

RECORDATION NO 27949-CC FILED
August 01, 2013 11:40 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

August 1, 2013

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 August 1, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the 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 AG, New York Branch Eleven Madison Avenue New York, New York 10010
Collateral Agent:	Wilmington Trust Company 1100 North Market Street Wilmington, DE 19890
[Borrower:	Trinity Rail Leasing Warehouse Trust, f/k/a Trinity Industries Leasing Trust II) 2525 Stemmons Freeway Dallas, TX 75207]

Section Chief
August 1, 2013
Page 2

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

289 railcars within the series TILX 030138 – TILX 056721, TILX 518748 – TILX 518816, and TILX 638773 – TILX 650804 as more particularly set forth on the attachment to the document.

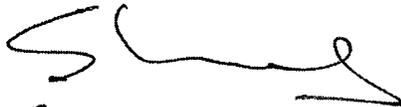
A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

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

August 1, 2013

This instrument (this "Release") is being entered into and delivered in connection with (i) the Third Amendment and Restatement dated as of June 17, 2013 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 AG, 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 Depositary, 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"); (ii) the Third Amendment and Restatement dated as of June 17, 2013 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 and (iii) the Supplement 2002-1A to Amended and Restated Marks Company Trust Agreement dated as of June 27, 2002, between TILC, as Settlor, UTI Trustee, Initial Beneficiary, SUBI Trustee and Servicer thereunder (in such capacity, the "SUBI Trustee") and WTC, as Delaware Trustee thereunder (in such capacity, the "Delaware Trustee") (as modified, supplemented or amended from time to time, the "2002-1A Marks Supplement").

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 Rail Leasing 2012 LLC ("TRL 2012"). 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 TRL 2012 (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

Release by TRLW

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

TRLW, the SUBI Trustee and the Delaware Trustee each hereby consent and agree that as of the date hereof the Marks identified on Schedule 1 hereto (but only as they relate to the railcars described in such Schedule 1) shall be removed from the 2002-1A SUBI Portfolio by deleting such Marks from Schedule I to the 2002-1A Marks Supplement. For the purposes of this release, the terms "Marks" and "2002-1A SUBI Portfolio" used herein shall have the meanings assigned thereto in the 2002-1A Marks Supplement.

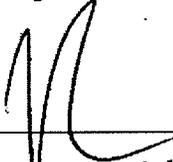
[signatures follow]

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

CREDIT SUISSE AG, NEW YORK BRANCH
as Warehouse Agent and Original Warehouse Agent

By: _____

Its: _____


Jason Ruchelsman
Vice President

By: _____

Its: _____


Michelangelo Raimondi
Vice President

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: _____

Its: _____

TRINITY INDUSTRIES LEASING
COMPANY, as Settlor, UTI Trustee, Initial
Beneficiary and SUBI Trustee

By: _____

Its: _____

WILMINGTON TRUST COMPANY, as
Delaware Trustee

By: _____

Its: _____

Release by TRLW

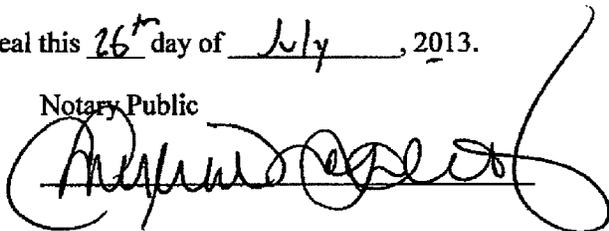
ACKNOWLEDGMENT

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Ivan Ruchelsman, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE AG, 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 AG, NEW YORK BRANCH.

WITNESS my hand and official seal this 26th day of July, 2013.

Notary Public



MY COMMISSION EXPIRES:

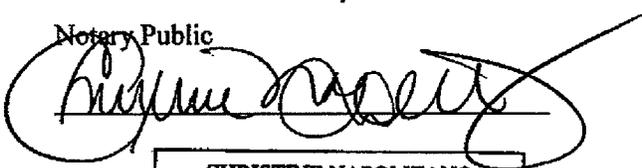
CHRISTINE NAPOLITANO
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01NA6013062
Qualified in New York County
Commission Expires Jan 22, 2015

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Michelangelo Raimondi, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE AG, 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 AG, NEW YORK BRANCH.

WITNESS my hand and official seal this 26th day of July, 2013.

