

CARTER LEDYARD & MILBURN LLP

Counselors at Law

Justine M. Clark
Partner

Direct Dial: 212-238-8644
E-mail: jclark@clm.com

2 Wall Street
New York, NY 10005-2072

Tel (212) 732-3200
Fax (212) 732-3232

701 8th Street, N.W., Suite 410
Washington, DC 20001-3893
(202) 898-1515

570 Lexington Avenue
New York, NY 10022-6856
(212) 371-2720

FILED 29913

September 29, 2011

OCT 03 '11 -3 04 PM

BY FEDEX

Chief
Section of Administration,
Office of Proceedings,
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

CONTROL TRANSPORTATION BOARD

Dear Sir:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease dated as of September 29, 2011. The name and address of the parties to the enclosed document are:

Lessor:

JPMORGAN CHASE BANK, N.A.
1111 Polaris Parkway, Suite A3 (OH1-1085),
Columbus, Ohio 43240

Lessee:

Eastman Chemical Company
200 South Wilcox Drive
Kingsport, TN 37662

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

- 60 stainless steel tank railcars [ETCX 623800-623859]
- 32 stainless steel tank railcars [ETCX 821025-821056]

A short summary of the document to appear in the index is: NOTICE OF LEASE AND SECURITY INTEREST.

Enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Please return stamped copies of the enclosed documents to the undersigned at your earliest convenience. If you have any questions with respect to the attached invoice, please feel free to contact me.

Very truly yours,


Justine M. Clark

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SUNFALL TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of September 29, 2011

between

JPMORGAN CHASE BANK, N.A.,
as Lessor,

and

EASTMAN CHEMICAL COMPANY,
as Lessee,

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 29, 2011, by and between JPMORGAN CHASE BANK, N.A. ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and EASTMAN CHEMICAL COMPANY ("Lessee"), 100 N. Eastman Road, Kingsport, TN 37660-5075, 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 A attached hereto (collectively, the "Railroad Equipment").
2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. 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.

JPMORGAN CHASE BANK, N.A.

By: Cherie L. Oliveto
Name: Cherie L. Oliveto
Title: Authorized Officer

STATE OF OHIO)
) ss.
COUNTY OF DELAWARE)

On this 27 day of September 2011, before me, Tami Weikel the undersigned Notary Public, personally appeared CHINE OLIVETO personally known to me to be the person who executed the within instrument as AUTHORITY OFFICER on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



TAMI WEIKEL
Notary Public, State of Ohio
Commission Expires Oct. 26, 2013

Tami Weikel
Notary Public

My commission expires:

Oct 26, 2013

EASTMAN CHEMICAL COMPANY

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

STATE OF Tennessee)
 Kingsport) ss.
CITY OF Sullivan County)

On this 27th day of September 2011, before me, Debra Dinsmore the undersigned Notary Public, personally appeared Michael Watts personally known to me to be the person who executed the within instrument as Assistant Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Debra Dinsmore
Notary Public

My commission expires:



Manufacturer	Car Type	Year Built	Car Number
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821044
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821045
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821046
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821047
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821048
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821049
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821050
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821051
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821052
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821053
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821054
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821055
Texana Tank Car & Mfg Ltd	21,000 C/I Stainless Steel Tank with carbon steel jacket	2007	ETCX 821056