

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

February 21, 2014

Chief of the 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 Recordable Release, dated February 21, 2014, 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, 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

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

273 railcars RELEASED:

TILX 32700 – TILX 32704
TILX 33660 – TILX 33998 (not inclusive)
TILX 201831 – TILX 201833
TILX 328686 – TILX 328735
TILX 331311 – TILX 331335
TILX 601035 – TILX 601038
TILX 601041

as 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 \$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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

Recordable Release

February 21, 2014

This instrument (this "Release") is being entered into and delivered in connection with (i) Third Amended and Restated Warehouse Loan Agreement dated as of June 17, 2013, 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 (as amended, supplemented and modified from time to time, 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 Trinity Rail Leasing VII LLC ("TRL VII"). 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 TRL VII (and its successor and assigns), that all of the Collateral Agent's or Agent's right, title and interest in and to the Assets identified on Schedules 1 and 2 hereto, 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: Jason Ruchelsman
Title: Vice President

By: _____
Name: Jason Muncy
Title: 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: Jose L. Paredes
Title: 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 Jason Richelsman, 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 19th day of February, 2014.

Notary Public

Arthur A. Loskove

ARTHUR A. LOSKOVE
Notary Public, State of New York
No. 02LO6177589
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 13, 2015

MY COMMISSION EXPIRES:

STATE OF New York)
)
COUNTY OF New York)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jason Muncy, 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 19th day of February, 2014.

Notary Public

Arthur A. Loskove

ARTHUR A. LOSKOVE
Notary Public, State of New York
No. 02LO6177589
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 13, 2015

MY COMMISSION EXPIRES:

ACKNOWLEDGMENT

STATE OF State of Delaware)
)
COUNTY OF New Castle County)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared José 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 11th day of February, 2014.

Notary Public

Vernessa E. Robinson

VERNESSA E. ROBINSON
Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2014

MY COMMISSION EXPIRES



Car Mark	Seller	Purchaser	Lease	Customer	Rider
TILX328729	TRL2	TRL7	D & I SILICA, LLC 02.0	D & I SILICA, LLC	02.0
TILX328730	TRL2	TRL7	D & I SILICA, LLC 02.0	D & I SILICA, LLC	02.0
TILX328731	TRL2	TRL7	D & I SILICA, LLC 02.0	D & I SILICA, LLC	02.0
TILX328732	TRL2	TRL7	D & I SILICA, LLC 02.0	D & I SILICA, LLC	02.0
TILX328733	TRL2	TRL7	D & I SILICA, LLC 02.0	D & I SILICA, LLC	02.0
TILX328734	TRL2	TRL7	D & I SILICA, LLC 02.0	D & I SILICA, LLC	02.0
TILX328735	TRL2	TRL7	D & I SILICA, LLC 02.0	D & I SILICA, LLC	02.0
TILX601035	TRL2	TRL7	E I DUPONT DE NEMOURS 54.0	E I DUPONT DE NEMOURS	54.0
TILX601036	TRL2	TRL7	E I DUPONT DE NEMOURS 54.0	E I DUPONT DE NEMOURS	54.0
TILX601037	TRL2	TRL7	E I DUPONT DE NEMOURS 54.0	E I DUPONT DE NEMOURS	54.0
TILX601038	TRL2	TRL7	E I DUPONT DE NEMOURS 54.0	E I DUPONT DE NEMOURS	54.0
TILX601041	TRL2	TRL7	E I DUPONT DE NEMOURS 54.0	E I DUPONT DE NEMOURS	54.0
TILX032700	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX032701	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX032702	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX032703	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX032704	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033660	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033661	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033662	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033663	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033664	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033665	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033666	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033667	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033668	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033669	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033670	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033671	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033672	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033673	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033674	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0

Car Mark	Seller	Purchaser	Lease	Customer	Rider
TILX033991	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033992	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033993	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033994	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033995	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033996	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033997	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX033998	TRL2	TRL7	HALLIBURTON ENERGY SERVICES INC 01.0	HALLIBURTON ENERGY SERVICES INC	01.0
TILX201831	TRL2	TRL7	HYDRITE CHEMICAL CO 04.0	HYDRITE CHEMICAL CO	04.0
TILX201832	TRL2	TRL7	HYDRITE CHEMICAL CO 04.0	HYDRITE CHEMICAL CO	04.0
TILX201833	TRL2	TRL7	HYDRITE CHEMICAL CO 04.0	HYDRITE CHEMICAL CO	04.0
TILX331311	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331312	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331313	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331314	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331315	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331316	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331317	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331318	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331319	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331320	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331321	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331322	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331323	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331324	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331325	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331326	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331327	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331328	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331329	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331330	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331331	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331332	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331333	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331334	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0
TILX331335	TRL2	TRL7	MISSISSIPPI SAND, LLC 03.0	MISSISSIPPI SAND, LLC	03.0

Schedule 2

Leases

1. Rider Two (2) to Railroad Car Lease Agreement dated as of March 15, 2011 between Trinity Industries Leasing Company and D & I Silica, LLC., as lessee;
2. Rider Fifty-Four (54) to Master Railcar Lease Agreement dated as of September 11, 2013 between Trinity Industries Leasing Company and E.I. Du Pont De Nemours and Company, as lessee;
3. Rider One (1) to Railroad Car Lease Agreement dated as of January 24, 2011 between Trinity Industries Leasing Company and Halliburton Company, as lessee;
4. Rider Four (4) to Railroad Car Lease Agreement dated as of March 17, 2011 between Trinity Industries Leasing Company and Hydrite Chemical Co., as lessee; and
5. Rider Three (3) to Railroad Car Lease Agreement dated as of January 5, 2012 between Trinity Industries Leasing Company and Mississippi Sand, LLC., as lessee;

each of the foregoing as amended, supplemented, modified and assigned from time to time, but solely as they relate to the Railcars.

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: 2/21/14

Edward M Luria
Edward M. Luria