Notary Public



MY COMMISSION EXPIRES:

CHRISTINE NAPOLITANO
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01NA6013062
Qualified in New York County
Commission Expires Jan 22, 2015

Release by TRLW

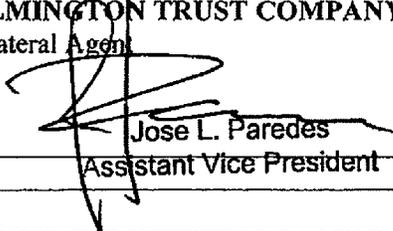
The undersigned have each executed and delivered this Release as of the date first written above.

CREDIT SUISSE AG, NEW YORK BRANCH
as Warehouse Agent and Original Warehouse Agent

By: _____
Its: _____

By: _____
Its: _____

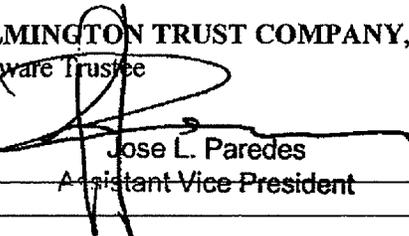
WILMINGTON TRUST COMPANY, as
Collateral Agent

By:  _____
Its: Jose L. Paredes
Assistant Vice President

TRINITY INDUSTRIES LEASING COMPANY, as Settlor, UTI Trustee, Initial Beneficiary and SUBI Trustee

By: _____
Its: _____

WILMINGTON TRUST COMPANY, as
Delaware Trustee

By:  _____
Its: Jose L. Paredes
Assistant Vice President

Release by TRLW

ACKNOWLEDGMENT

STATE OF Delaware)
COUNTY OF New Castle)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jose L. 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 22 day of July, 2013.



Notary Public

Patrick A. Kanar

PATRICK A. KANAR
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 03-08-2014

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

CREDIT SUISSE AG, NEW YORK BRANCH
as Warehouse Agent and Original Warehouse Agent

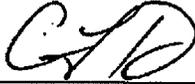
By: _____
Its: _____

By: _____
Its: _____

WILMINGTON TRUST COMPANY, as
Collateral Agent

By: _____
Its: _____

TRINITY INDUSTRIES LEASING
COMPANY, as Settlor, UTI Trustee, Initial
Beneficiary and SUBI Trustee

By:  _____
Its: Vice President _____

WILMINGTON TRUST COMPANY, as
Delaware Trustee

By: _____
Its: _____

Release by TRLW

ACKNOWLEDGMENT

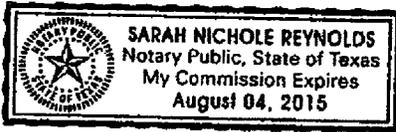
STATE OF Texas)
COUNTY OF Dallas }

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Lance Davis, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING 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 TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 25th day of July, 2013.

Notary Public
Sarah Nichole Reynolds

MY COMMISSION EXPIRES:



**SCHEDULE 1
RAILCARS**

<u>ID</u>	<u>Asset Mark</u>	<u>Car Type</u>
1	TILX030138	Freight
2	TILX030142	Freight
3	TILX030144	Freight
4	TILX030145	Freight
5	TILX030146	Freight
6	TILX030147	Freight
7	TILX030148	Freight
8	TILX030150	Freight
9	TILX030152	Freight
10	TILX030154	Freight
11	TILX030157	Freight
12	TILX030158	Freight
13	TILX030159	Freight
14	TILX030161	Freight
15	TILX030162	Freight
16	TILX030163	Freight
17	TILX030164	Freight
18	TILX030165	Freight
19	TILX030166	Freight
20	TILX030167	Freight
21	TILX030168	Freight
22	TILX030169	Freight
23	TILX030170	Freight
24	TILX030171	Freight
25	TILX030172	Freight
26	TILX030173	Freight
27	TILX030174	Freight
28	TILX030175	Freight
29	TILX030176	Freight
30	TILX030178	Freight
31	TILX030179	Freight
32	TILX030180	Freight
33	TILX030181	Freight
34	TILX030183	Freight
35	TILX030185	Freight
36	TILX030186	Freight
37	TILX030188	Freight
38	TILX030190	Freight
39	TILX030191	Freight
40	TILX030192	Freight
41	TILX030193	Freight
42	TILX030194	Freight
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44	TILX030197	Freight
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47	TILX056712	Freight
48	TILX056713	Freight
49	TILX056714	Freight
50	TILX056715	Freight

