

RECORDATION NO. 24016-F FILED

MAY 26 '09 -11 4 5 AM

ALVORD AND ALVORD  
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**SURFACE TRANSPORTATION BOARD**

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

OF COUNSEL  
URBAN A. LESTER

May 26, 2009

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 Statement of Change in Reporting Marks and Road Numbers, dated as of May 26, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 24016.

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

Borrower: Trinity Rail Leasing Trust II  
2525 Stemmons Parkway  
Dallas, Texas 75207

[Collateral Agent: Wilmington Trust Company (solely in its  
capacity as Trustee)  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001]

[Agent: Credit Suisse, New York Branch  
Eleven Madison Avenue  
New York, New York 10010]

Anne K. Quinlan, Esq.  
May 26, 2009  
Page 2

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

50 cars renumbered from ICLX 000200 - ICLX 000249 to TILX 302883 - TILX 302932.

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

Statement of Change in Reporting Marks and Road Numbers.

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

Trinity Rail Leasing Trust II  
c/o Trinity Industries Leasing Company, its Manager  
2525 Stemmons Freeway  
Dallas, TX 75207

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SURFACE TRANSPORTATION BOARD

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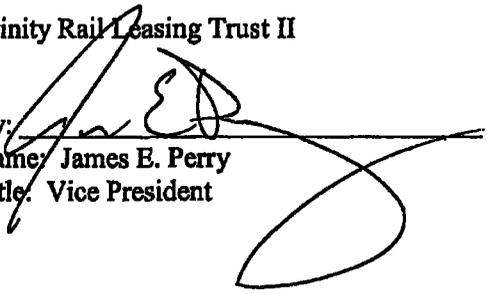
Re: Statement of Change in Reporting Marks and Road Numbers

Dear Ms. Quinlan:

Please be advised that the reporting marks and road numbers of the railcars identified in the attached exhibit have been, or will be, changed as set forth therein.

Sincerely yours,

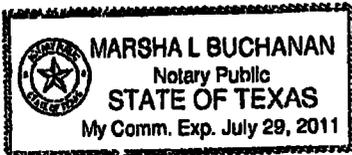
Trinity Rail Leasing Trust II

By:   
Name: James E. Perry  
Title: Vice President

STATE OF Texas )  
 ) SS.  
COUNTY OF Dallas )

The undersigned, a Notary Public in and for the said County, in the State aforesaid, do hereby certify that James Perry, the Vice President of Trinity Rail Leasing Trust II, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act and in his capacity as Trustee aforesaid, for the uses and purposes therein set forth.

In Testimony Whereof, I have hereunto set my hand and official seal this 26<sup>th</sup> day of May, 2009.



Marsha B. Buchanan  
Notary Public  
My Commission Expires: July 29, 2011

Trinity Rail Leasing Trust II

Exhibit A

	<u>Old Asset Mark</u>	<u>New Asset Mark</u>
1	ICLX000200	TILX302883
2	ICLX000209	TILX302892
3	ICLX000210	TILX302893
4	ICLX000211	TILX302894
5	ICLX000212	TILX302895
6	ICLX000213	TILX302896
7	ICLX000214	TILX302897
8	ICLX000215	TILX302898
9	ICLX000216	TILX302899
10	ICLX000217	TILX302900
11	ICLX000218	TILX302901
12	ICLX000201	TILX302884
13	ICLX000219	TILX302902
14	ICLX000220	TILX302903
15	ICLX000221	TILX302904
16	ICLX000222	TILX302905
17	ICLX000223	TILX302906
18	ICLX000224	TILX302907
19	ICLX000225	TILX302908
20	ICLX000226	TILX302909
21	ICLX000227	TILX302910
22	ICLX000228	TILX302911
23	ICLX000202	TILX302885
24	ICLX000229	TILX302912
25	ICLX000230	TILX302913
26	ICLX000231	TILX302914
27	ICLX000232	TILX302915
28	ICLX000233	TILX302916
29	ICLX000234	TILX302917
30	ICLX000235	TILX302918
31	ICLX000236	TILX302919
32	ICLX000237	TILX302920
33	ICLX000238	TILX302921
34	ICLX000203	TILX302886
35	ICLX000239	TILX302922
36	ICLX000240	TILX302923
37	ICLX000241	TILX302924
38	ICLX000242	TILX302925
39	ICLX000243	TILX302926
40	ICLX000244	TILX302927
41	ICLX000245	TILX302928

**Trinity Rail Leasing Trust II**

**Exhibit A**

	<u>Old Asset Mark</u>	<u>New Asset Mark</u>
42	ICLX000246	TILX302929
43	ICLX000247	TILX302930
44	ICLX000248	TILX302931
45	ICLX000204	TILX302887
46	ICLX000249	TILX302932
47	ICLX000205	TILX302888
48	ICLX000206	TILX302889
49	ICLX000207	TILX302890
50	ICLX000208	TILX302891

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: \_\_\_\_\_

5/26/09



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