, State, Zip Code

Telephone Number

Date Completed

PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS RECEIVED BY THE VOTING AGENT BY 5:00 P.M. EASTERN TIME ON [____], 2008, THE VOTING DEADLINE.

THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION OR EMAIL.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, PLEASE CONTACT YOUR BANK OR BROKER, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS AT 888-647-1738.

PLEASE NOTE THAT THERE IS ALSO A RIGHTS OFFERING BEING MADE TO EACH HOLDERS OF SECOND LIEN TERM LOAN CLAIMS, AS DEFINED IN THE PLAN. PLEASE SEE THE RIGHTS OFFERING PROCEDURES, WHICH HAVE BEEN DISTRIBUTED TO HOLDERS OF SECOND LIEN TERM LOAN CLAIMS AND ARE DISCUSSED IN THE DISCLOSURE STATEMENT AND ARTICLE IV OF THE PLAN FOR ADDITIONAL INFORMATION ABOUT THE RIGHTS OFFERING.

² As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

Exhibit C-4

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

MASTER BALLOT FOR ACCEPTING OR REJECTING DEBTORS' THIRD AMENDED JOINT PLAN OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE

CLASS 3: SECOND LIEN TERM LOAN CLAIMS

**Wellman Inc., \$265 Million First Lien Term Loan
Claims due February 10, 2010**

YOUR MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT, BY 5:00 P.M., EASTERN TIME, ON [____], 2008, THE VOTING DEADLINE, OR THE VOTES REPRESENTED BY YOUR MASTER BALLOT WILL NOT BE COUNTED.

Wellman, together with its subsidiary debtors, has filed the Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated [____], 2008 (the "Plan"). The Plan is annexed as Exhibit A to the Debtors' Third Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [____], 2008 (the "Disclosure Statement"). The Bankruptcy Court has approved the Disclosure Statement, which provides information to assist creditors in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

The debt consists of outstanding debt under Wellman's \$265 million second lien secured term loan due February 10, 2010 (the "Debt").

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent), for beneficial owners, as of [____], 2008, to transmit the votes of such beneficial owners to accept or reject the Plan. Please take any action required to enable each beneficial owner to timely vote its Debt to accept or reject the Plan.

Before you transmit such votes, please carefully review the Disclosure Statement and the voting procedures. If you do not have a copy of the Disclosure Statement, you may obtain such copy by contacting Wellman's voting agent (the "Voting Agent"), Kurtzman Carson Consultants, at 888-647-1738. **THIS MASTER BALLOT RELATES ONLY TO VOTES CAST ON ACCOUNT OF THE DEBT.**

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Jisdav, Inc.; PTA Resources LLC; and MED Resins, Inc.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON AN AGENT OF ANY OF WELLMAN OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN.

IMPORTANT

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE VOTING AGENT ON OR BEFORE THE VOTING DEADLINE BY 5:00 P.M., EASTERN TIME, ON [____], 2008. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND RECEIVED ON OR BEFORE THE VOTING DEADLINE AND THE VOTING DEADLINE IS NOT EXTENDED, THE VOTES AND ELECTIONS TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

You should review the Disclosure Statement, the Plan and the instructions contained herein before you transmit votes and elections. You or the beneficial owners of the Debt for whom you are the nominee may wish to seek legal advice concerning the Plan and the classification and treatment of the Second Lien Term Loan Claims under the Plan. Such Claims have been placed in Class 3 under the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you and the beneficial owners of the Debt for whom you are the nominee, whether or not such beneficial owners vote and whether or not any votes are transmitted by this Master Ballot.

Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

Please note that there is also a Rights Offering being made to each Holder of Second Lien Term Loan Claims as defined in the Plan. Please see the Rights Offering Procedures, which have been distributed to Holders of Second Lien Term Loan Claims and are discussed in the Disclosure Statement and Article IV of the Plan for additional information about the Rights Offering.

Item 1. Certification of Authority to Vote. The undersigned certifies that it (please check the applicable box):

- is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the Debt listed in Item 2 below as of [____], 2008, or is the registered holder of such securities; or
- is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee or a beneficial owner that on [____], 2008 was the holder of the aggregate principal amount of the Debt listed on Item 2 below; or
- is acting under a proxy granted by a broker, bank, or other nominee for the beneficial owners (please attach a copy of the proxy to the Master Ballot),

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of the Debt listed in Item 2.

Item 2. Second Lien Term Loan Claims (Class 3) Vote on Plan – Number of Beneficial Owners. The undersigned certifies that the following beneficial owners of the Debt, as identified by their respective customer account numbers, were beneficial owners of the Debt on [____], 2008 and have delivered to the undersigned, as nominee, properly executed Ballots casting votes as indicated and containing instructions for the casting of those votes on their behalf (indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. For purposes of this Master Ballot, accrued or unmatured interest should not be included. **Please note: Each beneficial owner must vote all of their Class 3 Second Lien Term Loan Claims either to accept or reject the Plan and may not split such vote.)**

ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

Customer Name or Account Number for Each Beneficial Owner	Face Amount of Debt	
	Accept the Plan	Reject the Plan
1.	\$	\$
2.	\$	\$
3.	\$	\$
4.	\$	\$
5.	\$	\$
6.	\$	\$
7.	\$	\$
8.	\$	\$
9.	\$	\$
10.	\$	\$
TOTALS	\$	\$

IF YOU ARE ACTING AS A NOMINEE FOR MORE THAN TEN BENEFICIAL OWNERS OF DEBT, PLEASE ATTACH ADDITIONAL SHEETS, AS NECESSARY.

