

RECORDATION NO. 27664-E FILED

JUN 11 '09 -3 45 PM

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

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1842)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

June 11, 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 June 11, 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 Security Agreement and associated documents (37th Funding) which were previously filed with the Board under Recordation Number 27664.

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

Warehouse 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

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

Anne K. Quinlan, Esquire
June 11, 2009
Page 2

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

129 railcars:

TILX 054376 – TILX 054504

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,



Robert W. Alvord

RWA/anm
Enclosures

JUN 11 '09 -3 45 PM

SURFACE TRANSPORTATION BOARD

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

June 11, 2009

This instrument (this "Release") is being entered into and delivered in connection with (i) the Second Amendment and Restatement dated as of May 29, 2009 of Warehouse Loan Agreement dated as of June 27, 2002, among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Warehouse Trust (formerly known as Trinity Rail Leasing Trust II) ("TRLW"), 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 as Depositary, 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 TRLW, 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 Second Amendment and Restatement dated as of May 29, 2009 of Security Agreement dated as of June 27, 2002, among TRLW, 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 TRLW 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 TRLW in the railcars described on Schedule 1 hereto (such railcars, together with TRLW'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 TRLW's obligations under the Restated Warehouse Loan Agreement or Original Warehouse Loan Agreement, as applicable. CSNYB as Warehouse Agent consents to TRLW's disposition of the Assets by sale on or about the date hereof to TRIP Rail Leasing LLC ("TRIP"). 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 TRLW and TRIP (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]

Release by TRLW

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: _____

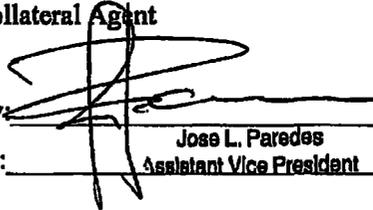
By: _____

Its: _____

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: _____

Its: _____



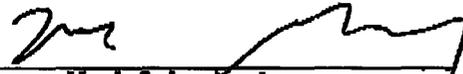
Jose L. Paredes
Assistant Vice President

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: 

Its: ALEX SMITH
VICE PRESIDENT

By: 

Its: Mark Golombeck
Director

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: _____

Its: _____

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 [9th] day of [June], 2009.

Notary Public

Dianne M. Bruton

MY COMMISSION EXPIRES:

DIANNE M. BRUTON
Notary Public - State of Delaware
My Comm. Expires Nov. 27, 2011



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 [11] day of [June], 2009.

Notary Public

Tanya Garrett

TANYA GARRETT
NOTARY PUBLIC, State of New York
No. 01GA017721
Qualified in New York County
Term Expires November 18, 2011

MY COMMISSION EXPIRES:

STATE OF _____)
COUNTY OF _____)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Goloback, 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 [11] day of [June], 2009.

Notary Public

Tanya Garrett

TANYA GARRETT
NOTARY PUBLIC, State of New York
No. 01GA017772
Qualified in New York County
Term Expires November 18, 2011

MY COMMISSION EXPIRES:

TRIP RAIL LEASING LLC

Close 21

Schedule 1

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	TILX054376	1240	March-08	Freight
2	TILX054377	1240	March-08	Freight
3	TILX054378	1240	March-08	Freight
4	TILX054379	1240	March-08	Freight
5	TILX054380	1240	March-08	Freight
6	TILX054381	1240	March-08	Freight
7	TILX054382	1240	March-08	Freight
8	TILX054383	1240	March-08	Freight
9	TILX054384	1240	March-08	Freight
10	TILX054385	1240	March-08	Freight
11	TILX054386	1240	March-08	Freight
12	TILX054387	1240	March-08	Freight
13	TILX054388	1240	March-08	Freight
14	TILX054389	1240	March-08	Freight
15	TILX054390	1240	March-08	Freight
16	TILX054391	1240	March-08	Freight
17	TILX054392	1240	March-08	Freight
18	TILX054393	1240	March-08	Freight
19	TILX054394	1240	March-08	Freight
20	TILX054395	1240	March-08	Freight
21	TILX054396	1240	March-08	Freight
22	TILX054397	1240	March-08	Freight
23	TILX054398	1240	March-08	Freight
24	TILX054399	1240	March-08	Freight
25	TILX054400	1240	March-08	Freight
26	TILX054401	1240	March-08	Freight
27	TILX054402	1240	March-08	Freight
28	TILX054403	1240	March-08	Freight
29	TILX054404	1240	March-08	Freight
30	TILX054405	1240	March-08	Freight
31	TILX054406	1240	March-08	Freight
32	TILX054407	1240	March-08	Freight
33	TILX054408	1240	March-08	Freight
34	TILX054409	1240	March-08	Freight
35	TILX054410	1240	March-08	Freight
36	TILX054411	1240	March-08	Freight
37	TILX054412	1240	March-08	Freight
38	TILX054413	1240	March-08	Freight
39	TILX054414	1240	March-08	Freight
40	TILX054415	1240	March-08	Freight
41	TILX054416	1240	March-08	Freight
42	TILX054417	1240	March-08	Freight
43	TILX054418	1240	March-08	Freight
44	TILX054419	1240	March-08	Freight
45	TILX054420	1240	March-08	Freight
46	TILX054421	1240	March-08	Freight

