

RECORDATION NO. 27949 <sup>B</sup> FILED

OCT 01 '09 -2 55 PM

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

**SURFACE TRANSPORTATION BOARD**

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

OF COUNSEL  
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October 1, 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 September 30, 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 (41<sup>st</sup> Funding) which were previously filed with the Board under Recordation Number 27949

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 Warehouse Trust  
2525 Stemmons Freeway  
Dallas, Texas 75207]

Anne K. Quinlan, Esquire  
October 1, 2009  
Page 2

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

60 railcars.

TILX 161041 – TILX 161100

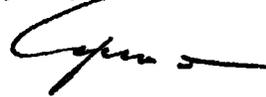
A short summary of the document to appear in the index is:

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

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SURFACE TRANSPORTATION BOARD

**Release Re: Trinity Rail Leasing Warehouse Trust sale of Railcars  
and related Leases to Trinity Industries Leasing Company**

September 30, 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.

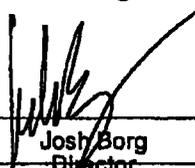
WTC as Collateral Agent currently holds, pursuant to the Restated Warehouse Security Agreement, and CSNYB as Original Warehouse Agent formerly held, pursuant to the Original Warehouse Security Agreement, a security interest granted by TRLW in the railcars described on Schedule 1 hereto (such railcars, 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 TILC 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 TILC, 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.

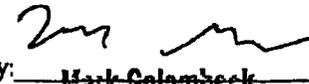
[signatures follow]

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: Josh Borg  
Director

By:   
Its: Mark Colebeck  
Director

WILMINGTON TRUST COMPANY, as  
Collateral Agent

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

**ACKNOWLEDGMENT**

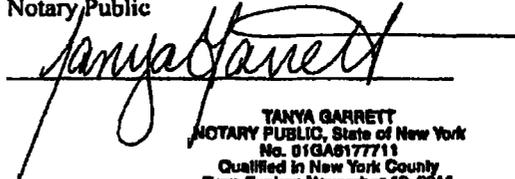
STATE OF NEW YORK)

COUNTY OF NEW YORK.

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Josh Bora, Mark Golombick, who upon oath, acknowledged himself to be a Director's 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 29 day of September, 2009.

Notary Public



MY COMMISSION EXPIRES

TANYA GARRETT  
NOTARY PUBLIC, State of New York  
No. 01GAS177711  
Qualified in New York County  
Term Expires November 18, 2011

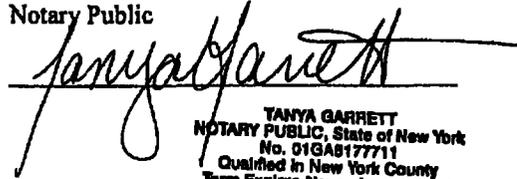
STATE OF NEW YORK)

COUNTY OF NEW YORK

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Josh Berg, Mark Golombek, who upon oath, acknowledged himself to be a Director's 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 29 day of September, 2009.

Notary Public



MY COMMISSION EXPIRES:

TANYA GARRETT  
NOTARY PUBLIC, State of New York  
No. 01GA8177711  
Qualified in New York County  
Term Expires November 18, 2011

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

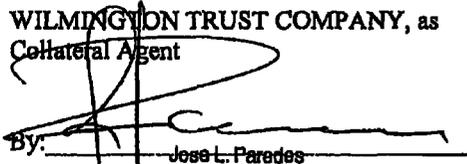
By: \_\_\_\_\_

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

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

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

WILMINGTON TRUST COMPANY, as  
Collateral Agent

By:  \_\_\_\_\_  
Jose L. Paredes

Its: \_\_\_\_\_  
Assistant Vice President

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 11<sup>th</sup> day of September, 2009

Notary Public

Dianne M. Bruton

MY COMMISSION EXPIRES:

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



**Schedule 1 - Railcars**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	TILX161041	8962	3/30/2009	Tank
2	TILX161042	8962	3/30/2009	Tank
3	TILX161043	8962	3/30/2009	Tank
4	TILX161044	8962	3/31/2009	Tank
5	TILX161045	8962	3/30/2009	Tank
6	TILX161046	8962	3/30/2009	Tank
7	TILX161047	8962	4/30/2009	Tank
8	TILX161048	8962	3/31/2009	Tank
9	TILX161049	8962	3/31/2009	Tank
10	TILX161050	8962	3/31/2009	Tank
11	TILX161051	8962	3/31/2009	Tank
12	TILX161052	8962	3/31/2009	Tank
13	TILX161053	8962	4/30/2009	Tank
14	TILX161054	8962	3/31/2009	Tank
15	TILX161055	8962	3/31/2009	Tank
16	TILX161056	8962	4/7/2009	Tank
17	TILX161057	8962	3/31/2009	Tank
18	TILX161058	8962	4/7/2009	Tank
19	TILX161059	8962	4/7/2009	Tank
20	TILX161060	8962	3/31/2009	Tank
21	TILX161061	8962	4/30/2009	Tank
22	TILX161062	8962	4/7/2009	Tank
23	TILX161063	8962	4/30/2009	Tank
24	TILX161064	8962	4/7/2009	Tank
25	TILX161065	8962	4/7/2009	Tank
26	TILX161066	8962	4/30/2009	Tank
27	TILX161067	8962	4/7/2009	Tank
28	TILX161068	8962	4/30/2009	Tank
29	TILX161069	8962	4/30/2009	Tank
30	TILX161070	8962	4/30/2009	Tank
31	TILX161071	8962	4/7/2009	Tank
32	TILX161072	8962	4/30/2009	Tank
33	TILX161073	8962	4/30/2009	Tank
34	TILX161074	8962	4/30/2009	Tank
35	TILX161075	8962	4/30/2009	Tank
36	TILX161076	8962	4/30/2009	Tank
37	TILX161077	8962	4/30/2009	Tank
38	TILX161078	8962	4/30/2009	Tank
39	TILX161079	8962	4/30/2009	Tank
40	TILX161080	8962	4/30/2009	Tank
41	TILX161081	8962	4/30/2009	Tank
42	TILX161082	8962	4/30/2009	Tank
43	TILX161083	8962	4/30/2009	Tank
44	TILX161084	8962	4/30/2009	Tank
45	TILX161085	8962	4/30/2009	Tank
46	TILX161086	8962	4/7/2009	Tank

47	TILX161087	8962	4/7/2009	Tank
48	TILX161088	8962	4/8/2009	Tank
49	TILX161089	8962	4/7/2009	Tank
50	TILX161090	8962	4/30/2009	Tank
51	TILX161091	8962	4/30/2009	Tank
52	TILX161092	8962	4/30/2009	Tank
53	TILX161093	8962	4/30/2009	Tank
54	TILX161094	8962	4/30/2009	Tank
55	TILX161095	8962	4/30/2009	Tank
56	TILX161096	8962	4/30/2009	Tank
57	TILX161097	8962	4/30/2009	Tank
58	TILX161098	8962	4/30/2009	Tank
59	TILX161099	8962	4/30/2009	Tank
60	TILX161100	8962	4/30/2009	Tank

**Schedule 2 – Leases**

1. PPG Industries, Inc. Rider Ten, dated December 22, 2008 to Railroad Car Lease Agreement, dated March 12, 1982 between Trinity Industries Leasing Company and PPG Industries, Inc. for 60 coiled and insulated tank cars

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.

9/30/09



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