Item 3: Additional Ballots Submitted by Beneficial Owners. The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Ballot received from a beneficial owner:

Your Customer Name or Account Number for Each Beneficial Owner of the Debt	Transcribe From Item 3 of Beneficial Owner Ballot			
	Customer Account Number(s) (if applicable)	Name of Bank, Broker or Other Nominee Through Which the Debt is Held	Principal Amount of Debt Voted	Debt Issue (Maturity and Coupon or CUSIP number)
1.			\$	
2.			\$	
3.			\$	
4.			\$	
5.			\$	
6.			\$	
7.			\$	
8.			\$	
9.			\$	
10.			\$	

Item 4: Certification. By signing this Master Ballot, the undersigned certifies that each beneficial owner of the Debt listed in Item 2, above, has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and certifies and acknowledges that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Broker, Bank or other Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Broker,
Bank or Other Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____
(If Applicable)

Signature: _____

Print Name: _____

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone: () _____

Date Completed: _____

THIS MASTER BALLOT MUST BE RECEIVED BY THE VOTING AGENT AT THE ADDRESS LISTED BELOW, BEFORE 5:00 P.M., EASTERN TIME, ON [____], 2008, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

**WELLMAN BALLOT PROCESSING
C/O KURTZMAN CARSON CONSULTANTS LLC
2335 ALASKA AVE.
EL SEGUNDO, CALIFORNIA 90245**

PLEASE NOTE: THE VOTING AGENT WILL NOT ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION OR ELECTRONIC MAIL.

ANY BALLOT THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE PLAN, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/VOTING AGENT:

The Voting Deadline is 5:00 p.m., Eastern Time, on [_____], 2008. To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by the Voting Agent at the following address no later than the Voting Deadline:

Wellman Ballot Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Ave.
El Segundo, California 90245
888-647-1738

If you are both the registered owner and beneficial owner of any principal amount of the Debt and you wish to vote such Debt: You may complete, execute, and return to the Voting Agent a Ballot with respect to the Debt that you as beneficial owner wish to vote.

If you are transmitting the votes of any beneficial owners of Debt other than yourself, you may *either*:

Complete and execute the Ballot (other than Items 2 and 3) and deliver to the beneficial owner such “prevalidated” Ballot, along with the Disclosure Statement and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to the Voting Agent so as to be received before the Voting Deadline:

OR

For any Ballots you do not “prevalidate”:

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan with respect to its Claim(s), and (ii) return the completed, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to the Voting Agent before the Voting Deadline of 5:00 p.m., Eastern Time, on [_____], 2008; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. In Item 2 of this Master Ballot, indicate the votes to accept or reject the Plan, as transmitted to you by the beneficial owners of the Debt. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL OF THEIR DEBT EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Ballot or Master Ballot which is validly executed but (i) which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner, or (ii) indicates both an acceptance and rejection of the Plan by the indicated beneficial owner, will not be counted as to such beneficial owner;
- c. Please note that Item 3 of this Master Ballot requests that you transcribe the information provided by each beneficial owner from Item 4 of each completed Ballot relating to the Debt voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. In Item 4, sign and date the Master Ballot, and provide the remaining information requested;

- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent to arrange for delivery of the completed Master Ballot to its offices; and
- h. Deliver the completed, executed Master Ballot so as to be *received* by the Voting Agent before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner, either forward such Ballot (along with your Master Ballot) to the Voting Agent or retain such Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

No Ballot or Master Ballot shall constitute or be deemed to be a proof of Claim or equity interest or an assertion of a Claim or equity interest.

No fees, commissions, or other remuneration will be payable to any broker, bank, dealer, nominee, or other person for soliciting Ballots accepting the Plan. Wellman will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding the Ballots and other enclosed materials to the beneficial owners of the Debt held by you as a nominee or in a fiduciary capacity.

No Master Ballot may be submitted by email or facsimile.

There is also a Rights Offering being made to each Holder of Second Lien Term Loan Claims, as defined in the Plan. Please see the Rights Offering Procedures, which have been distributed to Holders of Second Lien Term Loan Claims and are discussed in the Disclosure Statement and Article IV of the Plan for additional information about the Rights Offering.

<p>IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, THE DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC AT 888-647-1738.</p>

Exhibit C-5

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

**BALLOT FOR ACCEPTING OR REJECTING DEBTORS' THIRD AMENDED JOINT PLAN
OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 4: GENERAL UNSECURED CLAIMS

**YOUR BALLOT MUST BE RECEIVED BY THE VOTING
AGENT, BY 5:00 P.M., EASTERN TIME, ON [____],
2008, THE VOTING DEADLINE, OR YOUR VOTE WILL
NOT BE COUNTED**

This Ballot is submitted to you by Wellman to solicit your vote to accept or reject the Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code dated [____], 2008 (the "Plan"), which is described in the accompanying Disclosure Statement for the Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated [____], 2008 (the "Disclosure Statement"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined shall have the meaning ascribed to them in Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to **Wellman Ballot Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Ave., EL Segundo, California 90245** so that it is received by the deadline indicated above.

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Josdav, Inc.; PTA Resources LLC; and MED Resins, Inc.

IMPORTANT

You should review the Disclosure Statement and the Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan and your acceptance or rejection of the Plan. Your General Unsecured Claims have been placed in Class 4 under the Plan.

If your vote is not received by Wellman's Voting Agent, Kurtzman Carson Consultants LLC, on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

THE VOTING DEADLINE IS 5:00 P.M. EASTERN TIME ON [_____], 2008

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT**

HOW TO VOTE

1. COMPLETE ITEM 1.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 4.
3. **SIGN THE BALLOT.**
4. RETURN THE BALLOT BY MAIL (AN ENVELOPE ADDRESSED TO KURTZMAN CARSON CONSULTANTS LLC IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER OR PERSONAL DELIVERY TO KURTZMAN CARSON CONSULTANTS LLC (**SO THAT IT IS RECEIVED BY 5:00 P.M. EASTERN TIME ON [_____], 2008**) AT THE FOLLOWING ADDRESS:

KURTZMAN CARSON CONSULTANTS LLC
2335 ALASKA AVE.
EL SEGUNDO, CALIFORNIA 90245
5. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
6. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
7. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL NOT BE COUNTED.
8. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF A BALLOT IS TO BE EXECUTED BY AN AUTHORIZED PARTY OTHER THAN AN OFFICER OR EMPLOYEE OF THE CREDITOR, OR AN ATTORNEY-AT-LAW ACTING FOR THE CREDITOR, SUFFICIENT EVIDENCE OF THE AUTHORIZED PARTY'S AUTHORITY TO EXECUTE THE BALLOT MUST BE INCLUDED WITH THE BALLOT.**

Item 1. Vote. The undersigned, a holder of a General Unsecured Claim against Wellman in the amount set forth below, votes to (check one box; if you fail to check one of the boxes below, but the Ballot is otherwise properly completed and returned your Ballot will not be counted as either an acceptance or rejection of the Plan):

Accept the Plan.

