

February 24, 2012 02:55 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

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

OF COUNSEL
URBAN A. LESTER

February 24, 2012

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 February 24, 2012, 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
February 24, 2012
Page 2

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

309 railcars: TILX 518893 – TILX 518904 and within the series TILX 638555 – TILX 648343 as more particularly set forth in the attachment to the document.

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

February 24, 2012

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 Depositary, 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").

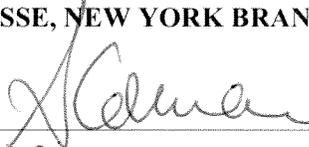
WTC as Collateral Agent currently holds, pursuant to the Warehouse Security Agreement, a security interest granted by TRLWT in the railcars described on the supplements to the Warehouse Security Agreement (such railcars, together with TRLWT's right, title and interest in all components, parts and accessions 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 TRIP Rail Master Funding LLC ("TRIP Rail"). 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 TRIP Rail (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]

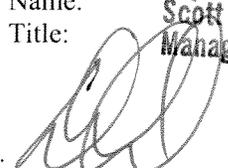
The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH,
as Agent

By: _____

Name: 
Title: **Scott Corman**
Managing Director

By: _____

Name: 
Title: **David Center**
Vice President

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: _____

Name:
Title:

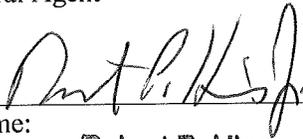
The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE, NEW YORK BRANCH,
as Agent

By: _____
Name:
Title:

By: _____
Name:
Title:

WILMINGTON TRUST COMPANY, as
Collateral Agent

By:  _____
Name:
Title: **Robert P. Hines, Jr.**
Assistant Vice President

ACKNOWLEDGMENT

STATE OF New York)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Scott Corman, 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.

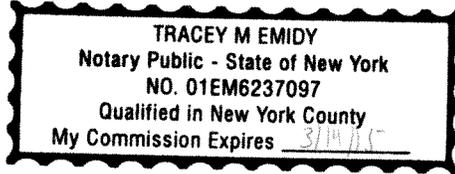
WITNESS my hand and official seal this 23 day of February, 2012.

Notary Public

T. Emidy

MY COMMISSION EXPIRES:

STATE OF New York)
COUNTY OF New York)



BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared David Center, 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 23 day of February, 2012.

Notary Public

T. Emidy

MY COMMISSION EXPIRES:



ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____)

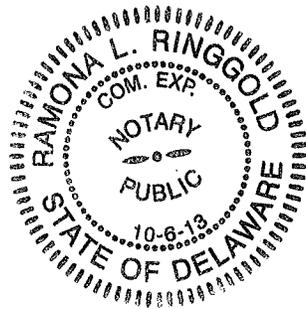
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Robert P. Hines Jr. who upon oath, acknowledged himself to be a Assistant Vice President of WILMINGTON TRUST COMPANY, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes 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 21 day of February, 2012.

Notary Public

Ramona L. Ringgold

MY COMMISSION EXPIRES:



RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

Schedule 1

Railcars

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>	<u>Owner</u>
1	TILX638555	37152	April-07	Freight	TRLWT
2	TILX638558	37152	April-07	Freight	TRLWT
3	TILX638564	37152	April-07	Freight	TRLWT
4	TILX638574	37152	April-07	Freight	TRLWT
5	TILX638579	37152	April-07	Freight	TRLWT
6	TILX638583	37152	April-07	Freight	TRLWT
7	TILX638584	37152	April-07	Freight	TRLWT
8	TILX638586	37152	April-07	Freight	TRLWT
9	TILX638590	37152	April-07	Freight	TRLWT
10	TILX638594	37152	April-07	Freight	TRLWT
11	TILX638596	37152	April-07	Freight	TRLWT
12	TILX638599	37152	April-07	Freight	TRLWT
13	TILX638601	37152	April-07	Freight	TRLWT
14	TILX638614	37152	April-07	Freight	TRLWT
15	TILX638615	37152	April-07	Freight	TRLWT
16	TILX638616	37152	April-07	Freight	TRLWT
17	TILX638635	37152	April-07	Freight	TRLWT
18	TILX638637	37152	April-07	Freight	TRLWT
19	TILX638822	37152	June-07	Freight	TRLWT
20	TILX638840	37152	June-07	Freight	TRLWT
21	TILX638859	37152	June-07	Freight	TRLWT
22	TILX638931	37152	June-07	Freight	TRLWT
23	TILX639015	37152	July-07	Freight	TRLWT
24	TILX639173	37152	March-07	Freight	TRLWT
25	TILX639174	37152	March-07	Freight	TRLWT
26	TILX639176	37152	March-07	Freight	TRLWT
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250	TILX600822	8368	August-10	Tank	TRLWT
251	TILX600823	8368	August-10	Tank	TRLWT
252	TILX600824	8368	August-10	Tank	TRLWT
253	TILX600825	8368	August-10	Tank	TRLWT
254	TILX600826	8368	September- 10	Tank	TRLWT
255	TILX600827	8368	August-10	Tank	TRLWT
256	TILX600828	8368	October-10	Tank	TRLWT
257	TILX600829	8368	October-10	Tank	TRLWT
258	TILX600830	8368	October-10	Tank	TRLWT
259	TILX600831	8368	October-10	Tank	TRLWT
260	TILX600832	8368	October-10	Tank	TRLWT
261	TILX600833	8368	October-10	Tank	TRLWT

