

RECORDATION NO. 27076-B FILED

AUG 03 '07 -4 45 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

August 3, 2007

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

Re: TRIP 2nd Funding

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 as of August 3, 2007, 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 and associated documents which were previously filed with the Board under Recordation Number 27076.

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

Secured Party: Credit Suisse, New York Branch
Eleven Madison Avenue
New York, New York 10010

[Borrower: Trinity Rail Leasing Trust II
2525 Stemmons Freeway
Dallas, Texas 75207]

Mr. Vernon A. Williams
August 3, 2007
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A description of the railroad equipment covered by the enclosed document is:

21 railcars: TILX 251639 - TILX 251659

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

Bill of Sale and Assignment and Assumption Agreement.

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,



Robert W. Alvord

RWA/anm
Enclosures

AUG 03 '07

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SURFACE TRANSPORTATION BOARD

**Release Re: Trinity Rail Leasing Trust II sale of Railcars and related Leases
to TRIP Rail Leasing LLC**

August 3, 2007

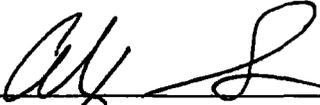
The undersigned, Credit Suisse, New York Branch (f.k.a. Credit Suisse First Boston, New York Branch), is executing this instrument in its capacity as Agent (in such capacity, the "Agent") under the (i) Warehouse Loan Agreement, dated as of June 27, 2002 (as amended from time to time, the "Warehouse Loan 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, and (ii) Security Agreement, dated as of June 27, 2002 (as amended from time to time, the "Security Agreement"), between TRLT-II and the Agent.

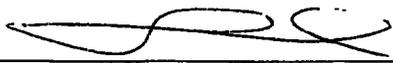
The Agent currently holds a security interest granted by TRLT-II in the railcars described on Schedule 1 hereto (such railcars, together with TRLT-II's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, being the "Railcars") and the related leases thereof described on Schedule 2 hereto (the "Leases") (the Railcars and Leases 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 consents to TRLT-II's disposition of the Assets (or disposition of the Railcars and concurrent termination of the Leases) by sale on the date hereof to TRIP Rail Leasing LLC (together with its successors and assigns, if any, "TRIP Leasing") pursuant to a Purchase and Sale Agreement, dated June 28, 2007, among TRLT-II as seller, TRIP Leasing as buyer, and TILC. 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 TRIP Leasing, 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]

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

CREDIT SUISSE, NEW YORK BRANCH, as
Agent

By: 
Name: ALEX SMITH
Title: VICE PRESIDENT

By: 
Name: MARK LENGEL
Title: DIRECTOR

ACKNOWLEDGMENT

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Alex Smith, 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 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, NEW YORK BRANCH.

WITNESS my hand and official seal this 2nd day of August, 2007.

Notary Public

MY COMMISSION EXPIRES: 6/11/2011

Cheryl D. Fondacaro

CHERYL D FONDACARO
Notary Public, State of New York
No. 01FO6168479
Qualified in New York County
Term Expires June 11, 2011

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Yvonne Kengel, 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 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, NEW YORK BRANCH.

WITNESS my hand and official seal this 2nd day of August, 2007.

Notary Public

MY COMMISSION EXPIRES: 6/11/2011

Cheryl D. Fondacaro

CHERYL D FONDACARO
Notary Public, State of New York
No. 01FO6168479
Qualified in New York County
Term Expires June 11, 2011

SCHEDULE 1

[see attached]