Reject the Plan.

Voting Amount: \$ _____

Item 2. Certifications and Acknowledgments. By signing this Ballot, the undersigned acknowledges and certifies that (a) the undersigned is the Claimant or has the power and authority to vote to accept or reject the Plan on behalf of the Claimant, and (b) the Social Security or Federal Tax I.D. No. provided below is true and correct. The undersigned understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as either an acceptance or rejection of the Plan. The undersigned acknowledges that any election made on this Ballot will be binding on its successors, heirs and assigns including, without limitation, any transferee.

Name of Creditor (Please Print)

Social Security or Federal Tax I.D. No.

Authorized Signature

Name of Signatory

If by Authorized Agent, Name and Title ²

Street Address

City, State, Zip Code

Telephone Number

Date Completed

**PLEASE RETURN YOUR BALLOT PROMPTLY SO THAT IT IS
RECEIVED BY THE VOTING AGENT AT THE ADDRESS BELOW, BY 5:00 P.M. EASTERN TIME
ON [_____], 2008, THE VOTING DEADLINE.**

**Wellman Ballot Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Ave.
El Segundo, California 90245
888-647-1738**

**THE VOTING AGENT WILL NOT ACCEPT BALLOTS
BY FACSIMILE TRANSMISSION OR EMAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST
YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING
THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL
THE VOTING AGENT, KURTZMAN CARSON CONSULTANTS LLC AT 888-647-1738.**

² As indicated in the Instructions, evidence of authority **must** be included with this Ballot unless (a) the signatory is an officer or employee of the entity that is the creditor or (b) the creditor is individual and the signatory is the creditor.

W-9 Form to be Attached

Exhibit D

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	
	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO
IMPAIRED CLASSES DEEMED TO REJECT THE DEBTORS' THIRD AMENDED JOINT
PLAN OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on [____], 2008, the United States Bankruptcy Court for the Southern District of New York (the "Court") approved the Debtors' Third Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [____], 2008 (the "Disclosure Statement"), for the Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated [____], 2008 (the "Plan"), for use by the above-captioned debtors and debtors in possession (collectively, the "Debtors") in soliciting acceptances or rejections of the Plan from holders of certain impaired claims who are entitled to vote to accept to reject the Plan and who are (or may be) entitled to receive distributions under the Plan.

PLEASE TAKE FURTHER NOTICE that this Notice of Non-Voting Status is being sent to holders of interests in the following classes who are impaired and therefore are (i) deemed to reject the Plan and (ii) not entitled to vote on the Plan.

- Class 5 (Old Preferred Interests)
- Class 6 (Old Common Interests)

UNDER THE TERMS OF THE PLAN, YOUR INTEREST(S) AGAINST THE DEBTORS DO NOT ENTITLE YOU TO RECEIVE OR RETAIN ANY PROPERTY UNDER THE PLAN ON ACCOUNT OF SUCH INTEREST(S) AND, THEREFORE, PURSUANT TO SECTION 1126(g) OF THE BANKRUPTCY CODE, YOU ARE (i) DEEMED TO HAVE REJECTED THE PLAN AND (ii) NOT ENTITLED TO VOTE ON THE PLAN.

NOTWITHSTANDING THIS NOTICE OF NON-VOTING STATUS, YOU HAVE THE RIGHT TO (i) CONTEST YOUR NON-VOTING STATUS AND (ii) OBJECT TO CONFIRMATION OF THE PLAN.

If you believe that you may have a claim against the Debtors that has been misclassified and which entitles you to vote on the Plan, then you should (i) file with the Court and serve on counsel to the Debtors a motion for an order, pursuant to rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing such claim in a different class for purposes of voting to accept or reject the Plan on or before [____], 2008, or, if the Debtors file an objection to your claim after you receive this Notice of Non-Voting Status, ten (10) days after service of notice of that objection, and (ii) request a ballot from the Debtors' voting agent at the address or telephone number set forth below. In accordance with Bankruptcy Rule 3018, if you file such a motion, your ballot will not be counted unless temporarily allowed by the Court for voting purposes.

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Jsdav, Inc.; PTA Resources LLC; and MED Resins, Inc.

If you have any questions about your claim(s) or would like to request a copy of the Plan or the Disclosure Statement, you should contact the Debtors' voting agent, Kurtzman Carson Consultants LLC, at 2335 Alaska Ave., El Segundo, California 90245, or at 888-647-1738. Copies of the Plan, the Disclosure Statement, and the related solicitation materials will also be available on the voting agent's website at www.kccllc.net/wellman.

Dated: New York, New York
[_____], 2008

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022

Attorneys for the Debtors and Debtors in Possession

Exhibit E

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO
UNIMPAIRED CLASSES DEEMED TO ACCEPT THE DEBTORS' THIRD AMENDED JOINT
PLAN OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that on [____], 2008 the United States Bankruptcy Court for the Southern District of New York (the "Court") approved the Debtors' Third Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated [____], 2008 (the "Disclosure Statement"), for the Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated [____], 2008 (the "Plan"), for use by the above-captioned debtors and debtors in possession (collectively, the "Debtors") in soliciting acceptances or rejections of the Plan from holders of certain impaired claims who are entitled to vote to accept to reject the Plan and who are (or may be) entitled to receive distributions under the Plan.

PLEASE TAKE FURTHER NOTICE that this Notice of Non-Voting Status is being sent to holders of claims and interests in the following classes who are, in the Debtors' opinion, unimpaired and therefore are (i) deemed to accept the Plan and (ii) not entitled to vote on the Plan.

