

RECORDATION NO 28074-M FILED  
January 28, 2014 03:55 PM  
SURFACE TRANSPORTATION BOARD

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

January 28, 2014

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 January 28, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 28074.

The name and address of the party to the enclosed document are:

Indenture Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001

[Issuer: Trinity Rail Leasing VII LLC  
2525 Stemmons Freeway  
Dallas, TX 75207]

Section Chief  
January 28, 2014  
Page 2

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

Railcars RELEASED: TILX 197255 - TILX 197304 and within the series TILX 193077 - TILX 193115 and TILX 198760 – TILX 198909 as set forth in 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 \$44.00 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

RECORDATION NO 28074-M FILED  
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SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing VII LLC Sale of Railcars**

January 28, 2014

This instrument (this "**Release**") is being entered into and delivered in connection with a Permitted Railcar Disposition contemplated under the Indenture (the "**Indenture**"), dated as of November 5, 2009, between Trinity Rail Leasing VII LLC ("**TRL VII**") and Wilmington Trust Company ("**WTC**") as indenture trustee (WTC in such capacity the "**Indenture Trustee**").

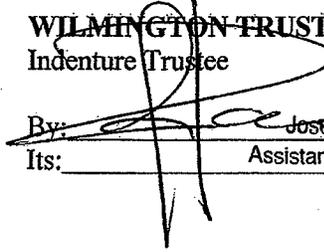
The Memorandum of Indenture between TRL VII and WTC as Indenture Trustee dated as of November 5, 2009 was filed and recorded on November 5, 2009 with the Surface Transportation Board and assigned recordation No. 28074.

WTC as Indenture Trustee currently holds, pursuant to the Indenture, a security interest granted by TRL VII in the railcars described on Schedule 1 hereto (such railcars, together with TRL VII's right, title and interest in all components, parts and accessions to such railcars and in all equipment attached or related thereto, and all manufacturer's warranties outstanding in connection therewith, being the "**Railcars**") and the related lease thereof described on Schedule 2 hereto (the "**Lease**") (the Railcars and Lease being the "**Assets**"), as security for TRL VII's Secured Obligations under (and as defined in) the Indenture. WTC as Indenture Trustee has been notified by TRL VII of a sale of TRL VII's interest in the Railcars to the applicable lessee ("**Buyer**") in connection with a Permitted Discretionary Sale. WTC as Indenture Trustee, by its signature on this Release, hereby confirms and agrees, without recourse to or warranty by the Indenture Trustee or any Secured Party (within the meaning of the Indenture), for the benefit of TRL VII and Buyer (and its successor and assigns), that all of the Indenture Trustee's right, title and interest in and to the Assets, whether held pursuant to the Indenture or otherwise, is released and of no further effect.

[signatures follow]

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

**WILMINGTON TRUST COMPANY, as**  
Indenture Trustee

By:  Jose L. Paredes  
Its: Assistant Vice President

ACKNOWLEDGMENT

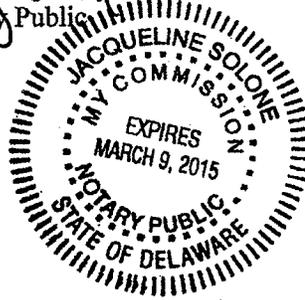
STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE )

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 24<sup>th</sup> day of Jan, 2014

Jacqueline Solone  
Notary Public

MY COMMISSION EXPIRES  
JACQUELINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires March 9, 2015



STATE OF Delaware )  
 )  
COUNTY OF New Castle )

Schedule 1

Description of Released Railcar

TILX193077	TILX197277	TILX198773	TILX198815
TILX193078	TILX197278	TILX198774	TILX198816
TILX193079	TILX197279	TILX198775	TILX198817
TILX193081	TILX197280	TILX198776	TILX198818
TILX193084	TILX197281	TILX198777	TILX198819
TILX193090	TILX197282	TILX198778	TILX198820
TILX193091	TILX197283	TILX198779	TILX198821
TILX193094	TILX197284	TILX198780	TILX198822
TILX193100	TILX197285	TILX198781	TILX198823
TILX193101	TILX197286	TILX198782	TILX198824
TILX193102	TILX197287	TILX198783	TILX198825
TILX193103	TILX197288	TILX198784	TILX198826
TILX193104	TILX197289	TILX198785	TILX198827
TILX193105	TILX197290	TILX198786	TILX198828
TILX193108	TILX197291	TILX198787	TILX198829
TILX193109	TILX197292	TILX198788	TILX198830
TILX193111	TILX197293	TILX198789	TILX198831
TILX193113	TILX197294	TILX198790	TILX198832
TILX193115	TILX197295	TILX198792	TILX198833
TILX197255	TILX197296	TILX198793	TILX198834
TILX197256	TILX197297	TILX198794	TILX198835
TILX197257	TILX197298	TILX198795	TILX198836
TILX197258	TILX197299	TILX198796	TILX198837
TILX197259	TILX197300	TILX198797	TILX198838
TILX197260	TILX197301	TILX198798	TILX198839
TILX197261	TILX197302	TILX198799	TILX198840
TILX197262	TILX197303	TILX198800	TILX198841
TILX197263	TILX197304	TILX198801	TILX198842
TILX197264	TILX198760	TILX198802	TILX198843
TILX197265	TILX198761	TILX198803	TILX198844
TILX197266	TILX198762	TILX198804	TILX198845
TILX197267	TILX198763	TILX198805	TILX198846
TILX197268	TILX198764	TILX198806	TILX198847
TILX197269	TILX198765	TILX198807	TILX198848
TILX197270	TILX198766	TILX198808	TILX198849
TILX197271	TILX198767	TILX198809	TILX198850
TILX197272	TILX198768	TILX198810	TILX198851
TILX197273	TILX198769	TILX198811	TILX198852
TILX197274	TILX198770	TILX198812	TILX198853
TILX197275	TILX198771	TILX198813	TILX198854
TILX197276	TILX198772	TILX198814	TILX198855

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Schedule 2

The Lease

Rider Fifty-One (51) to Railroad Car Lease Agreement dated July 10, 2012 between Trinity Industries Leasing Company, as manager for the benefit of Trinity Rail Leasing VII LLC, and ADM Transportation Company;

Rider Seventeen (17) to Railroad Car Lease Agreement dated December 29, 2008 between Trinity Industries Leasing Company, as manager for the benefit of Trinity Rail Leasing VII LLC, and RPMG, Inc.;

Rider One (1) to Railroad Car Lease Agreement dated January 1, 2013 between Trinity Industries Leasing Company, as manager for the benefit of Trinity Rail Leasing VII LLC, and Bonanza Bioenergy, LLC; and

Rider One (1) to Railroad Car Lease Agreement dated March 24, 2013 between Trinity Industries Leasing Company, as manager for the benefit of Trinity Rail Leasing VII LLC, and Hereford Renewable Energy, LLC.

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: 4/28/14

Edward M Luria  
Edward M. Luria