TRIP RAIL LEASING LLC

Close 2

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	BSPX001751	36312	5/31/2006	Freight
2	BSPX001752	36312	5/31/2006	Freight
3	BSPX001753	36312	5/31/2006	Freight
4	BSPX001754	36312	5/31/2006	Freight
5	BSPX001755	36312	5/31/2006	Freight
6	BSPX001756	36312	5/31/2006	Freight
7	BSPX001757	36312	6/29/2006	Freight
8	BSPX001758	36312	6/29/2006	Freight
9	BSPX001759	36312	5/31/2006	Freight
10	BSPX001760	36312	5/31/2006	Freight
11	BSPX001761	36312	6/29/2006	Freight
12	BSPX001762	36312	6/29/2006	Freight
13	BSPX001763	36312	5/31/2006	Freight
14	BSPX001764	36312	5/31/2006	Freight
15	BSPX001765	36312	6/29/2006	Freight
16	BSPX001766	36312	6/29/2006	Freight
17	BSPX001767	36312	6/29/2006	Freight
18	BSPX001768	36312	7/14/2006	Freight
19	BSPX001769	36312	6/29/2006	Freight
20	BSPX001770	36312	5/31/2006	Freight
21	BSPX001771	36312	5/31/2006	Freight
22	BSPX001772	36312	6/29/2006	Freight
23	BSPX001773	36312	5/31/2006	Freight
24	BSPX001774	36312	6/29/2006	Freight
25	BSPX001775	36312	7/14/2006	Freight
26	BSPX001776	36312	6/30/2006	Freight
27	BSPX001777	36312	6/29/2006	Freight
28	BSPX001778	36312	6/29/2006	Freight
29	BSPX001779	36312	6/29/2006	Freight
30	BSPX001780	36312	6/29/2006	Freight
31	BSPX001781	36312	6/29/2006	Freight
32	BSPX001782	36312	6/29/2006	Freight
33	BSPX001783	36312	6/29/2006	Freight
34	BSPX001784	36312	6/29/2006	Freight
35	BSPX001785	36312	5/31/2006	Freight
36	BSPX001786	36312	6/29/2006	Freight
37	BSPX001787	36312	6/29/2006	Freight
38	BSPX001788	36312	6/29/2006	Freight
39	BSPX001789	36312	6/29/2006	Freight
40	BSPX001790	36312	6/29/2006	Freight
41	BSPX001791	36312	6/29/2006	Freight
42	BSPX001792	36312	7/11/2006	Freight
43	BSPX001793	36312	6/29/2006	Freight
44	BSPX001794	36312	6/29/2006	Freight
45	BSPX001795	36312	6/29/2006	Freight
46	BSPX001796	36312	6/29/2006	Freight

TRIP RAIL LEASING LLC
Close 2

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
47	BSPX001797	36312	7/11/2006	Freight
48	BSPX001798	36312	6/30/2006	Freight
49	BSPX001799	36312	7/11/2006	Freight
50	BSPX001800	36312	7/11/2006	Freight
51	BSPX001801	36312	6/29/2006	Freight
52	BSPX001802	36312	6/29/2006	Freight
53	BSPX001803	36312	6/29/2006	Freight
54	BSPX001804	36312	6/30/2006	Freight
55	BSPX001805	36312	7/11/2006	Freight
56	BSPX001806	36312	6/29/2006	Freight
57	BSPX001807	36312	6/29/2006	Freight
58	BSPX001808	36312	6/29/2006	Freight
59	BSPX001809	36312	6/29/2006	Freight
60	BSPX001810	36312	7/14/2006	Freight
61	BSPX001811	36312	6/29/2006	Freight
62	BSPX001812	36312	6/29/2006	Freight
63	BSPX001813	36312	7/25/2006	Freight
64	BSPX001814	36312	6/29/2006	Freight
65	BSPX001815	36312	6/30/2006	Freight
66	BSPX001816	36312	6/29/2006	Freight
67	BSPX001817	36312	7/14/2006	Freight
68	BSPX001818	36312	6/29/2006	Freight
69	BSPX001819	36312	7/14/2006	Freight
70	BSPX001820	36312	6/29/2006	Freight
71	BSPX001821	36312	6/29/2006	Freight
72	BSPX001822	36312	6/29/2006	Freight
73	BSPX001823	36312	6/29/2006	Freight
74	BSPX001824	36312	6/29/2006	Freight
75	BSPX001825	36312	6/30/2006	Freight
76	BSPX001826	36312	6/29/2006	Freight
77	BSPX001827	36312	6/29/2006	Freight
78	BSPX001828	36312	6/29/2006	Freight
79	BSPX001829	36312	6/29/2006	Freight
80	BSPX001830	36312	6/29/2006	Freight
81	BSPX001831	36312	6/29/2006	Freight
82	BSPX001832	36312	6/29/2006	Freight
83	BSPX001833	36312	6/29/2006	Freight
84	BSPX001834	36312	6/29/2006	Freight
85	BSPX001835	36312	7/14/2006	Freight
86	BSPX001836	36312	6/29/2006	Freight
87	BSPX001837	36312	6/29/2006	Freight
88	BSPX001838	36312	6/29/2006	Freight
89	BSPX001839	36312	6/29/2006	Freight
90	BSPX001840	36312	6/29/2006	Freight
91	BSPX001841	36312	6/29/2006	Freight
92	BSPX001842	36312	6/29/2006	Freight