- Class 1 (Other Secured Claims)
- Class 7 (Intercompany Interests)

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AND INTEREST(S) AGAINST THE DEBTORS IS/ARE, IN THE DEBTORS' OPINION, NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE (i) DEEMED TO HAVE ACCEPTED THE PLAN AND (ii) NOT ENTITLED TO VOTE ON THE PLAN.

NOTWITHSTANDING THIS NOTICE OF NON-VOTING STATUS, YOU HAVE THE RIGHT TO (i) CONTEST YOUR NON-VOTING STATUS AND (ii) OBJECT TO CONFIRMATION OF THE PLAN.

¹ The debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Jostdav, Inc.; PTA Resources LLC; and MED Resins, Inc.

If you have any questions about your claim(s) or interest(s) or would like to request a copy of the Plan or the Disclosure Statement, you should contact the Debtors' voting agent, Kurtzman Carson Consultants LLC, at 2335 Alaska Ave., El Segundo, California 90245, or at 888-647-1738. Copies of the Plan, the Disclosure Statement, and the related solicitation materials will also be available the voting agent's website at www.kccllc.net/wellman.

Dated: New York, New York
[_____], 2008

KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, New York 10022
Attorneys for the Debtors and Debtors in Possession

RIGHTS OFFERING PROCEDURES

1. Introduction

As described in that certain disclosure statement (the “**Disclosure Statement**”), approved by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) on November [___], 2008, holders of First Lien Term Loan Claims and Second Lien Term Loan Claims that are “accredited investors” within the meaning of Regulation D of the Securities Act (the “**Eligible Holders**”)¹ have the right (the “**Subscription Right**”), but not the obligation, to acquire up to their pro rata share of \$105 million² principal amount of 10% secured convertible notes (the “**Convertible Notes**”)³ at a price equal to 87.5% of par (\$875 per note) to be issued by Reorganized Wellman pursuant to the rights offering (the “**Rights Offering**”).

A subscription exercise form (the “**Eligible Holder Rights Exercise Form**”) will be sent to each Eligible Holder entitling such holder to exercise its Subscription Rights up to its Pro Rata Share. “**Pro Rata Share**” means the ratio (expressed as a percentage) of such holder’s Rights Participation Claim Amount (as defined below) to the aggregate amount of all Rights Participation Claim Amounts available to Eligible Holders as of [____], 2008 (the “**Record Date**”). “**Rights Participation Claim Amount**” means the principal amount adjusted for unaccrued interest of such holder’s First Lien Term Loan Claim or Second Lien Term Loan Claim as of the Record Date. No Eligible Holder will be granted or allowed to exercise any fractional Subscription Rights.

The Rights Offering will be backstopped by SOLA LTD and BlackRock Advisors, and/or certain affiliates, funds, or managed accounts of each (the “**Backstop Parties**”)⁴. As consideration for the Backstop Parties’ commitment to backstop the Rights Offering, the Backstop Parties shall be paid an aggregate fee consisting of \$15 million principal amount of Convertible Notes.

Kurtzman Carson Consultants LLC has been designated as the “**Subscription Agent**” for the Rights Offering.

¹ All capitalized terms used, but not defined herein, shall have the meanings ascribed to them in Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (the “**Plan**”).

² In addition, \$15 million of Convertible Notes issued at a value equal to par (\$1,000 per note) will be issued to the Backstop Parties (as defined below).

³ The principal terms of the Convertible Notes are outlined in the term sheet attached hereto as Exhibit A.

⁴ Any holder of a First Lien Term Loan Claim or Second Lien Term Loan Claim can become a Backstop Party by agreeing to be bound by and execute the Backstop Commitment Agreement attached hereto as Exhibit [___].

Before exercising any Rights, Eligible Holders should read the Disclosure Statement, including the section entitled, “Risk Factors” and the section regarding the valuation of the Reorganized Debtors contained therein.

2. Commencement/Expiration of the Rights Offering

The Rights Offering shall commence on the day upon which the Eligible Holder Rights Exercise Forms were mailed to Eligible Holders (the “**Commencement Date**”). The Rights Offering shall expire on [_____], 2008 (the “**Expiration Date**”). Each Eligible Holder intending to participate in the Rights Offering must affirmatively make a binding election to exercise its Subscription Rights and to submit payment for such Subscription Rights on or prior to the Expiration Date in accordance with the provisions of Section 3 below.

As promptly as practicable following the Expiration Date, Wellman shall deliver, or cause to be delivered, to each Eligible Holder that has sought to exercise Subscription Rights or its bank, broker, agent, or other nominee a written statement specifying the Subscription Rights each Eligible Holder has purchased.

3. Exercise of Subscription Rights

Each Eligible Holder may designate on its Eligible Holder Rights Exercise Form whether it wishes to exercise its Subscription Rights. Each Eligible Holder is entitled to participate in the Rights Offering solely to the extent of its Rights Participation Claim Amount. Each Eligible Holder may exercise all or any portion of its Subscription Rights pursuant to the procedures outlined below.

Payment for Subscription Rights

Each Eligible Holder must remit payment for the Subscription Rights exercised by it by wire transfer or cashier’s check together with its Eligible Holder Rights Exercise Form. If an Eligible Holder fails to submit payment in accordance with the Rights Offering Procedures, such Eligible Holder shall be deemed to have relinquished and waived its Rights. Each Eligible Holder may exercise all or any portion of such holder’s Subscription Rights pursuant to the procedures outlined below.

