

RECORDATION NO. 24611-C FILED

JUN 23 '05

11-37 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 22, 2005

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release and Termination of Master Railcar Lease, dated as of June 10, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Master Railcar Lease previously filed with the Board under Recordation Number 24611-A.

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

Lessor:	Sun Trust Banks, Inc. 303 Peachtree Street, 24th Floor Atlanta, Georgia 30308
Lessee:	Eastman Chemical Company 100 North Eastman Road Kingsport, Tennessee 37662-5075

Mr. Vernon A. Williams
June 22, 2005
Page 2

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

17 tank cars: ETCX 423900 - ETCX 423916, and 9 tank cars within the series ETCX 430000 - ETCX 430047 as more particularly described in the attachment to the document.

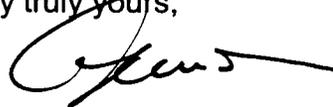
A short summary of the document to appear in the index is:

Release and Termination of Master Railcar Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

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

Robert W. Alvord

RWA/anm
Enclosures

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RELEASE AND TERMINATION OF MASTER RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

This Release and Termination of Master Railcar Lease relates to the Memorandum of Master Railcar Lease, dated as of September 26, 2003 (the "Memorandum"), between SunTrust Banks, Inc., a Georgia corporation ("Lessor"), and Eastman Chemical Company, a Delaware corporation ("Lessee"), which Memorandum was recorded with the Surface Transportation Board on October 31, 2003 as Recordation No. 24611-A. The Memorandum evidenced the lease of the railcars more fully described in Schedule I attached hereto (the "Equipment") by Lessor to Lessee. Lessee and Lessor have terminated the lease of the Equipment effective as of the date hereof and this Release and Termination of Master Railcar Lease is intended to evidence such termination, and the termination and release of Lessor's interest in the Equipment.

IN WITNESS WHEREOF, Lessor and Lessee each pursuant to due authority,
have executed this Release and Termination of Memorandum of Lease as of June 10, 2005.

SUNTRUST BANKS, INC., as Lessor

By: RTA

Name: R. Todd Shutley

Title: Vice President

EASTMAN CHEMICAL COMPANY, as Lessee

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

STATE OF Tennessee)
) ss.:
COUNTY OF Sullivan)

On this 10th day of June, 2005, before me personally appeared
Michael Watts to me personally known as the
Assistant 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]

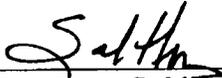
Rebecca C. Potts
Notary Public

My commission expires: 6/12/05

STATE OF GEORGIA)
) ss.:
COUNTY OF FULTON)

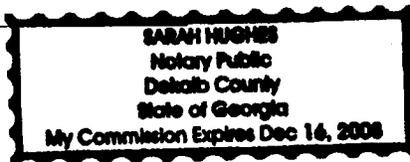
On this 16th day of June, 2005, before me personally appeared R. Todd Shutley to me personally known as the Vice President of SunTrust Banks, Inc., that such instrument was signed on behalf of such corporation by due authority, and he acknowledges that the execution of the foregoing instrument was the free act and deed of such corporation.

[Notarial Seal]



Notary Public

My commission expires:



SCHEDULE I

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: 6/22/05



Robert W. Alvord