

RECORDATION NO 27949-GG FILED
December 19, 2013 09:50 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 19, 2013

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Recordable Release, dated December 19, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 27949.

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

Agent: Credit Suisse, New York Branch
Eleven Madison Avenue
New York, New York 10010

Collateral Agent: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Chief of the Section of Administration
December 19, 2013
Page 2

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

187 railcars RELEASED: DSIX 3000 – DSIX 3059, TILX 401645 - TILX 401655 and within the series TILX 421536 - TILX 421661 as set forth in the attachment to the document.

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

Recordable Release.

Also enclosed is a check in the amount of \$44.00 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,



Edward M. Luria

EML/sem
Enclosures

Recordable Release

December 19, 2013

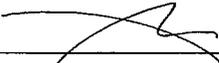
This instrument (this "Release") is being entered into and delivered in connection with (i) Third Amended and Restated Warehouse Loan Agreement dated as of June 17, 2013, among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Warehouse Trust ("TRLWT"), as borrower, Credit Suisse, New York Branch ("CSNYB"), as agent, (CSNYB in such capacity, the "Agent"), Wilmington Trust Company ("WTC"), as Collateral Agent (WTC in such capacity, the "Collateral Agent") and as Depository, and the Lenders party thereto from time to time (the "Warehouse Loan Agreement"); and (ii) the Second Amended and Restated Security Agreement dated as of May 29, 2009, among TRLWT, the Agent and the Collateral Agent (as amended, supplemented and modified from time to time, the "Warehouse Security Agreement").

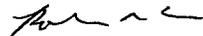
WTC as Collateral Agent currently holds, pursuant to the Warehouse Security Agreement, a security interest granted by TRLWT in the railcars described on the supplements to the Warehouse Security Agreement (such railcars, together with TRLWT's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, and all manufacturer's warranties outstanding in connection therewith, being the "Railcars") and the related leases thereof described on the supplements to the Warehouse Security Agreement (the "Leases") (the Railcars and Leases being the "Assets"), to secure TRLWT's obligations under the Warehouse Loan Agreement. CSNYB as Agent consents to TRLWT's disposition of the Assets by sale on or about the date hereof to Element Rail LLC ("Element Rail"). WTC as Collateral Agent and CSNYB as Agent, by their respective signatures on this Release, hereby confirm and agree, without recourse to or warranty by the Collateral Agent, the Agent or the Protected Parties (within the meaning of the Warehouse Security Agreement), for the benefit of TRLWT and Element Rail (and its successor and assigns), that all of the Collateral Agent's or Agent's right, title and interest in and to the Assets identified on Schedules 1 and 2 hereto, whether held pursuant to the Warehouse Security Agreement or otherwise, is released and of no further effect.

[signatures follow]

The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH,
as Agent

By: 
Name: _____
Title: **Jason Muncy**
Vice President

By: 
Name: _____
Title: **Robbin W. Conner**
Director

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: _____
Name: _____
Title: _____

The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH,
as Agent

By: _____
Name:
Title:

By: _____
Name:
Title:

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: _____
Name: Jose L. Paredes
Title: Assistant Vice President

ACKNOWLEDGMENT

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jason Muncy, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 16th day of December, 2013.

Notary Public


ARTHUR A. LOSKOVE
Notary Public, State of New York
No. 02L06177589
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 13, 2015

MY COMMISSION EXPIRES:

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Robbin Conner, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 16th day of December, 2013.

Notary Public


ARTHUR A. LOSKOVE
Notary Public, State of New York
No. 02L06177589
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 13, 2015

MY COMMISSION EXPIRES:

ACKNOWLEDGMENT

STATE OF Delaware)
)
COUNTY OF New Castle)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jose L. Paredes, who upon oath, acknowledged himself to be a Assistant Vice President of WILMINGTON TRUST COMPANY, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of WILMINGTON TRUST COMPANY.

WITNESS my hand and official seal this 16 day of December, 2013.