Disputes, Waivers, and Extensions

Any and all disputes concerning the timeliness, viability, form, and eligibility of any exercise of Rights shall be addressed in good faith by Wellman, in consultation with the Informal First and Second Lien Lender Groups, and, if necessary, subject to a final and binding determination by the Bankruptcy Court. Wellman, in consultation with the Informal First and Second Lien Lender Groups, may seek to waive any defect or irregularity, or permit a defect or irregularity to be corrected, within such times as they may determine in good faith to be appropriate, or reject the purported exercise of any Rights. Subscription instructions shall be deemed not to have been properly completed until all irregularities have been waived or cured within such time as Wellman determines in its discretion reasonably exercised in good faith. Wellman reserves the right, but is

under no obligation, to give notice to any Eligible Holder regarding any defect or irregularity in connection with any purported exercise of Rights by such Eligible Holder and Wellman may, but is under no obligation, to permit such defect or irregularity to be cured within such time as it may determine in good faith, in consultation with the Informal First and Second Lien Lender Groups, to be appropriate; provided, however, that none of Wellman, the Subscription Agent, or the Informal First and Second Lien Lender Groups shall incur any liability for failure to give such notification.

Wellman, with the approval of the Bankruptcy Court, and following notice to the Informal First and Second Lien Lender Groups, may extend the duration of the Rights Offering or adopt additional detailed procedures to more efficiently administer the distribution and exercise of the Rights.

Funds

The payments made in accordance with the Rights Offering (the “Rights Offering Funds”) shall be deposited with and held by the Subscription Agent in escrow pending the Effective Date in an account or accounts (a) which shall be separate and apart from the Subscription Agent’s general operating funds and any other funds subject to any lien or any cash collateral arrangements and (b) which segregated account or accounts will be maintained for the purpose of holding the money for administration of the Rights Offering until the Effective Date. The Subscription Agent shall not use the Rights Offering Funds for any purpose other than to release the funds as directed by Wellman on the Effective Date and shall not encumber or permit the Rights Offering Funds to be encumbered by any lien or similar encumbrance.

Waiver and Release

Each Holder that participates in the Rights Offering shall be deemed by virtue of such participation, to have waived and released, to the fullest extent permitted under applicable law, all rights, claims, or causes of action against Wellman, Reorganized Wellman, and each of their respective subsidiaries and affiliates, the Informal Second Lien Lender Group and the Subscription Agent arising out of or related to the receipt, delivery, disbursements, calculations, transmission, or segregation of cash, Rights, and amount of Convertible Notes in connection with the Rights Offering.

4. Transfer Restriction; Revocation

Pursuant to the Plan, the Subscription Rights are not transferable independently of the underlying First and Second Lien Term Loan Claims from which such Subscription Rights arise. Subscription Rights may only be exercised by or through the Eligible Holder entitled to exercise such Subscription Rights on the Record Date. Any such independent transfer or attempted transfer of the Subscription Rights will be null and void and Wellman will not treat any purported transferee as the holder of any Subscription Rights. Once the Eligible Holder has properly exercised its Subscription Rights and paid its Total Exercise Price, such exercise will not be permitted to be revoked by such Eligible Holder.

5. **Inquiries And Transmittal Of Documents; Subscription Agent**

The exercise instructions contained in the Eligible Holder Rights Exercise Form should be carefully read and strictly followed.

Questions relating to the Rights Offering should be directed to the Subscription Agent at the following phone number: 888-647-1738.

The risk of non-delivery of all documents and payments is on the Eligible Holders electing to exercise their Subscription Rights, not Wellman or the Subscription Agent.

and deliver a copy of the Eligible Holder Rights Exercise Form executed by the Eligible Holder, to Kurtzman Carson Consultants LLC (the "Subscription Agent") on or before the Expiration Date set forth above.

Item 1. Certification Of Authority To Elect. The undersigned certifies that as of the [_____], 2008 Record Date, the undersigned (please check applicable box):

Was a bank, broker, or other Nominee for the Eligible Holders of the aggregate amount of the First Lien Term Loan Claims or Second Lien Term Loan Claims listed in Item 2 below, and is the registered or record holder of the First Lien Term Loan Claims or Second Lien Term Loan Claims, or

Was acting under a power of attorney and agency (a copy of which will be provided upon request) granted by a bank, broker, or other Nominee that is the registered or record holder of the aggregate amount of the Second Lien Term Loan Claims listed in Item 2 below, or

Had been granted a proxy (an original of which is annexed hereto) from a bank, broker, or other Nominee, or a Eligible Holder, that is the registered or record holder of the aggregate amount of the First Lien Term Loan Claims or Second Lien Term Loan Claims listed in Item 2 below, and accordingly, has full power and to participate in the Rights Offering on behalf of the Eligible Holders of the First Lien Term Loan Claims or Second Lien Term Loan Claims described in Item 2.

Item 2. Participation of Rights Offering:

Eligible Holders are eligible to elect to participate in the Rights Offering. If a Eligible Holder elects to participate in the Rights Offering, it MUST elect to participate in the Rights Offering with respect to its entire Maximum Amount of Convertible Notes.

1. The undersigned as Nominee for the Eligible Holders, as indicated in the table below, has received a Rights Exercise Form from the Eligible Holder (a copy of the each form should accompany this Master Subscription Form) AND

2. The undersigned as Nominee for the Eligible Holders Notes, as indicated in the table below, agrees to send wire transfer or bank or cashier's check so that it is received by the Subscription Agent on or before the Expiration Date.

Payment in full for the amount equal to the Subscription Rights exercised must be made by wire transfer or cashier's check and remitted by [_____], 2008. Checks may be made payable to "Wellman, Inc." or to the "Estate of Wellman, Inc.," c/o Kurtzman Carson Consultants LLC at 2335 Alaska Avenue, El Segundo, CA 90245.

Wire Delivery Instructions:

JPMorgan Chase Bank, N.A.
4 NY Plaza, 13th Floor
New York, NY 10004

Routing Number: 021000021
Account Number: 312-1928291-65
Swift Code: CHASUD33

Special Instructions: Please note that payment is for the benefit of: Wellman, Inc. Case Number 08-10595 and also include your name and contact information

Questions. If you have any questions about this Eligible Holder Rights Exercise Form or the exercise procedures described herein, please contact the Subscription Agent at 888-647-1738.

Item 3. By signing this Master Rights Exercise Form, the undersigned certifies that (i) each Eligible Holder of First Lien Term Loan Claim or Second Lien Term Loan Claim whose Rights Offering elections are being transmitted by this Master Rights Exercise Form has received copies of the Plan and (ii) it understands that the exercise of rights is subject to all the terms and conditions set forth in the Disclosure Statement and Plan.

