

RECORDATION NO. 26991-D FILED

OCT 01 '07 -10 30 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)

OF COUNSEL  
URBAN A. LESTER

October 1, 2007

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 as of September 28, 2007, 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 26991.

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

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

Collateral Agent: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

Mr. Vernon A. Williams  
October 1, 2007  
Page 2

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

50 railcars: TILX 251835 – TILX 251884.

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

Release.

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/sem  
Enclosures

RECORDATION NO.

26991-15  
FILED

OCT 01 '07 -10 30 AM

SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Trust II sale of Railcars and related Leases to TLP Rail Trust I**

September 28, 2007

This instrument (this "Release") is being entered into and delivered in connection with (i) the Amended and Restated Warehouse Loan Agreement dated as of August 7, 2007, among Trinity Rail Leasing Trust II ("TRLT-II"), Trinity Industries Leasing Company ("TILC"), Credit Suisse, New York Branch ("CSNYB") as agent thereunder (in such capacity, the "Warehouse Agent"), Wilmington Trust Company ("WTC") as Collateral Agent thereunder (WTC in such capacity, the "Collateral Agent") and the Lenders party thereto from time to time (the "Restated Warehouse Loan Agreement"), amending and restating the Warehouse Loan Agreement dated as of June 27, 2002, as amended (the "Original Warehouse Loan Agreement"), among TRLT-II, TILC, the Lenders party thereto from time to time, and CSNYB (formerly Credit Suisse First Boston, New York Branch), as agent thereunder (in such capacity, the "Original Warehouse Agent"); and (ii) the Amended and Restated Security Agreement dated as of August 7, 2007, among TRLT-II, the Warehouse Agent and the Collateral Agent (the "Restated Warehouse Security Agreement"), amending and restating the Security Agreement dated as of June 27, 2002, as amended (the "Original Warehouse Security Agreement") between TRLT-II and the Original Warehouse Agent.

WTC as Collateral Agent currently holds, pursuant to the Restated Warehouse Security Agreement, and CSNYB as Original Warehouse Agent formerly held, pursuant to the Original Warehouse Security Agreement, 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, and all manufacturer's warranties outstanding in connection therewith, being the "Railcars") and the related leases thereof described on Schedule 2 hereto (the "Leases") (the Railcars and Leases being the "Assets"), to secure TRLT-II's obligations under the Restated Warehouse Loan Agreement or Original Warehouse Loan Agreement, as applicable. CSNYB as Warehouse Agent consents to TRLT-II's disposition of the Assets by sale on or about the date hereof to TLP Rail Trust I ("TLP I"). WTC as Collateral Agent and CSNYB as Warehouse Agent and Original Warehouse Agent, by their respective signatures on this Release, hereby confirm and agree, without recourse to or warranty by the Collateral Agent, the Warehouse Agent, the Original Warehouse Agent, the Secured Parties (within the meaning of the Original Warehouse Security Agreement) or the Protected Parties (within the meaning of the Restated Warehouse Security Agreement), for the benefit of TRLT-II and TLP I (and its successor and assigns), that all of the Collateral Agent's, Warehouse Agent's or Original Warehouse Agent's right, title and interest in and to the Assets, whether held pursuant to the Restated Warehouse Security Agreement, the Original 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  
Warehouse Agent and Original Warehouse  
Agent

By:   
Its: \_\_\_\_\_  
ALEX SMITH  
VICE PRESIDENT

By:   
Its: \_\_\_\_\_  
ANTHONY GIORDANO  
Director  
WILMINGTON TRUST COMPANY, as  
Collateral Agent

By: \_\_\_\_\_  
Its: \_\_\_\_\_

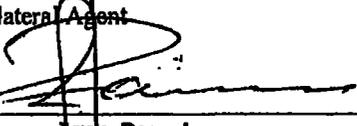
The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH, as  
Warehouse Agent and Original Warehouse  
Agent

By: \_\_\_\_\_  
Its: \_\_\_\_\_

By: \_\_\_\_\_  
Its: \_\_\_\_\_

WILMINGTON TRUST COMPANY, as  
Collateral Agent

By:   
Its: **Jose Paredes**  
**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 Alex Smith, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that s/hc 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 27<sup>th</sup> day of September, 2007.

