

RECORDATION NO. 26888-5 FILED

FEB 27 '08 -4 45 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

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](mailto:alvordlaw@aol.com)

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

February 27, 2008

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 February 27, 2008, 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 26888.

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  
February 27, 2008  
Page 2

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

135 railcars:

TILX 516818 – TILX 516852  
TILX 637683 – TILX 637782

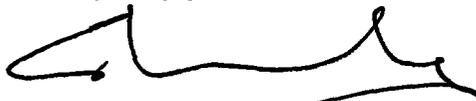
A short summary of the document to appear in the index is:

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/anm  
Enclosures

FEB 27 '08 -4 45 PM

SURFACE TRANSPORTATION BOARD

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

February 27, 2008

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 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 TRLT-II 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]

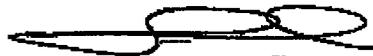
*Release by TRLT II*

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: Mark Golombek  
Its: Director



By: MARK LENGEL  
Its: 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: 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 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 27<sup>th</sup> day of February, 2008.

*Cheryl D Fondacaro*  
Notary Public

MY COMMISSION EXPIRES: June 11, 2011

CHERYL D FONDACARO  
Notary Public, State of New York  
No. 01FC8168479  
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 Mark Lengel, 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 February, 2008.

*Cheryl D Fondacaro*  
Notary Public

MY COMMISSION EXPIRES: June 11, 2011

CHERYL D FONDACARO  
Notary Public, State of New York  
No. 01FC8168479  
Qualified in New York County  
Term Expires June 11, 2011

**ACKNOWLEDGMENT**

STATE OF Delaware )  
 )  
COUNTY OF New Castle )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Michael McCarthy, who upon oath, acknowledged himself to be a AVP 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 27<sup>th</sup> day of February, 2008.

MY COMMISSION EXPIRES:

Notary Public  
*Dianne M. Bruton*

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

**TRIP RAIL LEASING LLC**  
**Close 9**

**Schedule 1**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX637683	3271	November-06	Freight
2	TILX637684	3271	November-06	Freight
3	TILX637685	3271	November-06	Freight
4	TILX637686	3271	November-06	Freight
5	TILX637687	3271	November-06	Freight
6	TILX637688	3271	November-06	Freight
7	TILX637689	3271	November-06	Freight
8	TILX637690	3271	November-06	Freight
9	TILX637691	3271	November-06	Freight
10	TILX637692	3271	November-06	Freight
11	TILX637693	3271	November-06	Freight
12	TILX637694	3271	November-06	Freight
13	TILX637695	3271	November-06	Freight
14	TILX637696	3271	November-06	Freight
15	TILX637697	3271	November-06	Freight
16	TILX637698	3271	November-06	Freight
17	TILX637699	3271	November-06	Freight
18	TILX637700	3271	November-06	Freight
19	TILX637701	3271	November-06	Freight
20	TILX637702	3271	November-06	Freight
21	TILX637703	3271	November-06	Freight
22	TILX637704	3271	November-06	Freight
23	TILX637705	3271	November-06	Freight
24	TILX637706	3271	November-06	Freight
25	TILX637707	3271	November-06	Freight
26	TILX637708	3271	November-06	Freight
27	TILX637709	3271	December-06	Freight
28	TILX637710	3271	November-06	Freight
29	TILX637711	3271	November-06	Freight
30	TILX637712	3271	November-06	Freight
31	TILX637713	3271	November-06	Freight
32	TILX637714	3271	November-06	Freight
33	TILX637715	3271	November-06	Freight
34	TILX637716	3271	November-06	Freight
35	TILX637717	3271	November-06	Freight
36	TILX637718	3271	November-06	Freight
37	TILX637719	3271	November-06	Freight
38	TILX637720	3271	November-06	Freight
39	TILX637721	3271	November-06	Freight
40	TILX637722	3271	November-06	Freight
41	TILX637723	3271	November-06	Freight
42	TILX637724	3271	November-06	Freight
43	TILX637725	3271	November-06	Freight
44	TILX637726	3271	November-06	Freight
45	TILX637727	3271	November-06	Freight
46	TILX637728	3271	November-06	Freight