Name Of Bank, Broker, Or Other Nominee:

(Print Or Type)

Participant Number:

Name Of Proxy Holder Or Agent For Bank,
Broker, Or Other Nominee (if applicable):

(Print Or Type)

By:

(Print Or Type)

MEDALLION STAMP BELOW

Signature: _____

Title: _____

Address: _____

Phone Number: _____

E-mail: _____

Date Completed: _____

IMPORTANT

- Please complete, sign, date, and deliver this Master Rights Exercise Form, along with photocopies of all completed Eligible Holder Rights Exercise Form, via U.S. mail to the Subscription Agent at the address below by the **EXPIRATION DEADLINE:** ([____], 2008) . Please do not fax this Master Rights Exercise Form.
- Send a wire transfer or bank or cashier's check for the Subscription Purchase Price so that it is received by the Subscription Agent on or before the Expiration Date.
- Delivery of this Master Rights Exercise Form other than as set forth above will not constitute a valid delivery.

Subscription Agent: (Kurtzman Carson Consultants LLC at 2335 Alaska Avenue, El Segundo, CA 90245)

Eligible Holder Rights Exercise Form

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)
) Chapter 11
)
WELLMAN, INC., *et al.*,¹) Case No. 08-10595 (SMB)
) Jointly Administered
Debtors.)
_____)

**INSTRUCTIONS TO ELIGIBLE HOLDER RIGHTS EXERCISE FORM
IN CONNECTION WITH DEBTORS' THIRD AMENDED JOINT PLAN
OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**Class 2: Wellman, Inc., \$185 Million First Lien Term Loan Claims due February 10, 2009
Class 3: Wellman, Inc., \$265 Million Second Lien Term Loan Claims due February 10, 2010**

Offer Available to Holders as of [____], 2008 (the "Record Date")

**All Eligible Holder Rights Exercise Forms must be received by the Subscription Agent no later than
5:00 p.m. (Prevailing Eastern Time) on [____], 2008 (the "Expiration Date").**

To Holders of First and Second Lien Term Loan Claims:

On November [__], 2008, Wellman, Inc., together with its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), filed Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (the "Plan") and the accompanying Debtors' Third Amended Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code (the "Disclosure Statement"). Pursuant to the Plan, each holder of a First Lien Term Loan Claim or a Second Lien Term Loan Claim has the right to subscribe for Convertible Notes based on such holder's Rights Participation Claim Amount (as described in Item 2 of the Eligible Holder Rights Exercise Form). For a complete description of the Rights Offering see the accompanying Rights Offering Procedures (the "Rights Offering Procedures"). Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Rights Offering Procedures.

You have received the attached Eligible Holder Rights Exercise Form because you are a holder of a First Lien Term Loan Claim or a Second Lien Term Loan Claim held for your account. Please utilize the attached Eligible Holder Rights Exercise Form to execute your election. To elect to participate in the Rights Offering, you must complete and return the attached Eligible Holder Rights Exercise Form, together with your full payment for the exercise of such Subscription Rights, to your bank, broker, or other nominee (each of the foregoing, a "Nominee") (or otherwise follow the instructions of your Nominee) with sufficient time for your instructions to be processed and delivered by your Nominee to Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245 (the "Subscription Agent") on or before the

¹ The Debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Jostav, Inc.; PTA Resources LLC; and MED Resins, Inc.

Expiration Date set forth above. Your Eligible Holder Rights Exercise Form will be processed by your Nominee in accordance with its established procedures.

The payments made in accordance with the Rights Offering will be deposited and held by the Subscription Agent in a rights offering account. The account will be maintained by the Subscription Agent for the purpose of holding the money for the administration of the Rights Offering until the Effective Date or such other later date, at the option of the Debtors. The Subscription Agent will not use such funds for any other purpose prior to such date and shall not encumber or permit such funds to be encumbered with any lien or similar encumbrance.

No interest will be paid to any holder exercising Rights on account of amounts paid in connection with such exercise.

The Debtors will use commercially reasonable efforts to give notice to any holder of Rights regarding any defect or irregularity in connection with any purported exercise of Rights by such holder and may permit such defect or irregularity to be cured within such time as they may determine in good faith to be appropriate; provided, however, that neither the Debtors nor the Subscription Agent will incur any liability for failure to give such notification.

Questions. If you have any questions about this Rights Exercise Form or the exercise procedures described herein, please contact the Subscription Agent at 888-647-1738.

Your Nominee must process any subscription to be made on your behalf by the Expiration Date or the exercise shall be void and your Rights will terminate and be cancelled.

To purchase Convertible Notes pursuant to the Rights Offering:

1. **Insert** the principal amount of First Lien Term Loan Claims or Second Lien Term Loan Claims you hold in Item 1. If you have any questions about the amount of First Lien Term Loan Claims or Second Lien Term Loan Claims held by you, please contact your Nominee.
2. **Complete** the calculation in Item 2a.
3. **Complete** Item 2b, indicating the amount of the Convertible Notes that you wish to exercise.
5. **Read and Complete** the certification in Item 3.
6. **Return the Eligible Holder Rights Exercise Form** in the pre-addressed envelope to your Nominee (or otherwise follow the instructions of your Nominee) in sufficient time for your instructions to be processed and delivered by your Nominee to the Subscription Agent on or before the Expiration Date.
7. **Arrange to have your Nominee deliver the full payment for the Subscription Rights exercised** to the Subscription Agent so that it is received by the Subscription Agent on or before the Expiration Date.

Before exercising any Rights you should read the Disclosure Statement, including the section entitled "Risks Factors" and the valuation of the Reorganized Debtors contained therein.

**ELIGIBLE HOLDER RIGHTS EXERCISE FORM FOR RIGHTS OFFERING
IN CONNECTION WITH DEBTORS' THIRD AMENDED JOINT PLAN OF
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

Class 2: Wellman, Inc., \$185 Million First Lien Term Loan Claims due February 10, 2009
Class 3: Wellman, Inc., \$265 Million Second Lien Term Loan Claims due February 10, 2010

EXPIRATION DATE

The Expiration Date for Exercise of Rights is 5:00 p.m. Eastern Time
on [_____], 2008.
Please leave sufficient time for your Eligible Holder Rights Exercise Form
to reach your Nominee and be processed.