262	TILX600834	8368	September-10	Tank	TRLWT
263	TILX600835	8368	October-10	Tank	TRLWT
264	TILX600836	8368	September-10	Tank	TRLWT
265	TILX600837	8368	September-10	Tank	TRLWT
266	TILX600838	8368	September-10	Tank	TRLWT
267	TILX600839	8368	August-10	Tank	TRLWT
268	TILX600840	8368	September-10	Tank	TRLWT
269	TILX600841	8368	September-10	Tank	TRLWT
270	TILX600842	8368	August-10	Tank	TRLWT
271	TILX600843	8368	August-10	Tank	TRLWT
272	TILX600844	8368	August-10	Tank	TRLWT
273	TILX600845	8368	August-10	Tank	TRLWT
274	TILX600846	8368	August-10	Tank	TRLWT
275	TILX600847	8368	September-10	Tank	TRLWT
276	TILX600848	8368	September-10	Tank	TRLWT
277	TILX600849	8368	August-10	Tank	TRLWT
278	TILX600850	8368	September-10	Tank	TRLWT
279	TILX600851	8368	August-10	Tank	TRLWT
280	TILX600852	8368	August-10	Tank	TRLWT
281	TILX600853	8368	September-10	Tank	TRLWT
282	TILX600854	8368	August-10	Tank	TRLWT
283	TILX600855	8368	September-10	Tank	TRLWT
284	TILX600856	8368	September-10	Tank	TRLWT
285	TILX600857	8368	September-10	Tank	TRLWT
286	TILX600858	8368	September-10	Tank	TRLWT
287	TILX600859	8368	September-10	Tank	TRLWT
288	TILX600860	8368	September-10	Tank	TRLWT
289	TILX600861	8368	September-10	Tank	TRLWT
290	TILX600862	8368	September-10	Tank	TRLWT
291	TILX600863	8368	September-10	Tank	TRLWT
292	TILX600864	8368	September-10	Tank	TRLWT
293	TILX600865	8368	September-10	Tank	TRLWT
294	TILX600866	8368	September-10	Tank	TRLWT

295	TILX600867	8368	September-10	Tank	TRLWT
296	TILX600868	8368	September-10	Tank	TRLWT
297	TILX600869	8368	September-10	Tank	TRLWT
298	TILX600870	8368	September-10	Tank	TRLWT
299	TILX600871	8368	September-10	Tank	TRLWT
300	TILX600872	8368	September-10	Tank	TRLWT
301	TILX600873	8368	September-10	Tank	TRLWT
302	TILX600874	8368	September-10	Tank	TRLWT
303	TILX600875	8368	September-10	Tank	TRLWT
304	TILX600876	8368	September-10	Tank	TRLWT
305	TILX600877	8368	September-10	Tank	TRLWT
306	TILX600878	8368	September-10	Tank	TRLWT
307	TILX600879	8368	October-10	Tank	TRLWT
308	TILX600880	8368	September-10	Tank	TRLWT
309	TILX600881	8368	September-10	Tank	TRLWT

Schedule 2

Leases

<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider Number</u>
37152	BUFFALO LAKE ENERGY LLC	2
2739	CARGILL INC	87
8368	OLIN CORPORATION	22
8368	OLIN CORPORATION	24

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: 2-24-12

Edward M Luria

Edward M. Luria