

RECORDATION NO. 25523-P FILED

JAN 09 '08 -12 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 9, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Quitclaim Bill of Sale, dated as of December 27, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25523.

The name and address of the party to the enclosed document are:

Lessor: ABN AMRO BANK N.V.  
540 W. Madison, Suite 2131  
Chicago, Illinois 60661

[Lessee: Eastman Chemical Company  
100 North Eastman Road  
Kingsport, Tennessee 37662]

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

1 tank car: ETCX 230514.

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

Quitclaim Bill of Sale.

Also enclosed is a check in the amount of \$35.00 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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

FILING AND RECORDING REQUESTED BY,  
AND WHEN FILED AND RECORDED RETURN TO:

JAN 09 '08 -12 00 PM

Alvord & Alvord  
1050 17<sup>th</sup> Street, N.W., Suite 301  
Washington, DC 20006-5556  
Attention: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD

-----SPACE ABOVE THIS LINE FOR RECORDER'S USE-----

QUITCLAIM BILL OF SALE

ABN AMRO BANK N.V., a bank organized under the laws of the Netherlands, as lessor (the "Lessor") under the Lease dated as of March 30, 2005 (the "Lease"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has irrevocably granted, bargained, sold, transferred, conveyed, delivered and assigned and does hereby QUITCLAIM and CONVEY WITHOUT RECOURSE OR WARRANTY OR REPRESENTATION OF ANY AND EVERY KIND, except as specifically set forth below, unto EASTMAN CHEMICAL COMPANY, as lessee (the "Lessee") under the Lease, all right, title and interest of the Lessor in that certain item of equipment consisting of a rail car described on Schedule 1 hereto (the "Equipment").

The Equipment sold and transferred by this Quitclaim Bill of Sale is sold and transferred, subject to the rights of any insurer insuring the Equipment, in its "AS IS, WHERE IS, WITH ALL FAULTS" condition. SELLER HEREBY EXPRESSLY DISCLAIMS AND NEGATES ANY IMPLIED OR EXPRESSED REPRESENTATION OR WARRANTY OF ANY AND EVERY KIND, INCLUDING ANY AS TO THE CONDITION, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE, except that there are no Lessor Liens (as such term is defined in Appendix 1 to the Participation Agreement dated as of March 30, 2005 among the Lessee, the Lessor, ABN AMRO Bank N.V., as administrative agent, ABN AMRO Advisory, Inc., as collateral agent, and the participants from time to time party thereto).

THIS BILL OF SALE SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES TO THE EXTENT PERMITTED BY APPLICABLE LAW (EXCEPT SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

December 27, 2007

ABN AMRO BANK N.V., as Lessor

By: Allen R. Boyles  
Name: Allen R. Boyles  
Title: Director

By: Maria Janderwarren  
Name: MARIA JANDERWARREN  
Title: ASSISTANT VICE PRESIDENT

**ACKNOWLEDGMENT-LESSOR**

STATE OF Illinois )  
COUNTY OF Cook )

On December 27, 2007, before me, YVETTE STYLES, a Notary Public in and for said State, personally appeared ALLEN R. BRAYLES, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Yvette Styles (Seal)



STATE OF Illinois )  
COUNTY OF Cook )

On December 27, 2007, before me, YVETTE STYLES, a Notary Public in and for said State, personally appeared MARIA VANDERWARREN, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Yvette Styles (Seal)



**Schedule 1  
to Quitclaim Bill of Sale**

**Equipment**

<b>Type</b>	<b>Year Built</b>	<b>Car Number</b>
Tank Car	2000	ETCX 230514