TRIP RAIL LEASING LLC
Close 2

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
93	BSPX001843	36312	6/29/2006	Freight
94	BSPX001844	36312	6/29/2006	Freight
95	BSPX001845	36312	6/30/2006	Freight
96	BSPX001846	36312	6/29/2006	Freight
97	BSPX001847	36312	6/30/2006	Freight
98	BSPX001848	36312	6/29/2006	Freight
99	BSPX001849	36312	6/30/2006	Freight
100	BSPX001850	36312	6/29/2006	Freight
101	BSPX001851	36312	6/30/2006	Freight
102	BSPX001852	36312	6/29/2006	Freight
103	BSPX001853	36312	7/11/2006	Freight
104	BSPX001854	36312	6/29/2006	Freight
105	BSPX001855	36312	7/11/2006	Freight
106	BSPX001856	36312	6/29/2006	Freight
107	BSPX001857	36312	6/30/2006	Freight
108	BSPX001858	36312	7/25/2006	Freight
109	BSPX001859	36312	6/30/2006	Freight
110	BSPX001860	36312	6/29/2006	Freight
111	BSPX001861	36312	7/11/2006	Freight
112	BSPX001862	36312	7/11/2006	Freight
113	BSPX001863	36312	7/14/2006	Freight
114	BSPX001864	36312	7/11/2006	Freight
115	BSPX001865	36312	7/11/2006	Freight
116	BSPX001866	36312	6/29/2006	Freight
117	BSPX001867	36312	7/11/2006	Freight
118	BSPX001868	36312	7/14/2006	Freight
119	BSPX001869	36312	6/30/2006	Freight
120	BSPX001870	36312	6/30/2006	Freight
121	BSPX001871	36312	9/15/2006	Freight
122	BSPX001872	36312	9/15/2006	Freight
123	BSPX001873	36312	9/15/2006	Freight
124	BSPX001874	36312	9/15/2006	Freight
125	BSPX001875	36312	9/15/2006	Freight
126	BSPX001876	36312	9/15/2006	Freight
127	BSPX001877	36312	9/15/2006	Freight
128	BSPX001878	36312	9/15/2006	Freight
129	BSPX001879	36312	9/15/2006	Freight
130	BSPX001880	36312	9/15/2006	Freight
131	TILX251639	4408	3/20/2007	Freight
132	TILX251640	4408	3/13/2007	Freight
133	TILX251641	4408	3/13/2007	Freight
134	TILX251642	4408	3/13/2007	Freight
135	TILX251643	4408	8/14/2006	Tank
136	TILX251644	4408	8/14/2006	Tank
137	TILX251645	4408	8/8/2006	Tank
138	TILX251646	4408	8/8/2006	Tank

TRIP RAIL LEASING LLC
Close 2

Schedule I

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
139	TILX251647	4408	8/8/2006	Tank
140	TILX251648	4408	5/31/2007	Tank
141	TILX251649	4408	5/31/2007	Tank
142	TILX251650	4408	6/1/2007	Tank
143	TILX251651	4408	5/31/2007	Tank
144	TILX251652	4408	5/31/2007	Tank
145	TILX251653	4408	5/31/2007	Tank
146	TILX251654	4408	5/31/2007	Tank
147	TILX251655	4408	6/1/2007	Tank
148	TILX251656	4408	6/1/2007	Tank
149	TILX251657	4408	5/31/2007	Tank
150	TILX251658	4408	5/31/2007	Tank
151	TILX251659	4408	6/1/2007	Tank

SCHEDULE 2

[see attached]

TRIP RAIL LEASING LLC
Close 2

Schedule II

Lessee Number

4408
36312

Lessee

EXXONMOBIL CORPORATION
OTTER TAIL POWER COMPANY

Rider Number

4
1

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: 8/3/07



Robert W. Alvord