<u>ID</u>	<u>Asset Mark</u>	<u>Car Type</u>
51	TILX056716	Freight
52	TILX056717	Freight
53	TILX056718	Freight
54	TILX056719	Freight
55	TILX056720	Freight
56	TILX056721	Freight
57	TILX518748	Freight
58	TILX518749	Freight
59	TILX518750	Freight
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68	TILX518775	Freight
69	TILX518776	Freight
70	TILX518779	Freight
71	TILX518781	Freight
72	TILX518790	Freight
73	TILX518791	Freight
74	TILX518795	Freight
75	TILX518796	Freight
76	TILX518798	Freight
77	TILX518812	Freight
78	TILX518813	Freight
79	TILX518814	Freight
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81	TILX518816	Freight
82	TILX638773	Freight
83	TILX638939	Freight
84	TILX638949	Freight
85	TILX639004	Freight
86	TILX639013	Freight
87	TILX640051	Freight
88	TILX640125	Freight
89	TILX640200	Freight
90	TILX640251	Freight
91	TILX640261	Freight
92	TILX640266	Freight
93	TILX640387	Freight
94	TILX640444	Freight
95	TILX640448	Freight
96	TILX640465	Freight
97	TILX640485	Freight
98	TILX640486	Freight
99	TILX642255	Freight
100	TILX645920	Freight
101	TILX645921	Freight
102	TILX645922	Freight
103	TILX645923	Freight
104	TILX645924	Freight
105	TILX645925	Freight

<u>ID</u>	<u>Asset Mark</u>	<u>Car Type</u>
106	TILX648313	Freight
107	TILX648326	Freight
108	TILX648330	Freight
109	TILX648331	Freight
110	TILX648334	Freight
111	TILX648335	Freight
112	TILX648341	Freight
113	TILX648345	Freight
114	TILX648348	Freight
115	TILX650630	Freight
116	TILX650631	Freight
117	TILX650632	Freight
118	TILX650633	Freight
119	TILX650634	Freight
120	TILX650635	Freight
121	TILX650636	Freight
122	TILX650637	Freight
123	TILX650638	Freight
124	TILX650639	Freight
125	TILX650640	Freight
126	TILX650641	Freight
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128	TILX650643	Freight
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131	TILX650646	Freight
132	TILX650647	Freight
133	TILX650648	Freight
134	TILX650649	Freight
135	TILX650650	Freight
136	TILX650651	Freight
137	TILX650652	Freight
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152	TILX650667	Freight
153	TILX650668	Freight
154	TILX650669	Freight
155	TILX650670	Freight
156	TILX650671	Freight
157	TILX650672	Freight
158	TILX650673	Freight
159	TILX650674	Freight
160	TILX650675	Freight

<u>ID</u>	<u>Asset Mark</u>	<u>Car Type</u>
161	TILX650676	Freight
162	TILX650677	Freight
163	TILX650678	Freight
164	TILX650679	Freight
165	TILX650680	Freight
166	TILX650681	Freight
167	TILX650682	Freight
168	TILX650683	Freight
169	TILX650684	Freight
170	TILX650685	Freight
171	TILX650686	Freight
172	TILX650687	Freight
173	TILX650688	Freight
174	TILX650689	Freight
175	TILX650690	Freight
176	TILX650691	Freight
177	TILX650692	Freight
178	TILX650693	Freight
179	TILX650694	Freight
180	TILX650695	Freight
181	TILX650696	Freight
182	TILX650697	Freight
183	TILX650698	Freight
184	TILX650699	Freight
185	TILX650700	Freight
186	TILX650701	Freight
187	TILX650702	Freight
188	TILX650703	Freight
189	TILX650704	Freight
190	TILX650705	Freight
191	TILX650706	Freight
192	TILX650707	Freight
193	TILX650708	Freight
194	TILX650709	Freight
195	TILX650710	Freight
196	TILX650711	Freight
197	TILX650712	Freight
198	TILX650713	Freight
199	TILX650714	Freight
200	TILX650715	Freight
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203	TILX650718	Freight
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211	TILX650726	Freight
212	TILX650727	Freight
213	TILX650728	Freight
214	TILX650729	Freight
215	TILX650730	Freight

