

RECORDATION NO. 24611-A FILED

OCT 31 '03 12-01 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 31, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(b), are two (2) copies of a Memorandum of Master Railcar Lease, dated as of October 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Railcar Lease previously filed with the Board under Recordation Numbers 24611.

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

Lessor: SunTrust Leasing Corporation
303 Peachtree Street
24th Floor, MC 3951
Atlanta, GA 30308

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

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

9 tank cars within the series ETCX 430000 through 430047 and 17 tank cars ETCX 423900- ETCX 423916.

Mr. Vernon A. Williams
October 31, 2003
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A short summary of the document to appear in the index follows:

Memorandum of Master Railcar Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MASTER RAILCAR LEASE

This Memorandum of Master Railcar Lease is intended to evidence the Master Railcar Lease, dated as of February 27, 2003, and the Lease Supplement No. 2, dated as of October 30, 2003 (together, the "Lease") between SUNTRUST BANKS, INC., a Georgia corporation, having its principal office at 303 Peachtree, 24th Floor, Mail Code: 3951, Atlanta, Georgia 30308 ("Lessor") and EASTMAN CHEMICAL COMPANY, a Delaware corporation, having its principal office at 100 North Eastman Road, Kingsport, Tennessee 37660-5075 ("Lessee") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 11301 of Title 49 of the United States Code. Lessor is the owner of an interest in the railcars more fully described in Schedule 1 attached hereto (the "Equipment"). Lessee has leased from Lessor the Equipment at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee each pursuant to due authority, have executed this Memorandum of Lease as of October 30, 2003.

SUNTRUST BANKS, INC., as Lessor

By:



Name: R. TODD CHUTLEY
Title: VICE PRESIDENT
 SUNTRUST BANKS, INC.

EASTMAN CHEMICAL COMPANY, as Lessee

By: 
Name: Mary D. Hall
Title: Treasurer

STATE OF Tennessee)
) ss:
COUNTY OF Sullivan)

On this 28th day of October, 2003, before me personally appeared Mary D. Hall to me personally known as the Treasurer of Eastman Chemical Company, that such instrument was signed on behalf of such corporation by due authority, and he or she acknowledges that the execution of the foregoing instrument was the free act and deed of such corporation.

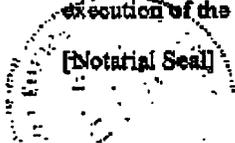
[Notarial Seal]


Notary Public

My commission expires: 3/17/07

STATE OF Georgia }
COUNTY OF Fulton } ss.:

On this 24th day of ~~September~~ October, 2003, before me personally appeared R. Todd Shuttley to me personally known as the Vice President of SunTrust Banks, Inc., that such instrument was signed on behalf of such corporation by due authority, and he or she acknowledges that the execution of the foregoing instrument was the free act and deed of such corporation.



[Notarial Seal]

Andrew Olden
Notary Public

Notary Public, Fulton County, Georgia
My commission expires: My Commission Expires June 29, 2004

SCHEDULE 1

Equipment Description

Nine 30,145 gallon tank cars (Model 10-301-5) built by Trinity Tank Car, Inc. with car numbers ETCX 430000, ETCX 430016-430017, ETCX 430024, ETCX 430027-430029, ETCX 430045, ETCX 430047.

Seventeen 23,589 gallon tank cars (Model 30-236-5) built by Trinity Tank Car, Inc. with car numbers ETCX 423900-ETCX 423916.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

10/31/03



Robert W. Alvord