Notary Public

MY COMMISSION EXPIRES: June 11, 2011

*Cheryl D. Fondacaro*

CHERYL D FONDACARO  
Notary Public, State of New York  
No. 01FC08168479  
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 Anthony Gorbano, 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 27<sup>th</sup> day of September, 2007.

Notary Public

MY COMMISSION EXPIRES: June 11, 2011

*Cheryl D. Fondacaro*

CHERYL D FONDACARO  
Notary Public, State of New York  
No. 01FC08168479  
Qualified in New York County  
Term Expires June 11, 2011



Trinity Rail Leasing Trust II  
Schedule 1

	<u>Car Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX251835	31189	11/6/2006	Tank
2	TILX251836	31189	11/6/2006	Tank
3	TILX251837	31189	11/6/2006	Tank
4	TILX251838	31189	11/6/2006	Tank
5	TILX251839	31189	11/9/2006	Tank
6	TILX251840	31189	11/14/2006	Tank
7	TILX251841	31189	11/9/2006	Tank
8	TILX251842	31189	11/9/2006	Tank
9	TILX251843	31189	11/9/2006	Tank
10	TILX251844	31189	11/6/2006	Tank
11	TILX251845	31189	11/10/2006	Tank
12	TILX251846	31189	11/9/2006	Tank
13	TILX251847	31189	11/9/2006	Tank
14	TILX251848	31189	11/17/2006	Tank
15	TILX251849	31189	11/9/2006	Tank
16	TILX251850	31189	11/14/2006	Tank
17	TILX251851	31189	11/9/2006	Tank
18	TILX251852	31189	11/10/2006	Tank
19	TILX251853	31189	11/28/2006	Tank
20	TILX251854	31189	11/9/2006	Tank
21	TILX251855	31189	11/10/2006	Tank
22	TILX251856	31189	11/10/2006	Tank
23	TILX251857	31189	11/28/2006	Tank
24	TILX251858	31189	11/15/2006	Tank
25	TILX251859	31189	11/17/2006	Tank
26	TILX251860	31189	1/26/2007	Tank
27	TILX251861	31189	1/22/2007	Tank
28	TILX251862	31189	1/26/2007	Tank
29	TILX251863	31189	1/26/2007	Tank
30	TILX251864	31189	1/26/2007	Tank
31	TILX251865	31189	1/24/2007	Tank
32	TILX251866	31189	2/6/2007	Tank
33	TILX251867	31189	2/5/2007	Tank
34	TILX251868	31189	1/31/2007	Tank
35	TILX251869	31189	1/31/2007	Tank
36	TILX251870	31189	1/26/2007	Tank
37	TILX251871	31189	1/31/2007	Tank
38	TILX251872	31189	1/31/2007	Tank
39	TILX251873	31189	1/31/2007	Tank
40	TILX251874	31189	1/31/2007	Tank
41	TILX251875	31189	2/7/2007	Tank
42	TILX251876	31189	1/31/2007	Tank
43	TILX251877	31189	1/31/2007	Tank
44	TILX251878	31189	1/31/2007	Tank
45	TILX251879	31189	2/5/2007	Tank
46	TILX251880	31189	1/31/2007	Tank
47	TILX251881	31189	2/6/2007	Tank
48	TILX251882	31189	1/31/2007	Tank
49	TILX251883	31189	2/5/2007	Tank
50	TILX251884	31189	2/7/2007	Tank

**Schedule 2**

**Lease**

Fifty (50) units identified with marks TILX 251835-251884 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated January 25, 2006 between Trinity Industries Leasing Company and World Energy Alternatives, LLC.

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: 10/1/07



\_\_\_\_\_  
Robert W. Alvord