## TRIP RAIL LEASING LLC

Close 9

## Schedule 1

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
47	TILX637729	3271	November-06	Freight
48	TILX637730	3271	November-06	Freight
49	TILX637731	3271	November-06	Freight
50	TILX637732	3271	November-06	Freight
51	TILX637733	3271	November-06	Freight
52	TILX637734	3271	November-06	Freight
53	TILX637735	3271	November-06	Freight
54	TILX637736	3271	November-06	Freight
55	TILX637737	3271	November-06	Freight
56	TILX637738	3271	November-06	Freight
57	TILX637739	3271	November-06	Freight
58	TILX637740	3271	November-06	Freight
59	TILX637741	3271	November-06	Freight
60	TILX637742	3271	November-06	Freight
61	TILX637743	3271	December-06	Freight
62	TILX637744	3271	December-06	Freight
63	TILX637745	3271	December-06	Freight
64	TILX637746	3271	December-06	Freight
65	TILX637747	3271	December-06	Freight
66	TILX637748	3271	December-06	Freight
67	TILX637749	3271	December-06	Freight
68	TILX637750	3271	December-06	Freight
69	TILX637751	3271	December-06	Freight
70	TILX637752	3271	December-06	Freight
71	TILX637753	3271	December-06	Freight
72	TILX637754	3271	December-06	Freight
73	TILX637755	3271	December-06	Freight
74	TILX637756	3271	December-06	Freight
75	TILX637757	3271	December-06	Freight
76	TILX637758	3271	December-06	Freight
77	TILX637759	3271	December-06	Freight
78	TILX637760	3271	December-06	Freight
79	TILX637761	3271	December-06	Freight
80	TILX637762	3271	December-06	Freight
81	TILX637763	3271	December-06	Freight
82	TILX637764	3271	December-06	Freight
83	TILX637765	3271	December-06	Freight
84	TILX637766	3271	December-06	Freight
85	TILX637767	3271	December-06	Freight
86	TILX637768	3271	December-06	Freight
87	TILX637769	3271	December-06	Freight
88	TILX637770	3271	December-06	Freight
89	TILX637771	3271	December-06	Freight
90	TILX637772	3271	December-06	Freight
91	TILX637773	3271	December-06	Freight
92	TILX637774	3271	December-06	Freight

**TRIP RAIL LEASING LLC**  
Close 9

**Schedule 1**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
93	TILX637775	3271	December-06	Freight
94	TILX637776	3271	December-06	Freight
95	TILX637777	3271	December-06	Freight
96	TILX637778	3271	December-06	Freight
97	TILX637779	3271	December-06	Freight
98	TILX637780	3271	December-06	Freight
99	TILX637781	3271	December-06	Freight
100	TILX637782	3271	December-06	Freight
101	TILX516818	35743	April-06	Freight
102	TILX516819	35743	April-06	Freight
103	TILX516820	35743	April-06	Freight
104	TILX516821	35743	April-06	Freight
105	TILX516822	35743	April-06	Freight
106	TILX516823	35743	April-06	Freight
107	TILX516824	35743	April-06	Freight
108	TILX516825	35743	April-06	Freight
109	TILX516826	35743	April-06	Freight
110	TILX516827	35743	April-06	Freight
111	TILX516828	35743	April-06	Freight
112	TILX516829	35743	April-06	Freight
113	TILX516830	35743	April-06	Freight
114	TILX516831	35743	April-06	Freight
115	TILX516832	35743	April-06	Freight
116	TILX516833	35743	April-06	Freight
117	TILX516834	35743	April-06	Freight
118	TILX516835	35743	April-06	Freight
119	TILX516836	35743	April-06	Freight
120	TILX516837	35743	April-06	Freight
121	TILX516838	35743	April-06	Freight
122	TILX516839	35743	April-06	Freight
123	TILX516840	35743	April-06	Freight
124	TILX516841	35743	April-06	Freight
125	TILX516842	35743	April-06	Freight
126	TILX516843	35743	April-06	Freight
127	TILX516844	35743	April-06	Freight
128	TILX516845	35743	April-06	Freight
129	TILX516846	35743	April-06	Freight
130	TILX516847	35743	April-06	Freight
131	TILX516848	35743	April-06	Freight
132	TILX516849	35743	April-06	Freight
133	TILX516850	35743	April-06	Freight
134	TILX516851	35743	April-06	Freight
135	TILX516852	35743	April-06	Freight
136	TILX042360	23394	August-06	Freight
137	TILX042361	23394	August-06	Freight
138	TILX042362	23394	August-06	Freight

