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

June 29, 2015

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 June 29, 2015, 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  
June 29, 2015  
Page 2

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

Railcars RELEASED within the series TILX 054505 – TILX 054989 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 \$43.00 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/sem  
Enclosures

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

June 29, 2015

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 26<sup>th</sup> day of June, 2015.

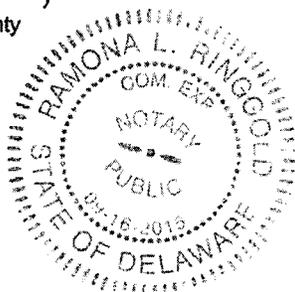
Ramona L. Ringgold  
Notary Public

MY COMMISSION EXPIRES:

\_\_\_\_\_

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

RAMONA L. RINGGOLD  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 09-16-2015



Schedule 1

Description of Released Railcars

TILX054505	TILX054547	TILX054588	TILX054780
TILX054506	TILX054548	TILX054589	TILX054781
TILX054507	TILX054549	TILX054590	TILX054782
TILX054508	TILX054550	TILX054591	TILX054783
TILX054510	TILX054551	TILX054592	TILX054784
TILX054511	TILX054552	TILX054593	TILX054785
TILX054512	TILX054553	TILX054594	TILX054786
TILX054513	TILX054554	TILX054595	TILX054787
TILX054514	TILX054555	TILX054596	TILX054788
TILX054515	TILX054556	TILX054597	TILX054789
TILX054516	TILX054557	TILX054598	TILX054790
TILX054517	TILX054558	TILX054600	TILX054791
TILX054518	TILX054559	TILX054601	TILX054792
TILX054519	TILX054560	TILX054602	TILX054793
TILX054520	TILX054561	TILX054603	TILX054794
TILX054521	TILX054562	TILX054604	TILX054795
TILX054522	TILX054563	TILX054605	TILX054796
TILX054523	TILX054564	TILX054606	TILX054797
TILX054524	TILX054565	TILX054607	TILX054798
TILX054525	TILX054566	TILX054608	TILX054799
TILX054526	TILX054567	TILX054609	TILX054800
TILX054527	TILX054568	TILX054610	TILX054801
TILX054528	TILX054569	TILX054611	TILX054802
TILX054529	TILX054570	TILX054762	TILX054803
TILX054530	TILX054571	TILX054763	TILX054804
TILX054531	TILX054572	TILX054764	TILX054805
TILX054532	TILX054573	TILX054765	TILX054806
TILX054533	TILX054574	TILX054766	TILX054807
TILX054534	TILX054575	TILX054767	TILX054808
TILX054535	TILX054576	TILX054768	TILX054809
TILX054536	TILX054577	TILX054769	TILX054810
TILX054537	TILX054578	TILX054770	TILX054811
TILX054538	TILX054579	TILX054771	TILX054812
TILX054539	TILX054580	TILX054772	TILX054813
TILX054540	TILX054581	TILX054773	TILX054814
TILX054541	TILX054582	TILX054774	TILX054815
TILX054542	TILX054583	TILX054775	TILX054816
TILX054543	TILX054584	TILX054776	TILX054817
TILX054544	TILX054585	TILX054777	TILX054818
TILX054545	TILX054586	TILX054778	TILX054819
TILX054546	TILX054587	TILX054779	TILX054820

TILX054821	TILX054866	TILX054911	TILX054957
TILX054822	TILX054867	TILX054912	TILX054958
TILX054823	TILX054868	TILX054913	TILX054959
TILX054824	TILX054869	TILX054914	TILX054960
TILX054825	TILX054870	TILX054915	TILX054961
TILX054826	TILX054871	TILX054916	TILX054962
TILX054827	TILX054872	TILX054917	TILX054963
TILX054828	TILX054873	TILX054918	TILX054964
TILX054829	TILX054874	TILX054919	TILX054965
TILX054830	TILX054875	TILX054920	TILX054966
TILX054831	TILX054876	TILX054921	TILX054967
TILX054832	TILX054877	TILX054922	TILX054968
TILX054833	TILX054878	TILX054923	TILX054969
TILX054834	TILX054879	TILX054924	TILX054970
TILX054835	TILX054880	TILX054925	TILX054971
TILX054836	TILX054881	TILX054926	TILX054972
TILX054837	TILX054882	TILX054927	TILX054973
TILX054838	TILX054883	TILX054928	TILX054974
TILX054839	TILX054884	TILX054929	TILX054975
TILX054840	TILX054885	TILX054930	TILX054976
TILX054841	TILX054886	TILX054931	TILX054977
TILX054842	TILX054887	TILX054932	TILX054978
TILX054843	TILX054888	TILX054933	TILX054979
TILX054844	TILX054889	TILX054934	TILX054980
TILX054845	TILX054890	TILX054935	TILX054981
TILX054846	TILX054891	TILX054936	TILX054982
TILX054847	TILX054892	TILX054937	TILX054983
TILX054848	TILX054893	TILX054938	TILX054984
TILX054849	TILX054894	TILX054940	TILX054985
TILX054850	TILX054895	TILX054941	TILX054986
TILX054851	TILX054896	TILX054942	TILX054987
TILX054852	TILX054897	TILX054943	TILX054988
TILX054853	TILX054898	TILX054944	TILX054989
TILX054854	TILX054899	TILX054945	
TILX054855	TILX054900	TILX054946	
TILX054856	TILX054901	TILX054947	
TILX054857	TILX054902	TILX054948	
TILX054858	TILX054903	TILX054949	
TILX054859	TILX054904	TILX054950	
TILX054860	TILX054905	TILX054951	
TILX054861	TILX054906	TILX054952	
TILX054862	TILX054907	TILX054953	
TILX054863	TILX054908	TILX054954	
TILX054864	TILX054909	TILX054955	
TILX054865	TILX054910	TILX054956	

## Schedule 2

### The Lease

Rider Fifteen (15) to Railroad Car Lease Agreement dated September 28, 2012 between Trinity Industries Leasing Company, as manager for the benefit of Trinity Rail Leasing VII LLC, and AG Processing Inc. a cooperative;

Rider Seventeen (17) to Railroad Car Lease Agreement dated December 1, 2014 between Trinity Industries Leasing Company, as manager for the benefit of Trinity Rail Leasing VII LLC, and AG Processing Inc. a cooperative;

Rider Thirty-One (31) to Railroad Car Lease Agreement dated December 1, 2014 between Trinity Industries Leasing Company, as manager for the benefit of Trinity Rail Leasing VII LLC, and AG Processing Inc. a cooperative;

Rider Thirty-Two (32) to Railroad Car Lease Agreement dated December 1, 2014 between Trinity Industries Leasing Company, as manager for the benefit of Trinity Rail Leasing VII LLC, and AG Processing Inc. a cooperative; and

Rider Thirty-Three (33) to Railroad Car Lease Agreement dated December 1, 2014 between Trinity Industries Leasing Company, as manager for the benefit of Trinity Rail Leasing VII LLC, and AG Processing Inc. a cooperative.

**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: June 29, 2015      *Edward M Luria*  
Edward M. Luria