

REGORDATION NO. 24311-D FILED

SEP 18 '08 -1 30 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

September 18, 2008

Anne K. Quinlan, Esq.
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 18, 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 24311.

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

Secured Party: Credit Suisse, New York Branch
Eleven Madison Avenue
New York, New York 10010

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

Anne K. Quinlan, Esq.
September 18, 2008
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A description of the railroad equipment covered by the enclosed document is:

32 railcars within the series OLNK 055501 – OLNK 055540 as more particularly set forth in the equipment schedule attached to the document.

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/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Trust II sale of Railcars and related Leases
to Banc of America Leasing & Capital, LLC**

September 18, 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 Banc of America Leasing & Capital, LLC ("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 (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 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: 
Its: _____
ALEX SMITH
VICE PRESIDENT

By: 
Its: _____
MARK LENGEL
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 Parades, 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 12th day of September, 2008.

MY COMMISSION EXPIRES:

Notary Public
Dianne M. Bruton

STATE OF Delaware)
COUNTY OF New Castle)

DIANNE M. BRUTON
Notary Public - State of Delaware
My Comm. Expires Nov. 27, 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:  _____
Its: Jose L. Paredes
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 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 12th day of September, 2008.

Cheryl D. Fonda
Notary Public

MY COMMISSION EXPIRES: June 11, 2011

CHERYL D. FONDA
Notary Public, State of New York
No. 01741884
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 Mirk Wajsi, 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 12th day of September, 2008.

Cheryl D. Fonda
Notary Public

MY COMMISSION EXPIRES: June 11, 2011

CHERYL D. FONDA
Notary Public, State of New York
No. 01741884
Qualified in New York County
Term Expires June 11, 2011

Schedule 1

The Railcars

<u>ID</u>	<u>Asset Mark</u>	<u>Build Date</u>	<u>Car Type</u>
1	OLNX055501	October-92	Freight
2	OLNX055502	October-92	Freight
3	OLNX055503	October-92	Freight
4	OLNX055504	November-92	Freight
5	OLNX055505	October-92	Freight
6	OLNX055506	October-92	Freight
7	OLNX055507	November-92	Freight
8	OLNX055508	November-92	Freight
9	OLNX055509	November-92	Freight
10	OLNX055510	November-92	Freight
11	OLNX055511	November-92	Freight
12	OLNX055512	November-92	Freight
13	OLNX055514	November-92	Freight
14	OLNX055515	November-92	Freight
15	OLNX055516	November-92	Freight
16	OLNX055517	December-92	Freight
17	OLNX055518	December-92	Freight
18	OLNX055519	December-92	Freight
19	OLNX055520	November-92	Freight
20	OLNX055521	November-92	Freight

21	OLNX055522	November-92	Freight
22	OLNX055523	December-92	Freight
23	OLNX055524	December-92	Freight
24	OLNX055525	November-92	Freight
25	OLNX055526	November-92	Freight
26	OLNX055527	October-92	Freight
27	OLNX055528	December-92	Freight
28	OLNX055529	November-92	Freight
29	OLNX055530	November-92	Freight
30	OLNX055531	December-92	Freight
31	OLNX055532	December-92	Freight
32	OLNX055533	December-92	Freight
33	OLNX055534	December-92	Freight
34	OLNX055535	December-92	Freight
35	OLNX055536	December-92	Freight
36	OLNX055537	December-92	Freight
37	OLNX055538	December-92	Freight
38	OLNX055539	December-92	Freight
39	OLNX055540	December-92	Freight
40	OLNX055542	December-92	Freight

41	OLNX055544	December-92	Freight
42	OLNX055545	December-92	Freight
43	OLNX055546	January-93	Freight
44	OLNX055547	January-93	Freight
45	OLNX055548	January-93	Freight
46	OLNX055549	January-93	Freight
47	OLNX055550	January-93	Freight
48	OLNX055551	February-93	Freight
49	OLNX055552	December-92	Freight
50	OLNX055553	December-92	Freight
51	OLNX055554	February-93	Freight
52	OLNX055555	December-92	Freight
53	OLNX055556	February-93	Freight
54	OLNX055557	January-93	Freight
55	OLNX055558	February-93	Freight
56	OLNX055559	December-92	Freight
57	OLNX055560	December-92	Freight
58	OLNX055561	December-92	Freight
59	OLNX055562	February-93	Freight
60	OLNX055563	December-92	Freight
61	OLNX055564	January-93	Freight
62	OLNX055565	December-92	Freight
63	OLNX055566	December-92	Freight

64	OLNX055567	January-93	Freight
65	OLNX055568	January-93	Freight
66	OLNX055569	January-93	Freight
67	OLNX055570	January-93	Freight
68	OLNX055571	January-93	Freight
69	OLNX055572	January-93	Freight
70	OLNX055573	January-93	Freight
71	OLNX055574	January-93	Freight
72	OLNX055575	January-93	Freight
73	OLNX055576	January-93	Freight
74	OLNX055577	January-93	Freight
75	OLNX055578	January-93	Freight
76	OLNX055579	January-93	Freight
77	OLNX055580	January-93	Freight
78	OLNX055581	January-93	Freight
79	OLNX055582	January-93	Freight
80	OLNX055583	January-93	Freight
81	OLNX055584	January-93	Freight
82	OLNX055585	January-93	Freight
83	OLNX055587	January-93	Freight
84	OLNX055588	January-93	Freight
85	OLNX055589	January-93	Freight
86	OLNX055590	January-93	Freight

Schedule 2

The Leases

Eighty-six (86) units identified with marks OLNX 055501-055512, 055514-055540, 055542, 055544-055585, 055587-055590 leased pursuant to the following:

(i) Rider One (1), dated December 1, 1998, between Trinity Industries Leasing Company and Olin Corporation, executed pursuant to the Master Lease defined below.

(ii) Railroad Car Net Lease Agreement, dated January 22, 1992, between Trinity Industries Leasing Company and Olin Corporation (the "Master Lease").

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: 9/18/08



Robert W. Alvord