**TRIP RAIL LEASING LLC**  
Close 9

**Schedule 1**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
139	TILX042363	23394	August-06	Freight
140	TILX042364	23394	August-06	Freight
141	TILX042365	23394	August-06	Freight
142	TILX042366	23394	August-06	Freight
143	TILX042367	23394	August-06	Freight
144	TILX042368	23394	August-06	Freight
145	TILX042369	23394	August-06	Freight
146	TILX042370	23394	August-06	Freight
147	TILX042371	23394	August-06	Freight
148	TILX042372	23394	August-06	Freight
149	TILX042373	23394	August-06	Freight
150	TILX042374	23394	August-06	Freight
151	TILX042375	23394	August-06	Freight
152	TILX042376	23394	August-06	Freight
153	TILX042377	23394	August-06	Freight
154	TILX042378	23394	August-06	Freight
155	TILX042379	23394	August-06	Freight
156	TILX042380	23394	August-06	Freight
157	TILX042381	23394	August-06	Freight
158	TILX042382	23394	August-06	Freight
159	TILX042383	23394	August-06	Freight
160	TILX042384	23394	August-06	Freight
161	TILX042385	23394	August-06	Freight
162	TILX042386	23394	August-06	Freight
163	TILX042387	23394	August-06	Freight
164	TILX042388	23394	August-06	Freight
165	TILX042389	23394	August-06	Freight
166	TILX042390	23394	August-06	Freight
167	TILX042391	23394	August-06	Freight
168	TILX042392	23394	August-06	Freight
169	TILX042393	23394	August-06	Freight
170	TILX042394	23394	August-06	Freight
171	TILX042395	23394	August-06	Freight
172	TILX042396	23394	August-06	Freight
173	TILX042397	23394	August-06	Freight
174	TILX042398	23394	August-06	Freight
175	TILX042399	23394	August-06	Freight
176	TILX042400	23394	August-06	Freight
177	TILX042401	23394	August-06	Freight
178	TILX042402	23394	August-06	Freight
179	TILX042403	23394	August-06	Freight
180	TILX042404	23394	August-06	Freight
181	TILX042405	23394	August-06	Freight
182	TILX042406	23394	August-06	Freight
183	TILX042407	23394	August-06	Freight
184	TILX042408	23394	August-06	Freight

