

RECORDATION NO. 25487-F **FILED**

SEP 01 '10 -12 30 PM

**SURFACE TRANSPORTATION BOARD**

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

September 1, 2010

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 Release, dated September /, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Amended and Restated Security Agreement previously filed with the Board under Recordation Number 25487-C.

The names and addresses of the parties to the enclosed document are:

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

Collateral Agent: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

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

Chief  
Section of Administration  
September 1, 2010  
Page 2

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

50 railcars RELEASED. ECUX 569053 - ECUX 569102.

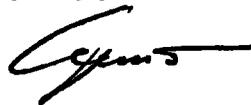
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

SEP 01 '10 -12 30 PM

**Release Re:--Trinity Rail Leasing Warehouse Trust sale of** SURFACE TRANSPORTATION BOARD  
**and related Leases**

September 1, 2010

This instrument (this "Release") is being entered into and delivered in connection with (i) the Second Amendment and Restatement dated as of May 29, 2009 of Warehouse Loan Agreement dated as of June 27, 2002, among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Warehouse Trust (formerly known as Trinity Industries Leasing Trust II) ("TRLW"), 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 as Depository, 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 TRLW, 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 Second Amendment and Restatement dated as of May 29, 2009 of Security Agreement dated as of June 27, 2002, among TRLW, 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 TRLW and the Original Warehouse Agent.

The Memorandum of Amended and Restated Security Agreement among TRLW, WTC and CSNYB dated as of August 7, 2007 was filed and recorded on August 7, 2007 with the Surface Transportation Board and assigned recordation No. 25487-C.

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 TRLW in the railcars described on Schedule 1 hereto (such railcars, together with TRLW'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 TRLW's obligations under the Restated Warehouse Loan Agreement or Original Warehouse Loan Agreement, as applicable. CSNYB as Warehouse Agent consents to TRLW's disposition of the Assets by sale on or about the date hereof to Trinity Industries Leasing Company ("TILC"). 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 TRLW and TILC (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

*Release by TRLW*

**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

*Scott Cormack*  
By: Scott Cormack  
Its: Managing Director

*Robin Conner*  
By: \_\_\_\_\_  
Its: Robin Conner  
*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: Jose L. Paredes  
Its: Assistant Vice President

ACKNOWLEDGMENT

STATE OF New York  
COUNTY OF Richmond

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Scott Cornea, who upon oath, acknowledged himself to be a Managing 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 31 day of August, 2010.

Notary Public  
Sandra Neal Woodard

MY COMMISSION EXPIRES:

SANDRA NEAL WOODARD  
Notary Public, State of New York  
No. 01WO4721913  
Qualified in Richmond County  
Commission Expires July 31, ~~2010~~ 2014

STATE OF New York  
COUNTY OF Richmond

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Robert Conner, 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 31 day of August, 2010.

Notary Public  
Sandra Neal Woodard

MY COMMISSION EXPIRES:

SANDRA NEAL WOODARD  
Notary Public, State of New York  
No. 01WO4721913  
Qualified in Richmond County  
Commission Expires July 31, ~~2010~~ 2014

ACKNOWLEDGMENT

STATE OF Delaware )  
COUNTY OF New Castle )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jose Paredes, who upon oath, acknowledged himself to be a **Assistant Vice President** 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 24 day of August, 2010.

Notary Public

Patrick A. Kanar

MY COMMISSION EXPIRES:

**PATRICK A. KANAR**  
Notary Public - State of Delaware  
My Comm. Expires April 8, 2012



**SCHEDULE 1  
RAILCARS**

**Fifty (50) DOT105J400W tank cars, marked and numbered ECUX 569053 – 569102 (inclusive)**

**SCHEDULE 2  
LEASES**

Rider Two (2) dated as of August 28, 2007 to that Railroad Car Net Lease Agreement dated as of January 1, 1994, between TRLW, as lessor, and Procurement, a division of ExxonMobil Global Services Company, as lessee, but solely as it applies to the Railcars.

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:

9/1/10



Robert W. Alvord