

RECORDATION NO. 25358-B FILED

DEC 21 '04 4-16 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

December 17, 2004

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 December 21, 2004, 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 25358.

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

Secured Party: Credit Suisse First Boston, 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
December 21, 2004
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A description of the railroad equipment covered by the enclosed document
is:

395 railcars:

TILX 005804 – TILX 005821
TILX 100495 – TILX 100584
TILX 110107 – TILX 110136
TILX 191062 – TILX 191071
TILX 200241 – TILX 200260
TILX 270048 – TILX 270067
TILX 270088 – TILX 270097
TILX 302580 – TILX 302652
TILX 302729 – TILX 302847
TILX 302878 – TILX 302882

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

Release.

Also enclosed is a check in the amount of \$32.00 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 Trust II sale of Railcars and related Leases to Trinity Rail Leasing IV L.P.

December 21, 2004

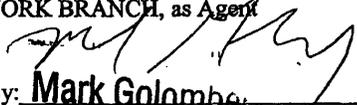
The undersigned, Credit Suisse First Boston, New York Branch, is executing this instrument in its capacity as Agent (in such capacity, the "Agent") under the Warehouse Loan Agreement, dated as of June 27, 2002 (as amended from time to time, the "Warehouse Loan Agreement"), among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Trust II ("TRLT-II"), the Lenders party thereto from time to time, and the Agent, as well as the related 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 by sale on the date hereof to Trinity Rail Leasing IV L.P. (together with its successors and assigns, if any, "Trinity LP") pursuant to the Transfer and Assignment Agreement, dated as of December 21, 2004, between TRLT-II, as seller and Trinity LP, as purchaser. 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 Trinity LP, 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 FIRST BOSTON, NEW
YORK BRANCH, as Agent


By: Mark Golombet.
Its: Director


By: Joseph Soave
Its: Director

ACKNOWLEDGMENT

STATE OF New York)
COUNTY OF Kings)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Galambek, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE FIRST BOSTON, 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 FIRST BOSTON, NEW YORK BRANCH.

WITNESS my hand and official seal this 15th day of December, 2004.

Vivienne I. Bent
Notary Public

MY COMMISSION EXPIRES: 10/30/06

Vivienne I. Bent
Notary Public, State of New York
No. 01BE6050122
Qualified in Kings County
Commission Expires October 30, 2006

STATE OF New York)
COUNTY OF Kings)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Joseph Soane, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE FIRST BOSTON, 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 FIRST BOSTON, NEW YORK BRANCH.

WITNESS my hand and official seal this 15th day of December, 2004.

Vivienne I. Bent
Notary Public

MY COMMISSION EXPIRES: 10/30/06

Vivienne I. Bent
Notary Public, State of New York
No. 01BE6050122
Qualified in Kings County
Commission Expires October 30, 2006

Schedule 1

Participation Agreement - Pool E
Description of Equipment, Designation of Functional Groups and Equipment Cost

<u>Car Marks</u>	<u>Functional Group</u>	<u>Number of Units</u>
TILX 005804 - 005812	Powerflow	9
TILX 110107 - 110121	Tankcar Non-Pressure	15
TILX 200241 - 200250	Tankcar Non-Pressure	10
TILX 191062 - 191066	Tankcar Non-Pressure	5
TILX 302626 - 302638	Tankcar Pressure	13
TILX 100495 - 100539	Tankcar Non-Pressure	45
TILX 302604 - 302611	Tankcar Pressure	8
TILX 270048 - 270062	Tankcar Non-Pressure	15
TILX 302729 - 302743	Tankcar Pressure	15
TILX 302580 - 302591	Tankcar Pressure	12
TILX 302620 - 302622	Tankcar Pressure	3
TILX 302799 - 302823	Tankcar Pressure	25
TILX 302754 - 302776	Tankcar Pressure	23

Continued

Schedule 1

Participation Agreement - Pool F
Description of Equipment, Designation of Functional Groups and Equipment Cost

<u>Car Marks</u>	<u>Functional Group</u>	<u>Number of Units</u>
TILX 005813 - 005821	Powerflow	9
TILX 110122 - 110136	Tankcar Non-Pressure	15
TILX 200251 - 200260	Tankcar Non-Pressure	10
TILX 191067 - 191071	Tankcar Non-Pressure	5
TILX 302639 - 302652	Tankcar Pressure	14
TILX 100540 - 100584	Tankcar Non-Pressure	45
TILX 302612 - 302619	Tankcar Pressure	8
TILX 270063 - 270067, 270088 - 270097	Tankcar Non-Pressure	15
TILX 302744 - 302753, 302878 - 302882	Tankcar Pressure	15
TILX 302592 - 302603	Tankcar Pressure	12
TILX 302623 - 302625	Tankcar Pressure	3
TILX 302824 - 302847	Tankcar Pressure	24
TILX 302777 - 302798	Tankcar Pressure	22

Schedule 2

**Participation Agreement
Pool E**

List of Existing Equipment Subleases

Existing Equipment Subleases

Nine (9) units identified with marks TILX 005804 – 005812 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement, dated December 20, 2004, between TILC and Azteca Milling LP.