Please consult the Rights Offering Procedures for additional
information with respect to this Eligible Holder Rights Exercise Form.

Item 1. Amount of Second Lien Term Loan Claims. I certify that, as of the Record Date of October 16, 2008, I held First Lien Term Loan Claims or Second Lien Term Loan Claims in the following principal amount (insert amount in box below) or that I am the authorized signatory of that beneficial owner. (If a Nominee holds your First Lien Term Loan Claims or Second Lien Term Loan Claims on your behalf and you do not know the principal amount, please contact your Nominee immediately). For purposes of this Eligible Holder Rights Exercise Form, do not adjust the principal amount for any accrued or unmatured interest or any accretion factor, as it has been taken into consideration in the calculation in item 2a below:

\$ _____

Item 2. Rights. Pursuant to the Plan and the accompanying Rights Offering Procedures, each Eligible Holder is entitled to participate in the Rights Offering based upon its "Rights Participation Claim Amount." To subscribe, fill out Items 2a, 2b, and 2c below and read and complete Item 3 below.

2a. Calculation of the Maximum Amount of Convertible Notes.² The maximum amount of Convertible Notes for which you may subscribe is calculated as follows:

_____ (Insert Principal Amount from Item 1 above)	X	[]	_____ (Maximum Amount of Convertible Notes) Round down to Nearest Whole Number
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2b. Exercise Amount. By filling in the following blanks, you are indicating that you are interested in purchasing the amount of Convertible Notes specified below (specify an amount of Convertible Notes not greater than the maximum amount of Convertible Notes figure in Item 2a), on the terms of and subject to the conditions set forth in the Rights Offering Procedures.

² To be completed as of the Record Date.

_____ (Indicate maximum amount of Convertible Notes you elect to purchase)	X	\$[_____]	\$_____
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Payment in full for the Convertible Notes you have elected to purchase through the exercise of the Subscription Rights must be delivered to the Subscription Agent so that it is received by the Subscription Agent on or before the Expiration Date. Any failure to timely pay for the exercise of Subscription Rights will result in a revocation and relinquishment of such Subscription Rights.

Item 3. Certification. I certify that I am the holder, or the authorized signatory of the holder, of the amount of First Lien Term Loan Claims or Second Lien Term Loan Claims listed under Item 1 above.

Date: _____, 2008

Name of Holder: _____
 (Print or Type)

Social Security or Federal Tax I.D. No.: _____
 (Optional)

Signature: _____

Name of Person Signing: _____
 (If other than holder)

Title (if corporation, partnership or LLC): _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Fax: _____

E-Mail: _____

THIS FORM SHOULD BE RETURNED ONLY TO YOUR NOMINEE.

DO NOT RETURN TO THE SUBSCRIPTION AGENT.

Eligible Holder Rights Exercise Form (Pre-Validated)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	)	Chapter 11
)	
WELLMAN, INC., <i>et al.</i> , ¹	)	Case No. 08-10595 (SMB)
	)	Jointly Administered
Debtors.)	
)	

**INSTRUCTIONS TO ELIGIBLE HOLDER RIGHTS EXERCISE FORM
IN CONNECTION WITH DEBTORS' THIRD AMENDED JOINT PLAN
OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**Class 2: Wellman, Inc., \$185 Million First Lien Term Loan Claims due February 10, 2009
Class 3: Wellman, Inc., \$265 Million Second Lien Term Loan Claims due February 10, 2010**

Offer Available to Holders as of [____], 2008 (the "Record Date")

All Eligible Holder Rights Exercise Forms must be received by the Subscription Agent no later than 5:00 p.m. (Prevailing Eastern Time) on [____], 2008 (the "Expiration Date").

To Holders of Second Lien Term Loan Claims:

On November [__], 2008, Wellman, Inc., together with its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), filed Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (the "Plan") and the accompanying Debtors' Third Amended Disclosure Statement Pursuant to Chapter 11 of the Bankruptcy Code (the "Disclosure Statement"). Pursuant to the Plan, each holder of a First Lien Term Loan Claim or Second Lien Term Loan Claim has the right to subscribe for Convertible Notes based on such holder's Rights Participation Claim Amount (as described in Item 2 of the Eligible Holder Rights Exercise Form). For a complete description of the Rights Offering see the accompanying Rights Offering Procedures (the "Rights Offering Procedures"). Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Rights Offering Procedures.

You have received the attached Eligible Holder Rights Exercise Form because you are a holder of a First Lien Term Loan Claim or Second Lien Term Loan Claim held for your account. Please utilize the attached Eligible Holder Rights Exercise Form to execute your election. To elect to participate in the Rights Offering, you must complete and return the attached Eligible Holder Rights Exercise Form, together with your full payment for the exercise of such Subscription Rights, to the Subscription Agent on or before the Expiration Date set forth above.

Questions. If you have any questions about this Eligible Holder Rights Exercise Form or the exercise procedures described herein, please contact the Subscription Agent - Kurtzman Carson Consultants LLC at 888-647-1738.

¹ The Debtors in these cases include: Wellman, Inc; Wellman Fibres Ltd.; MRF, Inc.; Prince, Inc.; Warehouse Associates Inc.; Carpet Recycling of Georgia Inc.; Wellman of Mississippi, Inc.; Fiber Industries, Inc.; ALG, Inc.; Jostav, Inc.; PTA Resources LLC; and MED Resins, Inc.

If your Eligible Holder Rights Exercise Form and payment for the Subscription Rights exercised are not received by the Subscription Agent by the Expiration Date, your Rights will terminate and be cancelled.

