

RECORDATION NO. 27426-C FILED

FEB 17 '09 -9 00 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

February 16, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated January 23, 2009, 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 Amended and Restated Security Agreement and associated documents previously filed with the Board under Recordation Number 27426.

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

Anne K. Quinlan, Esquire
February 16, 2009
Page 2

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

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

16 railcars: TILX 421047 - TILX 421062

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

Release.

Also enclosed is a check in the amount of \$41.00 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,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, cursive flourish.

Robert W. Alvord

RWA/sem
Enclosures

FEB 17 '09

-9 00 AM

SURFACE TRANSPORTATION BOARD

Release Re: Trinity Rail Leasing Trust II sale of Railcars to Intermountain Power Agency, a political subdivision of the State of Utah

January 23, 2009

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.

The 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 "Lease") (the Railcars and Lease 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 (or disposition of the Railcars and concurrent termination of the Lease) by sale on or about the date hereof to Intermountain Power Agency, a political subdivision of the State of Utah ("Buyer"). 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 (as defined in the Original Warehouse Security Agreement) or the Protected Parties (as defined in the Restated Warehouse Security Agreement), for the benefit of TRLT-II and Buyer (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: _____
Name:
Title:

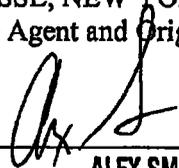
By: _____
Name:
Title:

WILMINGTON TRUST COMPANY, as
Collateral Agent

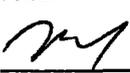
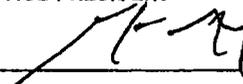
By: 
Name: Jose L. Paredes
Title: Assistant Vice President

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: 

Name: ALEX SMITH
Title: VICE PRESIDENT

By:  

Name:
Title:

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: _____

Name:
Title:

ACKNOWLEDGMENT

STATE OF _____)

COUNTY OF _____)

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 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 13 day of February, 2009.

Notary Public

[Handwritten Signature]
TANYA GARRETT
NOTARY PUBLIC, State of New York
No. 01GAS17711
Qualified in New York County
Term Expires November 19, 2011

MY COMMISSION EXPIRES:

STATE OF _____)

COUNTY OF _____)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Golombek, 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 13 day of February, 2009.

Notary Public

[Handwritten Signature]
TANYA GARRETT
NOTARY PUBLIC, State of New York
No. 01GAS17711
Qualified in New York County
Term Expires November 19, 2011

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 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 22 day of February, 2009.

Notary Public

MY COMMISSION EXPIRES:



PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 1, 2010

TILC
Rail Car Sale

Schedule 1

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	TILX 421047	1	05/01/07	Freight
2	TILX 421048	1	05/01/07	Freight
3	TILX 421049	1	05/01/07	Freight
4	TILX 421050	1	05/01/07	Freight
5	TILX 421051	1	05/01/07	Freight
6	TILX 421052	1	05/01/07	Freight
7	TILX 421053	1	05/01/07	Freight
8	TILX 421054	1	05/01/07	Freight
9	TILX 421055	1	05/01/07	Freight
10	TILX 421056	1	05/01/07	Freight
11	TILX 421057	1	05/01/07	Freight
12	TILX 421058	1	05/01/07	Freight
13	TILX 421059	1	05/01/07	Freight
14	TILX 421060	1	05/01/07	Freight
15	TILX 421061	1	05/01/07	Freight
16	TILX 421062	1	05/01/07	Freight

**TILC
Rail Car Sale**

Schedule 2

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
1	TUCO INC	9

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:

2/16/09



Robert W. Alvord