**TRIP RAIL LEASING LLC**  
Close 9

**Schedule 1**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
185	TILX042409	23394	August-06	Freight
186	TILX042410	23394	August-06	Freight
187	TILX042411	23394	August-06	Freight
188	TILX042412	23394	August-06	Freight
189	TILX042413	23394	August-06	Freight
190	TILX042414	23394	August-06	Freight
191	TILX042415	23394	August-06	Freight
192	TILX042416	23394	August-06	Freight
193	TILX042417	23394	August-06	Freight
194	TILX042418	23394	August-06	Freight
195	TILX042419	23394	August-06	Freight
196	TILX042420	23394	August-06	Freight
197	TILX042421	23394	August-06	Freight
198	TILX042422	23394	August-06	Freight
199	TILX042423	23394	August-06	Freight
200	TILX042424	23394	August-06	Freight
201	TILX042425	23394	August-06	Freight
202	TILX042426	23394	August-06	Freight
203	TILX042427	23394	August-06	Freight
204	TILX042428	23394	August-06	Freight
205	TILX042429	23394	August-06	Freight
206	TILX042430	23394	August-06	Freight
207	TILX042431	23394	August-06	Freight
208	TILX042432	23394	August-06	Freight
209	TILX042433	23394	August-06	Freight
210	TILX042434	23394	August-06	Freight
211	TILX042435	23394	August-06	Freight
212	TILX042436	23394	August-06	Freight
213	TILX042437	23394	August-06	Freight
214	TILX042438	23394	August-06	Freight
215	TILX042439	23394	August-06	Freight
216	TILX042440	23394	August-06	Freight
217	TILX042441	23394	August-06	Freight
218	TILX042442	23394	August-06	Freight
219	TILX042443	23394	August-06	Freight
220	TILX042444	23394	August-06	Freight
221	TILX197885	10060	October-06	Tank
222	TILX197886	10060	October-06	Tank
223	TILX197887	10060	October-06	Tank
224	TILX197888	10060	October-06	Tank
225	TILX197889	10060	October-06	Tank
226	TILX197890	10060	October-06	Tank
227	TILX197891	10060	October-06	Tank
228	TILX197892	10060	October-06	Tank
229	TILX197893	10060	October-06	Tank
230	TILX197894	10060	October-06	Tank

**TRIP RAIL LEASING LLC**  
**Close 9**

**Schedule 1**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
231	TILX197895	10060	October-06	Tank
232	TILX197896	10060	October-06	Tank
233	TILX197897	10060	October-06	Tank
234	TILX197898	10060	October-06	Tank
235	TILX197899	10060	October-06	Tank
236	TILX197900	10060	October-06	Tank
237	TILX197901	10060	October-06	Tank
238	TILX197902	10060	October-06	Tank
239	TILX197903	10060	October-06	Tank
240	TILX197904	10060	October-06	Tank
241	TILX197905	10060	October-06	Tank
242	TILX197906	10060	October-06	Tank
243	TILX197907	10060	November-06	Tank
244	TILX197908	10060	November-06	Tank
245	TILX197909	10060	October-06	Tank
246	TILX197910	10060	November-06	Tank
247	TILX197911	10060	November-06	Tank
248	TILX197912	10060	November-06	Tank
249	TILX197913	10060	November-06	Tank
250	TILX197914	10060	November-06	Tank
251	TILX197915	10060	November-06	Tank
252	TILX197916	10060	November-06	Tank
253	TILX197917	10060	November-06	Tank
254	TILX197918	10060	November-06	Tank
255	TILX197919	10060	November-06	Tank
256	TILX197920	10060	November-06	Tank
257	TILX197921	10060	November-06	Tank
258	TILX197922	10060	November-06	Tank
259	TILX197923	10060	November-06	Tank
260	TILX197924	10060	November-06	Tank

**Schedule 2**

**Leases**

1. One hundred (100) units identified with marks TILX 637683 – 637782 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated November 13, 2002 between Trinity Industries Leasing Company and Commodity Specialists Company.
2. Thirty-five (35) units identified with marks TILX 516818 – 516852 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated June 21, 2006 between Trinity Industries Leasing Company and Hexion Specialty Chemicals, Inc.
3. Eighty-five (85) units identified with marks TILX 42360 – 42444 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated May 12, 2006 between Trinity Industries Leasing Company and Seminole Electric Cooperative, Inc.
4. Forty (40) units identified with marks TILX 197885 – 197924 leased pursuant to Rider Thirty-four (34) to that certain Railroad Car Lease Agreement dated May 7, 1980 between Trinity Industries Leasing Company and Shell Oil Company.

**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: 2/27/08



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Robert W. Alvord