Notary Public

Jacqueline Solone

MY COMMISSION EXPIRES:

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires March 9, 2015



Schedule 1

Railcars

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>	<u>Owner</u>
1	DSIX003000	22772	8/30/2010	Freight	TRL2
2	DSIX003001	22772	8/30/2010	Freight	TRL2
3	DSIX003002	22772	8/30/2010	Freight	TRL2
4	DSIX003003	22772	8/30/2010	Freight	TRL2
5	DSIX003004	22772	8/30/2010	Freight	TRL2
6	DSIX003005	22772	8/30/2010	Freight	TRL2
7	DSIX003006	22772	8/30/2010	Freight	TRL2
8	DSIX003007	22772	8/30/2010	Freight	TRL2
9	DSIX003008	22772	8/30/2010	Freight	TRL2
10	DSIX003009	22772	9/22/2010	Freight	TRL2
11	DSIX003010	22772	9/22/2010	Freight	TRL2
12	DSIX003011	22772	8/30/2010	Freight	TRL2
13	DSIX003012	22772	9/22/2010	Freight	TRL2
14	DSIX003013	22772	9/24/2010	Freight	TRL2
15	DSIX003014	22772	8/30/2010	Freight	TRL2
16	DSIX003015	22772	8/30/2010	Freight	TRL2
17	DSIX003016	22772	9/22/2010	Freight	TRL2
18	DSIX003017	22772	8/30/2010	Freight	TRL2
19	DSIX003018	22772	9/22/2010	Freight	TRL2
20	DSIX003019	22772	9/24/2010	Freight	TRL2
21	DSIX003020	22772	9/24/2010	Freight	TRL2
22	DSIX003021	22772	8/30/2010	Freight	TRL2
23	DSIX003022	22772	9/24/2010	Freight	TRL2
24	DSIX003023	22772	8/30/2010	Freight	TRL2
25	DSIX003024	22772	9/24/2010	Freight	TRL2
26	DSIX003025	22772	8/30/2010	Freight	TRL2
27	DSIX003026	22772	8/30/2010	Freight	TRL2
28	DSIX003027	22772	8/30/2010	Freight	TRL2
29	DSIX003028	22772	8/30/2010	Freight	TRL2
30	DSIX003029	22772	8/30/2010	Freight	TRL2
31	DSIX003030	22772	9/24/2010	Freight	TRL2
32	DSIX003031	22772	9/24/2010	Freight	TRL2
33	DSIX003032	22772	9/24/2010	Freight	TRL2
34	DSIX003033	22772	9/24/2010	Freight	TRL2
35	DSIX003034	22772	9/24/2010	Freight	TRL2
36	DSIX003035	22772	9/24/2010	Freight	TRL2
37	DSIX003036	22772	9/24/2010	Freight	TRL2
38	DSIX003037	22772	9/24/2010	Freight	TRL2
39	DSIX003038	22772	9/24/2010	Freight	TRL2
40	DSIX003039	22772	9/22/2010	Freight	TRL2
41	DSIX003040	22772	9/22/2010	Freight	TRL2
42	DSIX003041	22772	9/24/2010	Freight	TRL2
43	DSIX003042	22772	9/24/2010	Freight	TRL2
44	DSIX003043	22772	9/22/2010	Freight	TRL2

