

RECORDATION NO. 27949 - M
FILED

SEP 30 11 -2 50 PM

SURFACE TRANSPORTATION BOARD

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

September 30, 2011

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

Dear Ms. Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Recordable Release, dated as of September 30, 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 Security Agreement and related documents previously filed with the Board under Recordation Number 27949

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

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 (formerly known as Trinity Rail Leasing Trust II) 2525 Stemmons Freeway Dallas, Texas 75207]

Ms Cynthia T Brown
September 30, 2011
Page 2

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

50 railcars TILX 033680 - TILX 033729

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

Recordable 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,



Edward M Luria

EML/bhs
Enclosures

Recordable Release

SEP 30 '11 -2 50 PM

September 30, 2011

SURFACE TRANSPORTATION BOARD

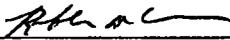
This instrument (this "Release") is being entered into and delivered in connection with (i) the Second Amended and Restated Warehouse Loan Agreement dated as of May 29 2009, among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Warehouse Trust ("TRLWT"), as borrower, Credit Suisse, New York Branch ("CSNYB"), as agent, (CSNYB in such capacity, the "Agent"), Wilmington Trust Company ("WTC"), as Collateral Agent (WTC in such capacity, the "Collateral Agent") and as Depository, and the Lenders party thereto from time to time (the "Warehouse Loan Agreement"); and (ii) the Second Amended and Restated Security Agreement dated as of May 29, 2009, among TRLWT, the Agent and the Collateral Agent (the "Warehouse Security Agreement").

WTC as Collateral Agent currently holds, pursuant to the Warehouse Security Agreement, a security interest granted by TRLWT in the railcars described on the supplements to the Warehouse Security Agreement (such railcars, together with TRLWT'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 the supplements to the Warehouse Security Agreement (the "Leases") (the Railcars and Leases being the "Assets"), to secure TRLWT's obligations under the Warehouse Loan Agreement. CSNYB as Agent consents to TRLWT's disposition of the Assets by sale on or about the date hereof to TLP Rail Trust I ("TLPT I"). WTC as Collateral Agent and CSNYB as Agent, by their respective signatures on this Release, hereby confirm and agree, without recourse to or warranty by the Collateral Agent, the Agent or the Protected Parties (within the meaning of the Warehouse Security Agreement), for the benefit of TRLWT and TLPT I (and its successor and assigns), that all of the Collateral Agent's or Agent's right, title and interest in and to the Assets, whether held pursuant to the 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 Agent

By 
Name **Robbin W. Conner**
Title **Director**

By 
Name **Fred Mastromarino**
Title **Vice President**

WILMINGTON TRUST COMPANY, as
Collateral Agent

By _____
Name:
Title.

ACKNOWLEDGMENT

STATE OF New York)
COUNTY OF Manhattan)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Robin V. Conner, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE, NEW YORK BRANCH, and that ~~she~~ 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 29th day of September, 2011

Notary Public
Lois R. Stellato

MY COMMISSION EXPIRES:
STATE OF New York)
COUNTY OF Manhattan)

LOIS R. STELLATO
NOTARY PUBLIC, STATE OF NY
NO 01ST4711090
QUALIFIED IN RICHMOND COUNTY
CERTIFIED IN MANHATTAN COUNTY
COMMISSION EXPIRES JANUARY 31, 2011 15

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Fred Mastromarino, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that ~~she~~ 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 29th day of September, 2011

Notary Public
Lois R. Stellato

MY COMMISSION EXPIRES

LOIS R. STELLATO
NOTARY PUBLIC, STATE OF NY
NO 01ST4711090
QUALIFIED IN RICHMOND COUNTY
CERTIFIED IN MANHATTAN COUNTY
COMMISSION EXPIRES JANUARY 31, 2011 15

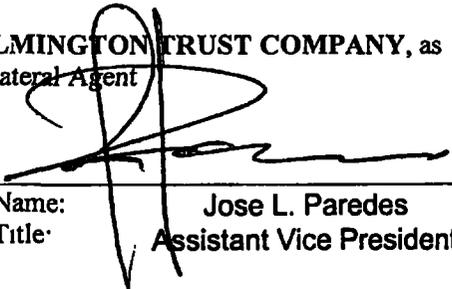
The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH,
as Agent

By: _____
Name:
Title:

By: _____
Name:
Title:

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: 
Name: Jose L. Paredes
Title: Assistant Vice President

ACKNOWLEDGMENT

STATE OF Delaware)
COUNTY OF New Castle)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Joseph P. Pappas, 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 28 day of September, 2011

Notary Public
Patrick A. Kanar

MY COMMISSION EXPIRES.



PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 6, 2012

Schedule 1

Railcars

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX033680	62892	1/27/2011	Freight
2	TILX033681	62892	1/27/2011	Freight
3	TILX033682	62892	1/27/2011	Freight
4	TILX033683	62892	1/27/2011	Freight
5	TILX033684	62892	1/27/2011	Freight
6	TILX033685	62892	1/27/2011	Freight
7	TILX033686	62892	1/27/2011	Freight
8	TILX033687	62892	1/27/2011	Freight
9	TILX033688	62892	1/27/2011	Freight
10	TILX033689	62892	2/9/2011	Freight
11	TILX033690	62892	2/9/2011	Freight
12	TILX033691	62892	1/27/2011	Freight
13	TILX033692	62892	2/9/2011	Freight
14	TILX033693	62892	1/27/2011	Freight
15	TILX033694	62892	2/9/2011	Freight
16	TILX033695	62892	1/27/2011	Freight
17	TILX033696	62892	1/27/2011	Freight
18	TILX033697	62892	1/27/2011	Freight
19	TILX033698	62892	1/27/2011	Freight
20	TILX033699	62892	1/27/2011	Freight
21	TILX033700	62892	1/27/2011	Freight
22	TILX033701	62892	1/27/2011	Freight
23	TILX033702	62892	1/27/2011	Freight
24	TILX033703	62892	1/27/2011	Freight
25	TILX033704	62892	1/27/2011	Freight
26	TILX033705	62892	2/9/2011	Freight
27	TILX033706	62892	1/27/2011	Freight
28	TILX033707	62892	2/9/2011	Freight
29	TILX033708	62892	2/9/2011	Freight
30	TILX033709	62892	2/9/2011	Freight
31	TILX033710	62892	2/9/2011	Freight
32	TILX033711	62892	2/9/2011	Freight
33	TILX033712	62892	1/27/2011	Freight
34	TILX033713	62892	2/9/2011	Freight
35	TILX033714	62892	1/27/2011	Freight
36	TILX033715	62892	1/27/2011	Freight
37	TILX033716	62892	2/9/2011	Freight
38	TILX033717	62892	2/9/2011	Freight
39	TILX033718	62892	1/27/2011	Freight
40	TILX033719	62892	1/27/2011	Freight
41	TILX033720	62892	1/27/2011	Freight
42	TILX033721	62892	2/9/2011	Freight
43	TILX033722	62892	2/9/2011	Freight

44	TILX033723	62892	2/9/2011	Freight
45	TILX033724	62892	2/9/2011	Freight
46	TILX033725	62892	1/27/2011	Freight
47	TILX033726	62892	2/9/2011	Freight
48	TILX033727	62892	1/27/2011	Freight
49	TILX033728	62892	2/9/2011	Freight
50	TILX033729	62892	2/9/2011	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 9/30/11

Edward M Luria
Edward M Luria