

RECORDATION NO. 24742-B FILED

JUN 24 '04 12:21 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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

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

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

June 24, 2004

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, dated June 23 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the Memorandum of Security Agreement filed with the Board under Recordation Number 24742.

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

[Borrower:	Trinity Industries Leasing Trust II 2525 Stemmons Freeway Dallas, Texas 75207]
Secured Party:	Credit Suisse First Boston, New York Branch Eleven Madison Avenue New York, NY 10010

Mr. Vernon A. Williams  
June 24, 2004  
Page Two

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

3 railcars CNA 405595 - CNA 405597

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

Release

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/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Trust II sale of Railcars and related Leases  
to Illinois Central Railroad Company**

June 23, 2004

The undersigned, Credit Suisse First Boston, New York Branch, is executing this instrument in its capacity as Agent (in such capacity, the "Agent") under the Warehouse Loan Agreement, dated as of June 27, 2002 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Warehouse Loan Agreement"), among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Trust II ("TRLT-II"), the Lenders party thereto from time to time, and the Agent, as well as the related Security Agreement, dated as of June 27, 2002 (as amended from time to time, the "Security Agreement"), between TRLTII and the Agent.

The Agent currently holds a security interest granted by TRLT-II in the railcars with the recording marks and road numbers CNA 405595, CNA 405596 and CNA 405597 (such railcars, together with TRLT-II's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, being the "Railcars") and the related lease thereof described on Schedule 1 hereto (the "Lease") (the Railcars and Lease being the "Assets"), which TRLT-II has granted to the Agent under the Security Agreement to secure obligations under the Warehouse Loan Agreement. The Agent hereby confirms and agrees, without recourse to or warranty by the Agent or the Secured Parties (as defined in the Security Agreement), for the benefit of TRLT-II and Illinois Central Railroad Company, that all of the Agent's right, title and interest in and to the Assets, whether held pursuant to the Security Agreement or otherwise, is released and of no further effect.

[signatures follow]

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Schedule 1

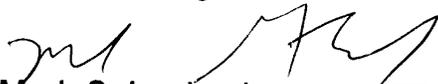
The Lease

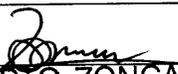
Lease of three (3) CNA marked railcars (described below) under lease agreement between Trinity Rail Leasing Trust II (as assignee of Trinity Industries Leasing Company) and Illinois Central Railroad Company. The recording marks and road numbers of the 3 leased railcars are CNA 405595, CNA 405596 and CNA 405597.

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The undersigned has executed and delivered this Payoff Instruction and Release as of the date first written above.

CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH, as Agent

By:   
Its: Mark Golombeck  
Director

By:   
Its: ALBERTO ZONCA  
VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF New York )  
COUNTY OF Kings )

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

WITNESS my hand and official seal this 23<sup>rd</sup> day of June, 2004.

*Vivienne L. Bent*  
Notary Public

Vivienne L. Bent  
Notary Public, State of New York  
No. 01BE6050122  
Qualified in Kings County  
Commission Expires October 30, 2006

MY COMMISSION EXPIRES: 10/30/06

STATE OF New York )  
COUNTY OF Kings )

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

WITNESS my hand and official seal this 23<sup>rd</sup> day of June, 2004.

*Vivienne L. Bent*  
Notary Public

Vivienne L. Bent  
Notary Public, State of New York  
No. 01BE6050122  
Qualified in Kings County  
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