45	DSIX003044	22772	9/22/2010	Freight	TRL2
46	DSIX003045	22772	9/22/2010	Freight	TRL2
47	DSIX003046	22772	9/22/2010	Freight	TRL2
48	DSIX003047	22772	9/24/2010	Freight	TRL2
49	DSIX003048	22772	9/24/2010	Freight	TRL2
50	DSIX003049	22772	9/24/2010	Freight	TRL2
51	DSIX003050	22772	9/24/2010	Freight	TRL2
52	DSIX003051	22772	9/24/2010	Freight	TRL2
53	DSIX003052	22772	9/24/2010	Freight	TRL2
54	DSIX003053	22772	9/24/2010	Freight	TRL2
55	DSIX003054	22772	9/24/2010	Freight	TRL2
56	DSIX003055	22772	9/24/2010	Freight	TRL2
57	DSIX003056	22772	9/24/2010	Freight	TRL2
58	DSIX003057	22772	9/24/2010	Freight	TRL2
59	DSIX003058	22772	9/24/2010	Freight	TRL2
60	DSIX003059	22772	9/24/2010	Freight	TRL2
61	TILX401645	32464	5/31/2012	Tank	TRL2
62	TILX401646	32464	5/31/2012	Tank	TRL2
63	TILX401647	32464	5/31/2012	Tank	TRL2
64	TILX401648	32464	5/31/2012	Tank	TRL2
65	TILX401649	32464	6/11/2012	Tank	TRL2
66	TILX401650	32464	5/31/2012	Tank	TRL2
67	TILX401651	32464	6/11/2012	Tank	TRL2
68	TILX401652	32464	6/11/2012	Tank	TRL2
69	TILX401653	32464	5/31/2012	Tank	TRL2
70	TILX401654	32464	5/31/2012	Tank	TRL2
71	TILX401655	32464	5/31/2012	Tank	TRL2
72	TILX421536	63352	10/11/2010	Freight	TRL2
73	TILX421545	63352	10/29/2010	Freight	TRL2
74	TILX421546	63352	10/11/2010	Freight	TRL2
75	TILX421548	63352	10/29/2010	Freight	TRL2
76	TILX421549	63352	10/29/2010	Freight	TRL2
77	TILX421550	63352	10/29/2010	Freight	TRL2
78	TILX421551	63352	10/29/2010	Freight	TRL2
79	TILX421552	63352	10/29/2010	Freight	TRL2
80	TILX421553	63352	10/29/2010	Freight	TRL2
81	TILX421554	63352	10/29/2010	Freight	TRL2
82	TILX421555	63352	10/29/2010	Freight	TRL2
83	TILX421556	63352	10/29/2010	Freight	TRL2
84	TILX421557	63352	10/29/2010	Freight	TRL2
85	TILX421558	63352	10/29/2010	Freight	TRL2
86	TILX421559	63352	10/29/2010	Freight	TRL2
87	TILX421560	63352	10/29/2010	Freight	TRL2
88	TILX421561	63352	10/29/2010	Freight	TRL2
89	TILX421562	63352	10/29/2010	Freight	TRL2
90	TILX421563	63352	10/29/2010	Freight	TRL2
91	TILX421564	63352	10/29/2010	Freight	TRL2
92	TILX421565	63352	10/29/2010	Freight	TRL2
93	TILX421566	63352	10/29/2010	Freight	TRL2
94	TILX421567	63352	10/29/2010	Freight	TRL2

95	TILX421568	63352	10/29/2010	Freight	TRL2
96	TILX421569	63352	10/29/2010	Freight	TRL2
97	TILX421570	63352	10/29/2010	Freight	TRL2
98	TILX421571	63352	10/29/2010	Freight	TRL2
99	TILX421572	63352	10/29/2010	Freight	TRL2
100	TILX421573	63352	10/29/2010	Freight	TRL2
101	TILX421574	63352	10/29/2010	Freight	TRL2
102	TILX421575	63352	10/29/2010	Freight	TRL2
103	TILX421576	63352	10/29/2010	Freight	TRL2
104	TILX421577	63352	10/29/2010	Freight	TRL2
105	TILX421578	63352	10/29/2010	Freight	TRL2
106	TILX421579	63352	10/29/2010	Freight	TRL2
107	TILX421580	63352	10/29/2010	Freight	TRL2
108	TILX421581	63352	10/29/2010	Freight	TRL2
109	TILX421582	63352	10/29/2010	Freight	TRL2
110	TILX421583	63352	10/29/2010	Freight	TRL2
111	TILX421584	63352	10/29/2010	Freight	TRL2
112	TILX421585	63352	10/29/2010	Freight	TRL2
113	TILX421586	63352	10/29/2010	Freight	TRL2
114	TILX421587	63352	10/29/2010	Freight	TRL2
115	TILX421588	63352	10/29/2010	Freight	TRL2
116	TILX421589	63352	10/29/2010	Freight	TRL2
117	TILX421590	63352	10/29/2010	Freight	TRL2
118	TILX421591	63352	10/29/2010	Freight	TRL2
119	TILX421592	63352	10/29/2010	Freight	TRL2
120	TILX421593	63352	10/29/2010	Freight	TRL2
121	TILX421594	63352	10/29/2010	Freight	TRL2
122	TILX421595	63352	10/29/2010	Freight	TRL2
123	TILX421596	63352	10/29/2010	Freight	TRL2
124	TILX421597	63352	10/29/2010	Freight	TRL2
125	TILX421598	63352	10/29/2010	Freight	TRL2
126	TILX421599	63352	10/29/2010	Freight	TRL2
127	TILX421600	63352	10/29/2010	Freight	TRL2
128	TILX421601	63352	10/29/2010	Freight	TRL2
129	TILX421602	63352	10/29/2010	Freight	TRL2
130	TILX421603	63352	10/29/2010	Freight	TRL2
131	TILX421604	63352	10/29/2010	Freight	TRL2
132	TILX421605	63352	10/29/2010	Freight	TRL2
133	TILX421606	63352	10/29/2010	Freight	TRL2
134	TILX421607	63352	10/29/2010	Freight	TRL2
135	TILX421608	63352	10/29/2010	Freight	TRL2
136	TILX421609	63352	10/29/2010	Freight	TRL2
137	TILX421610	63352	10/29/2010	Freight	TRL2
138	TILX421611	63352	10/29/2010	Freight	TRL2
139	TILX421612	63352	10/29/2010	Freight	TRL2
140	TILX421613	63352	10/29/2010	Freight	TRL2
141	TILX421614	63352	10/29/2010	Freight	TRL2
142	TILX421615	63352	10/29/2010	Freight	TRL2
143	TILX421616	63352	10/29/2010	Freight	TRL2
144	TILX421617	63352	10/29/2010	Freight	TRL2

