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April 30, 2014

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of April 30, 2014. The primary document to which this is connected is recorded under Recordation Number 31130. We request that this document be recorded under Recordation No. 31130-C.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
11333 McCormick Road
Hunt Valley II
M/C MD5-032-07-05
Hunt Valley, MD 21031

Lessee:

Eastman Chemical Company
100 North Eastman Road
Kingsport, TN 37660-5075

A description of the equipment covered by the Memorandum of Lease Agreement consists of 13 tank cars numbered ETCX 423532, 423535, and 423537-423547, inclusive.

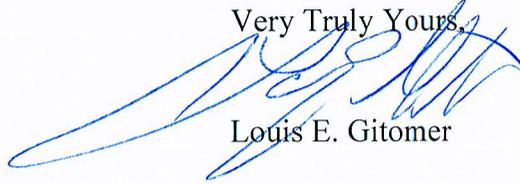
Ms. Cynthia T. Brown
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A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 11333 McCormick Road, Hunt Valley II, M/C MD5-032-07-05, Hunt Valley, MD 21031, and Eastman Chemical Company, 100 North Eastman Road, Kingsport, TN 37660-5075, covering 13 tank cars numbered ETCX 423532, 423535, and 423537-423547, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of April 30, 2014

between

EASTMAN CHEMICAL COMPANY,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2014 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 20, 2014, by and between EASTMAN CHEMICAL COMPANY ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such Railcars are more fully described in that certain Rail Equipment Net Leasing Agreement Number 26781-90000 dated as of February 5, 2014, and Schedule No. 004 Series A thereto and incorporating the terms thereof, dated as of April 22, 2014 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Erin M. Parks
Name:
Title: **Erin M. Parks**
Assistant Vice President

EASTMAN CHEMICAL COMPANY

By: Michael Watts
Name: Michael Watts
Title: Assistant Treasurer

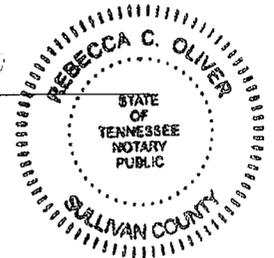
STATE OF Tennessee)
) ss.
COUNTY OF Sullivan)

I HEREBY CERTIFY, that on this 28 day of April, 2014, before me, the undersigned, a Notary Public of the State of Tennessee, personally appeared Michael Watts, who acknowledged himself to be the Assistant Treasurer of EASTMAN CHEMICAL COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Assistant Treasurer of said company by signing the name of the company by himself as the Assistant Treasurer

AS WITNESS my hand and notarial seal.

Rebecca C. Oliver

Notary Public



My commission expires: 10/31/17.

Notary Public

My commission expires: _____.

STATE OF MARYLAND)
COUNTY OF Baltimore) ss.

I HEREBY CERTIFY, that on this 30th day of April, 2014, before me, the undersigned, a Notary Public of the State of Maryland personally appeared Erin M. Parks, who acknowledged himself to be the assistant vice president of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized assistant vice president of said company by signing the name of the company by himself as the assistant vice president.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 8/1/16.

8/1/16

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT
DESCRIPTION OF RAILCARS

Thirteen (13) Trinity tank cars –T12126A 23589WG, 110-1/4 ID, C&I, DOT 111A100W1 Railroad Tankcars

Reporting Car Marks

ETCX	423532
ETCX	423535
ETCX	423537
ETCX	423538
ETCX	423539
ETCX	423540
ETCX	423541
ETCX	423542
ETCX	423543
ETCX	423544
ETCX	423545
ETCX	423546
ETCX	423547