TRIP RAIL LEASING LLC
Close 21

Schedule 1

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	TILX054422	1240	March-08	Freight
48	TILX054423	1240	March-08	Freight
49	TILX054424	1240	March-08	Freight
50	TILX054425	1240	March-08	Freight
51	TILX054426	1240	March-08	Freight
52	TILX054427	1240	March-08	Freight
53	TILX054428	1240	March-08	Freight
54	TILX054429	1240	March-08	Freight
55	TILX054430	1240	March-08	Freight
56	TILX054431	1240	March-08	Freight
57	TILX054432	1240	April-08	Freight
58	TILX054433	1240	March-08	Freight
59	TILX054434	1240	March-08	Freight
60	TILX054435	1240	March-08	Freight
61	TILX054436	1240	March-08	Freight
62	TILX054437	1240	March-08	Freight
63	TILX054438	1240	March-08	Freight
64	TILX054439	1240	March-08	Freight
65	TILX054440	1240	March-08	Freight
66	TILX054441	1240	March-08	Freight
67	TILX054442	1240	March-08	Freight
68	TILX054443	1240	March-08	Freight
69	TILX054444	1240	March-08	Freight
70	TILX054445	1240	March-08	Freight
71	TILX054446	1240	March-08	Freight
72	TILX054447	1240	March-08	Freight
73	TILX054448	1240	April-08	Freight
74	TILX054449	1240	April-08	Freight
75	TILX054450	1240	March-08	Freight
76	TILX054451	1240	March-08	Freight
77	TILX054452	1240	March-08	Freight
78	TILX054453	1240	March-08	Freight
79	TILX054454	1240	April-08	Freight
80	TILX054455	1240	March-08	Freight
81	TILX054456	1240	March-08	Freight
82	TILX054457	1240	March-08	Freight
83	TILX054458	1240	March-08	Freight
84	TILX054459	1240	March-08	Freight
85	TILX054460	1240	March-08	Freight
86	TILX054461	1240	March-08	Freight
87	TILX054462	1240	March-08	Freight
88	TILX054463	1240	March-08	Freight
89	TILX054464	1240	March-08	Freight
90	TILX054465	1240	March-08	Freight
91	TILX054466	1240	March-08	Freight
92	TILX054467	1240	March-08	Freight

TRIP RAIL LEASING LLC
Close 21

Schedule 1

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
93	TILX054468	1240	March-08	Freight
94	TILX054469	1240	March-08	Freight
95	TILX054470	1240	March-08	Freight
96	TILX054471	1240	March-08	Freight
97	TILX054472	1240	March-08	Freight
98	TILX054473	1240	March-08	Freight
99	TILX054474	1240	March-08	Freight
100	TILX054475	1240	March-08	Freight
101	TILX054476	1240	March-08	Freight
102	TILX054477	1240	March-08	Freight
103	TILX054478	1240	March-08	Freight
104	TILX054479	1240	March-08	Freight
105	TILX054480	1240	March-08	Freight
106	TILX054481	1240	March-08	Freight
107	TILX054482	1240	March-08	Freight
108	TILX054483	1240	March-08	Freight
109	TILX054484	1240	March-08	Freight
110	TILX054485	1240	March-08	Freight
111	TILX054486	1240	March-08	Freight
112	TILX054487	1240	March-08	Freight
113	TILX054488	1240	March-08	Freight
114	TILX054489	1240	March-08	Freight
115	TILX054490	1240	March-08	Freight
116	TILX054491	1240	March-08	Freight
117	TILX054492	1240	March-08	Freight
118	TILX054493	1240	April-08	Freight
119	TILX054494	1240	April-08	Freight
120	TILX054495	1240	April-08	Freight
121	TILX054496	1240	April-08	Freight
122	TILX054497	1240	April-08	Freight
123	TILX054498	1240	April-08	Freight
124	TILX054499	1240	April-08	Freight
125	TILX054500	1240	April-08	Freight
126	TILX054501	1240	April-08	Freight
127	TILX054502	1240	April-08	Freight
128	TILX054503	1240	April-08	Freight
129	TILX054504	1240	April-08	Freight

TRIP RAIL LEASING LLC
Close 21

Schedule 2

Lessee Number

1240

Lessee

AG PROCESSING INC

Rider Number

14

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: 6/11/09



Robert W. Alvord