<u>ID</u>	<u>Asset Mark</u>	<u>Car Type</u>
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218	TILX650733	Freight
219	TILX650734	Freight
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244	TILX650759	Freight
245	TILX650760	Freight
246	TILX650761	Freight
247	TILX650762	Freight
248	TILX650763	Freight
249	TILX650764	Freight
250	TILX650765	Freight
251	TILX650766	Freight
252	TILX650767	Freight
253	TILX650768	Freight
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258	TILX650773	Freight
259	TILX650774	Freight
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261	TILX650776	Freight
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264	TILX650779	Freight
265	TILX650780	Freight
266	TILX650781	Freight
267	TILX650782	Freight
268	TILX650783	Freight
269	TILX650784	Freight
270	TILX650785	Freight

<u>ID</u>	<u>Asset Mark</u>	<u>Car Type</u>
271	TILX650786	Freight
272	TILX650787	Freight
273	TILX650788	Freight
274	TILX650789	Freight
275	TILX650790	Freight
276	TILX650791	Freight
277	TILX650792	Freight
278	TILX650793	Freight
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280	TILX650795	Freight
281	TILX650796	Freight
282	TILX650797	Freight
283	TILX650798	Freight
284	TILX650799	Freight
285	TILX650800	Freight
286	TILX650801	Freight
287	TILX650802	Freight
288	TILX650803	Freight
289	TILX650804	Freight

SCHEDULE 2

LEASES

1. Sixteen (16) units identified with marks TILX 642255, 645920, 645921, 645922, 645923, 645924, 645925, 648313, 648326, 648330, 648331, 648334, 648335, 648341, 648345, and 648348 leased pursuant to Rider One (1) dated October 28, 2011 to that certain Railroad Car Lease Agreement dated September 16, 2009 between Trinity Industries Leasing Company and Amazing Energy Denison, LLC, as assigned to The Andersons Denison Ethanol LLC pursuant to the Assignment and Assumption Agreement and Consent to Assign dated May 1, 2012.

2. Nineteen (19) units identified with marks TILX 30146, 30148, 30150, 30152, 30154, 30157, 30161, 30162, 30163, 30168, 30169, 30171, 30172, 30174, 30179, 30188, 30192, 30194, and 30197 leased pursuant to Rider Two (2) dated November 2, 2010 to that certain Railroad Car Lease Agreement dated September 7, 2010 between Trinity Industries Leasing Company and Baker Hughes Oilfield Operations, Inc.

3. One Hundred Eighty (180) units identified with marks TILX 650630-650804, 638939, 638949, 640051, 640200, and 640251 leased pursuant to Rider One (1) dated July 9, 2008 to that certain Railroad Car Lease Agreement dated July 9, 2008 between Trinity Industries Leasing Company and Cardinal Ethanol, LLC.

4. Twenty-Five (25) units identified with marks TILX 30138, 30142, 30144, 30145, 30147, 30158, 30159, 30164, 30165, 30166, 30167, 30170, 30173, 30175, 30176, 30178, 30180, 30181, 30183, 30185, 30186, 30190, 30191, 30193, and 30196 leased pursuant to Rider One (1) dated December 13, 2010 to that certain Railroad Car Lease Agreement dated December 13, 2010 between TrinityRail Canada, Inc. and Federal White Cement Marketing, Inc. f/k/a Federal White Cement, Ltd.

5. Twenty-Five (25) units identified with marks TILX 518748, 518749, 518750, 518751, 518752, 518753, 518754, 518755, 518756, 518757, 518766, 518775, 518776, 518779, 518781, 518790, 518791, 518795, 518796, 518798, 518812, 518813, 518814, 518815, and 518816 leased pursuant to Rider Three (3) dated December 30, 2010 to that certain Railroad Car Lease Agreement dated December 7, 2010 between Trinity Industries Leasing Company and Louisiana Sugar Refining, LLC.

6. Twelve (12) units identified with marks TILX 56710, 56711, 56712, 56713, 56714, 56715, 56716, 56717, 56718, 56719, 56720, and 56721 leased pursuant to Rider Thirteen (13) dated August 17, 2011 to that certain Railroad Car Lease Agreement dated August 16, 1988 between Trinity Industries Leasing Company and Tate & Lyle Ingredients Americas, Inc.

7. Twelve (12) units identified with marks TILX 638773, 639004, 639013, 640125, 640261, 640266, 640387, 640444, 640448, 640465, 640485, and 640486 leased pursuant to Rider Nine (9) dated January 1, 2012 to that certain Railroad Car Lease Agreement dated July 8, 2008 between Trinity Industries Leasing Company and Wilbur-Ellis Company.

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: 8/1/13

Edward M Luria
Edward M. Luria