

RECORDATION NO. 23800-K FILED

OCT 04 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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@uol.com

ELIAS C. ALVORD (942)
ILLSWORTH C. ALVORD (964)

October 3, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Second Amended and Restated Collateral Agency Agreement, dated as of October 3, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Second Amended and Restated Collateral Agency Agreement previously filed with the Board under Recordation Number 23800-F.

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

Collateral Agent: Bank of New York Mellon Trust Company, N.A.
(successor to J.P.Morgan Chase Bank, N.A.,
successor in interest to Bank One Trust
Company, NA)
One Wall Street
New York, NY 10286

[Lessee: Trinity Rail Leasing I L.P.
2525 Stemmons Freeway
Dallas, Texas 75207

Chief
Section of Administration
October 3, 2011
Page 2

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

30 railcars within the series TILX 5551 –5584 and TILX 5651 - TILX 5669 as more particularly set forth in the attachment to the document.

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

Partial Termination of Second Amended and Restated Collateral Agency Agreement.

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,



Edward M. Luria

EML/sem
Enclosures

OCT 03 11 - 8 00 AM

PARTIAL TERMINATION OF SECOND AMENDED AND RESTATED COLLATERAL AGENCY AGREEMENT

SURFACE TRANSPORTATION BOARD

October 3, 2011

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Chase Bank, N.A., itself successor-in-interest to Bank One Trust Company, NA ("BONY"), is the Collateral Agent under the Second Amended and Restated Collateral Agency Agreement dated as of December 28, 2001 (the "Collateral Agreement") between Trinity Rail Leasing I LP ("Trinity I"), as Lessee, Wilmington Trust FSB (successor-in-interest to LaSalle Bank National Association), as Indenture Trustee, U.S. Bank National Association, as Owner Trustee for three trusts, Trinity Rail Management, Inc., Trinity Industries Leasing Company, as Manager and Insurance Manager, and BONY, as Collateral Agent, and is executing this instrument in such capacity. Terms used herein and not otherwise defined herein have the meanings assigned thereto in the Collateral Agreement.

BONY, as Collateral Agent currently holds a Security Interest granted by Trinity I, as lessee, pursuant to the Collateral Agreement in the railcars (and related leases thereof) described on Schedule 1 hereto (such railcars together with Trinity I's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, being the "Equipment", and such leases being the "Leases").

BONY, as Collateral Agent, hereby confirms and agrees, without recourse to or warranty by the Collateral Agent, that all of Collateral Agent's right, title and interest in and to the Equipment and the Leases, whether held pursuant to the Collateral Agreement or otherwise, is released and of no further effect.

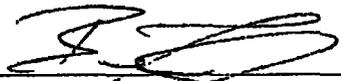
The undersigned has executed and delivered this Partial Termination of Collateral Agency Agreement as of the date first written above.

The Bank of New York Mellon Trust Company, N.A., as Collateral Agent

By: 
Name: DAVID MORGAN
Title: Relationship Manager

STATE OF PA)
) ss.
COUNTY OF Allegheny)

On this 3rd day of October, 2011, before me personally appeared DAVID MORGAN, to me personally known, who being duly sworn, says that he is an officer of The Bank of New York Mellon Trust Company, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



BRIAN KACZMARZKI Notary Public

[Notarial Seal]

My commission expires: 9/20/2014

NOTARIAL SEAL
BRIAN KACZMARSKI
Notary Public
PITTSBURGH CITY, ALLEGHENY COUNTY
My Commission Expires Sep 20, 2014

SCHEDULE 1

Description of Equipment and Leases Being Released

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX005651	67032	MUDSMITH, LTD	1	5/30/1997	Freight
2	TILX005652	67032	MUDSMITH, LTD	1	5/30/1997	Freight
3	TILX005653	67032	MUDSMITH, LTD	1	5/30/1997	Freight
4	TILX005654	67032	MUDSMITH, LTD	1	5/30/1997	Freight
5	TILX005655	67032	MUDSMITH, LTD	1	5/30/1997	Freight
6	TILX005657	67032	MUDSMITH, LTD	1	5/30/1997	Freight
7	TILX005658	67032	MUDSMITH, LTD	1	5/30/1997	Freight
8	TILX005659	67032	MUDSMITH, LTD	1	5/30/1997	Freight
9	TILX005660	67032	MUDSMITH, LTD	1	5/30/1997	Freight
10	TILX005662	67032	MUDSMITH, LTD	1	5/30/1997	Freight
11	TILX005663	67032	MUDSMITH, LTD	1	5/30/1997	Freight
12	TILX005664	67032	MUDSMITH, LTD	1	5/30/1997	Freight
13	TILX005665	67032	MUDSMITH, LTD	1	5/30/1997	Freight
14	TILX005667	67032	MUDSMITH, LTD	1	5/30/1997	Freight
15	TILX005668	67032	MUDSMITH, LTD	1	5/30/1997	Freight
16	TILX005669	67032	MUDSMITH, LTD	1	5/30/1997	Freight
17	TILX005551	67032	MUDSMITH, LTD	1	7/24/1997	Freight
18	TILX005584	67032	MUDSMITH, LTD	1	8/8/1997	Freight
19	TILX005576	67032	MUDSMITH, LTD	1	7/31/1997	Freight
20	TILX005578	67032	MUDSMITH, LTD	1	7/31/1997	Freight
21	TILX005579	67032	MUDSMITH, LTD	1	7/31/1997	Freight
22	TILX005580	67032	MUDSMITH, LTD	1	7/31/1997	Freight
23	TILX005581	67032	MUDSMITH, LTD	1	7/31/1997	Freight
24	TILX005582	67032	MUDSMITH, LTD	1	7/31/1997	Freight
25	TILX005573	67032	MUDSMITH, LTD	1	7/24/1997	Freight
26	TILX005569	67032	MUDSMITH, LTD	1	7/24/1997	Freight
27	TILX005565	67032	MUDSMITH, LTD	1	7/24/1997	Freight
28	TILX005566	67032	MUDSMITH, LTD	1	7/24/1997	Freight
29	TILX005575	67032	MUDSMITH, LTD	1	7/29/1997	Freight
30	TILX005577	67032	MUDSMITH, LTD	1	7/31/1997	Freight

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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. 10/4/11

Edward M Luria
Edward M. Luria