

RECORDATION NO. 24935-E FILED

SEP 27 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

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

September 27, 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 as of June 30, 2009, 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 previously filed with the Board under Recordation Number 24935.

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 27, 2010
Page 2

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

19 tank cars: TILX 135320 - TILX 135339 (except TILX 135330).

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 "Robert W. Alvord". The signature is written in a cursive style with a horizontal line extending to the right.

Robert W. Alvord

RWA/bhs
Enclosures

SEP 27 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Warehouse Trust sale of Railcars
and related Leases to Trinity Industries Leasing Company**

June 30, 2009

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 Rail 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.

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 Security Agreement, the Original Warehouse Security Agreement or otherwise, is released and of no further effect.

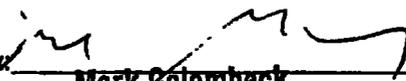
[signatures follow]

Release by TRLW

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 Golombek**
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

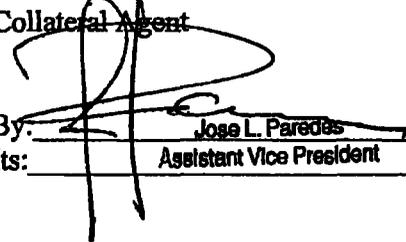
By: _____

Its: _____

By: _____

Its: _____

WILMINGTON TRUST COMPANY, as
Collateral Agent

By:  _____
Jose L. Paredas

Its: Assistant Vice President _____

ACKNOWLEDGMENT

STATE OF _____)
)
COUNTY OF _____)

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 26 day of June, 2009.

Notary Public

Tanya Garrett
TANYA GARRETT
NOTARY PUBLIC, State of New York
No. 01GA8177711
Qualified in New York County
Term Expires November 10, 2011

MY COMMISSION EXPIRES:

STATE OF _____)
)
COUNTY OF _____)

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 ____ day of June, 2009.

Notary Public

Tanya Garrett
TANYA GARRETT
NOTARY PUBLIC, State of New York
No. 01GA8177711
Qualified in New York County
Term Expires November 10, 2011

MY COMMISSION EXPIRES:

ACKNOWLEDGMENT

STATE OF Delaware)

COUNTY OF New Castle)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Josel Parades, 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 June, 2009.

Notary Public

Patrick A. Kanar

MY COMMISSION EXPIRES:

PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 1, 2010

**SCHEDULE 1
RAILCARS**

**TRLWT
Schedule 1**

ID	Car Mark	Build Date	Car Type	Rider
1	TILX302653	1/10/2005	Tank	03
2	TILX302654	1/10/2005	Tank	03
3	TILX302655	1/10/2005	Tank	03
4	TILX302656	1/10/2005	Tank	03
5	TILX302657	1/10/2005	Tank	03
6	TILX302658	1/10/2005	Tank	03
7	TILX250214	7/29/1998	Tank	02
8	TILX250217	7/31/1998	Tank	02
9	TILX250220	7/29/1998	Tank	02
10	TILX400710	12/8/2005	Tank	02
11	TILX400711	1/12/2006	Tank	02
12	TILX400712	12/15/2005	Tank	02
13	TILX400713	12/15/2005	Tank	02
14	TILX400714	1/4/2006	Tank	02
15	TILX400715	12/20/2005	Tank	02
16	TILX400716	1/11/2006	Tank	02
17	TILX135320	1/26/1993	Tank	02A
18	TILX135321	1/26/1993	Tank	02A
19	TILX135322	1/29/1993	Tank	02A
20	TILX135323	2/11/1993	Tank	02A
21	TILX135324	2/11/1993	Tank	02A
22	TILX135325	1/26/1993	Tank	02A
23	TILX135326	1/26/1993	Tank	02A
24	TILX135327	1/29/1993	Tank	02A
25	TILX135328	2/11/1993	Tank	02A
26	TILX135329	2/11/1993	Tank	02A
27	TILX135331	1/26/1993	Tank	02A
28	TILX135332	1/26/1993	Tank	02A
29	TILX135333	2/11/1993	Tank	02A
30	TILX135334	2/11/1993	Tank	02A
31	TILX135335	1/29/1993	Tank	02A
32	TILX135336	1/29/1993	Tank	02A
33	TILX135337	2/11/1993	Tank	02A
34	TILX135338	2/11/1993	Tank	02A
35	TILX135339	1/29/1993	Tank	02A
36	TILX250195	9/30/1997	Tank	SCH 10
37	TILX250202	9/30/1997	Tank	SCH 10
38	TILX250203	9/30/1997	Tank	SCH 10
39	TILX250216	7/29/1998	Tank	SCH 10
40	TILX250223	7/29/1998	Tank	SCH 10

**SCHEDULE 2
LEASES**

**TRLWT
Schedule 2**

ID	Lessee	Rider
1	GAS SUPPLY RESOURCES,LLC	3
2	PARAMOUNT PETROLEUM CORP	2
3	PLAINS MARKETING CANADA LP	2
4	POTASH CORP	2A
5	SHELL CHEMICAL, LP	SCH 10

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: _____

9/27/10



Robert W. Alvord