145	TILX421618	63352	10/29/2010	Freight	TRL2
146	TILX421619	63352	10/29/2010	Freight	TRL2
147	TILX421620	63352	10/29/2010	Freight	TRL2
148	TILX421621	63352	10/29/2010	Freight	TRL2
149	TILX421622	63352	10/29/2010	Freight	TRL2
150	TILX421623	63352	10/29/2010	Freight	TRL2
151	TILX421624	63352	10/29/2010	Freight	TRL2
152	TILX421625	63352	10/29/2010	Freight	TRL2
153	TILX421626	63352	10/29/2010	Freight	TRL2
154	TILX421627	63352	10/29/2010	Freight	TRL2
155	TILX421628	63352	10/29/2010	Freight	TRL2
156	TILX421629	63352	10/29/2010	Freight	TRL2
157	TILX421630	63352	10/29/2010	Freight	TRL2
158	TILX421631	63352	10/29/2010	Freight	TRL2
159	TILX421632	63352	10/29/2010	Freight	TRL2
160	TILX421633	63352	10/29/2010	Freight	TRL2
161	TILX421634	63352	10/29/2010	Freight	TRL2
162	TILX421635	63352	10/29/2010	Freight	TRL2
163	TILX421636	63352	10/29/2010	Freight	TRL2
164	TILX421638	63352	10/29/2010	Freight	TRL2
165	TILX421639	63352	10/29/2010	Freight	TRL2
166	TILX421640	63352	10/29/2010	Freight	TRL2
167	TILX421641	63352	10/29/2010	Freight	TRL2
168	TILX421642	63352	10/29/2010	Freight	TRL2
169	TILX421643	63352	10/29/2010	Freight	TRL2
170	TILX421644	63352	10/29/2010	Freight	TRL2
171	TILX421645	63352	10/29/2010	Freight	TRL2
172	TILX421646	63352	10/29/2010	Freight	TRL2
173	TILX421647	63352	10/29/2010	Freight	TRL2
174	TILX421648	63352	10/29/2010	Freight	TRL2
175	TILX421649	63352	10/29/2010	Freight	TRL2
176	TILX421650	63352	10/29/2010	Freight	TRL2
177	TILX421651	63352	10/29/2010	Freight	TRL2
178	TILX421652	63352	10/29/2010	Freight	TRL2
179	TILX421653	63352	10/29/2010	Freight	TRL2
180	TILX421654	63352	10/29/2010	Freight	TRL2
181	TILX421655	63352	10/29/2010	Freight	TRL2
182	TILX421656	63352	10/29/2010	Freight	TRL2
183	TILX421657	63352	10/29/2010	Freight	TRL2
184	TILX421658	63352	10/29/2010	Freight	TRL2
185	TILX421659	63352	10/29/2010	Freight	TRL2
186	TILX421660	63352	10/29/2010	Freight	TRL2
187	TILX421661	63352	10/29/2010	Freight	TRL2

Schedule 2

Leases

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
32464	ARKEMA INC	11.0
63352	CEDAR BAY GENERATING COMPANY, LIMITED	02.0
22772	PARTNERSHIP	01.0
	SCHLUMBERGER TECHNOLOGY CORP	

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/19/13

Edward M Luria
Edward M. Luria