Fifteen (15) units identified with marks TILX 110107 – 110121 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated November 5, 2004, between TILC and Basic Chemical Solutions LLC.

Ten (10) units identified with marks TILX 200241 – 200250 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement, dated October 19, 2004, between TILC and BP Amoco Chemicals.

Five (5) units identified with marks TILX 191062 – 191066 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement, dated July 1, 2004, between TILC and Dow Chemical Company.

Thirteen (13) units identified with marks TILX 302626 – 302638 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated August 20, 2004, between TILC and Duke Energy NGL Services.

Forty-five (45) units identified with marks TILX 100495 – 100539 leased pursuant to Rider Eleven (11) to that certain Railroad Car Lease Agreement, dated August 31, 2004, between TILC and E. I. Du Pont De Nemours and Company.

Eight (8) units identified with marks TILX 302604 – 302611 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated November 29, 2004, between TILC and Elbow River Resources LTD.

Fifteen (15) units identified with marks TILX 270048 – 270062 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated September 9, 2004, between TILC and Lucite International.

Fifteen (15) units identified with marks TILX 302729 – 302743 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement, dated July 19, 2004, between TILC and Marathon Ashland Pet. LLC.

Twelve (12) units identified with marks TILX 302580 – 302591 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated November 1, 2004, between TILC and Premcor Refining Group Inc.

Three (3) units identified with marks TILX 302620 – 302622 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated October 1, 2004, between TILC and Royster Clark Resources LLC.

Twenty-five (25) units identified with marks TILX 302799 – 302823 leased pursuant to Two (2) to that certain Railroad Car Lease Agreement, dated July 20, 2004, between TILC and Semstream LP.

Twenty-two (23) units identified with marks TILX 302754 – 302776 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement, dated June 7, 2004, between TILC and Sunoco, Inc (R+M).

Continued

Schedule 2

**Participation Agreement
Pool F**

List of Existing Equipment Subleases

Existing Equipment Subleases

Nine (9) units identified with marks TILX 005813 – 005821 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement, dated December 20, 2004, between TILC and Azteca Milling LP.

Fifteen (15) units identified with marks TILX 110122 – 110136 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated November 5, 2004, between TILC and Basic Chemical Solutions LLC.

Ten (10) units identified with marks TILX 200251 – 200260 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement, dated October 19, 2004, between TILC and BP Amoco Chemicals.

Five (5) units identified with marks TILX 191067 – 191071 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement, dated July 1, 2004, between TILC and Dow Chemical Company.

Fourteen (14) units identified with marks TILX 302639 – 302652 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement, dated August 20, 2004, between TILC and Duke Energy NGL Services.

Forty-five (45) units identified with marks TILX 100540 – 100584 leased pursuant to Rider Eleven (11) to that certain Railroad Car Lease Agreement, dated August 31, 2004, between TILC and E I Dupont De Nemours.

Eight (8) units identified with marks TILX 302612 – 302619 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated November 29, 2004, between TILC and Elbow River Resources LTD.

Fifteen (15) units identified with marks TILX 270063 – 270067 and 270088 – 270097 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated September 9, 2004, between TILC and Lucite International.

Fifteen (15) units identified with marks TILX 302744 – 302753 and 302878 – 302882 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement, dated July 19, 2004, between TILC and Marathon Ashland Pet. LLC.

Twelve (12) units identified with marks TILX 302592 – 302603 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated November 1, 2004, between TILC and Premcor Refining Group Inc.

Three (3) units identified with marks TILX 302623 – 302625 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement, dated October 1, 2004, between TILC and Royster Clark Resources LLC.

Twenty-four (24) units identified with marks TILX 302824 – 302847 leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement, dated July 20, 2004, between TILC and Semstream LP.

Twenty-two (22) units identified with marks TILX 302777 – 302798 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement, dated June 7, 2004, between TILC and Sunoco, Inc (R+M).

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: _____

12/21/04



Robert W. Alvord