The payments made in accordance with the Rights Offering will be deposited and held by the Subscription Agent in a rights offering account. The account will be maintained by the Subscription Agent for the purpose of holding the money for the administration of the Rights Offering until the Effective Date or such other later date, at the option of the Debtors. The Subscription Agent will not use such funds for any other purpose prior to such date and shall not encumber or permit such funds to be encumbered with any lien or similar encumbrance.

No interest will be paid to any holder exercising Rights on account of amounts paid in connection with such exercise.

The Debtors will use commercially reasonable efforts to give notice to any holder of Rights regarding any defect or irregularity in connection with any purported exercise of Rights by such holder and may permit such defect or irregularity to be cured within such time as they may determine in good faith to be appropriate; provided, however, that neither the Debtors nor the Subscription Agent will incur any liability for failure to give such notification.

Questions. If you have any questions about this Rights Exercise Form or the exercise procedures described herein, please contact the Subscription Agent at 888-647-1738.

To purchase Convertible Notes pursuant to the Rights Offering:

1. **Insert** the principal amount of First Lien Term Loan Claims or Second Lien Term Loan Claims you hold in Item 1. If you have any questions about the amount of Second Lien Term Loan Claims held by you, please contact your Nominee.
2. **Complete** the calculation in Item 2a.
3. **Complete** Item 2b, indicating the amount of the Convertible Notes that you wish to exercise.
5. **Read and Complete** the certification in Item 3.
6. **Return the Rights Exercise Form** in the pre-addressed envelope so that it is received by the Subscription Agent, (**Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, CA 90245**) together with full payment for the Subscription Rights exercised, on or before the Expiration Date. Do not fax Eligible Holder Rights Exercise Forms. Call the Subscription Agent, Kurtzman Carson Consultants LLC at 888-647-1738, to confirm receipt of payment.
7. **Payment in Full** for the amount equal to the Subscription Rights exercised must be made by wire transfer or cashier's check and remitted by [____], 2008. Checks may be made payable to "Wellman, Inc." or to the "Estate of Wellman, Inc.," c/o Kurtzman Carson Consultants LLC at 2335 Alaska Avenue, El Segundo, CA 90245.

Wire Delivery Instructions:

JPMorgan Chase Bank, N.A.
4 NY Plaza, 13th Floor
New York, NY 10004

Routing Number: 021000021
Account Number: 312-1928291-65
Swift Code: CHASUD33

Special Instructions: Please note that payment is for the benefit of: Wellman, Inc. Case Number 08-10595 and also include your name and contact information

Before exercising any Rights you should read the Disclosure Statement, including the section entitled “Risks Factors” and the valuation of the Reorganized Debtors contained therein.

**ELIGIBLE HOLDER RIGHTS EXERCISE FORM FOR
RIGHTS OFFERING IN CONNECTION WITH DEBTORS' THIRD AMENDED JOINT PLAN
OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**Class 2: Wellman, Inc., \$185 Million First Lien Term Loan Claims due February 10, 2009
Class 3: Wellman, Inc., \$265 Million Second Lien Term Loan Claims due February 10, 2010**

EXPIRATION DATE

The Expiration Date for Exercise of Rights is 5:00 p.m. Eastern Time
on [____], 2008.
Please leave sufficient time for your Eligible Holder Rights Exercise Form
to reach your Nominee and be processed.

Please consult the Rights Offering Procedures for additional
information with respect to this Eligible Holder Rights Subscription Exercise Form.

Item 1. Amount of First Lien Term Loan Claims or Second Lien Term Loan Claims. I certify that, as of the Record Date of [____], 2008, I held First Lien Term Loan Claims or Second Lien Term Loan Claims in the following principal amount (insert amount in box below) or that I am the authorized signatory of that beneficial owner. (If a Nominee holds your Second Lien Term Loan Claims on your behalf and you do not know the principal amount, please contact your Nominee immediately). For purposes of this Eligible Holder Rights Exercise Form, do not adjust the principal amount for any accrued or unmatured interest or any accretion factor, as it has been taken into consideration in the calculation in item 2a below:

\$ _____

Item 2. Rights. Pursuant to the Plan and the accompanying Rights Offering Procedures, each Eligible Holder is entitled to participate in the Rights Offering based upon its "Rights Participation Claim Amount." To subscribe, fill out Items 2a, 2b, and 2c below and read and complete Item 3 below.

2a. Calculation of Maximum Amount Convertible Notes.² The maximum amount of Convertible Notes for which you may subscribe is calculated as follows:

_____ (Insert Principal Amount from Item 1 above)	X	[]	_____ (Maximum Amount of Convertible Notes) Round down to Nearest Whole Number
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² To be completed as of the Record Date.

2b. Exercise Amount. By filling in the following blanks, you are indicating that you are interested in purchasing the amount of Convertible Notes specified below (specify a amount of Convertible Notes not greater than the figure in Item 2a), on the terms of and subject to the conditions set forth in the Rights Offering Procedures.

_____ (Indicate maximum amount of Convertible Notes you elect to purchase)	X	\$[_____]	\$_____
---	---	-----------	---------

Payment in full for the underlying Convertible Notes that you've subscribed for must be enclosed with this Rights Exercise Form. Any failure to timely pay for the exercise of Subscription Rights will result in a revocation and relinquishment of such Rights.

Item 3. Certification. I certify that I am the holder, or the authorized signatory of the holder, of the amount of Second Lien Term Loan Claims listed under Item 1 above.

Date: _____, 2008

Name of Holder: _____
 (Print or Type)

Social Security or Federal Tax I.D. No.: _____
 (Optional)

Signature: _____

Name of Person Signing: _____
 (If other than holder)

Title (if corporation, partnership or LLC): _____

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Fax: _____

E-Mail: _____

PLEASE NOTE: NO EXERCISE OF RIGHTS WILL BE VALID UNLESS A PROPERLY COMPLETED AND SIGNED ELIGIBLE HOLDER RIGHTS EXERCISE FORM TOGETHER WITH PAYMENT IN FULL FOR THE RIGHTS EXERCISED IS RECEIVED BY THE SUBSCRIPTION AGENT ON OR BEFORE 5:00 P.M. EASTERN TIME ON [_____], 2008.