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

June 3, 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 June 3, 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  
June 3, 2014  
Page 2

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

Railcars RELEASED within the series AMTK 71203 – AMTK 71299 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

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

June 3, 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**").

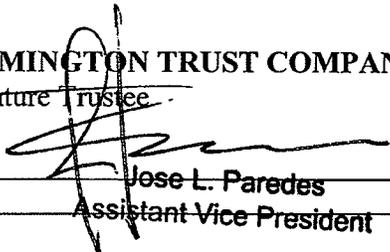
The Memorandum of Indenture between TRL VII and WTC as Indenture Trustee dated as of November 5, 2009 was filed and recorded on November 5, 2009 with the Surface Transportation Board and assigned recordation No. 28074.

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 Purchase Option. 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:  \_\_\_\_\_  
Its: Jose L. Paredes  
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 30 day of May 2014.

*Patrick A. Kanar*  
Notary Public



PATRICK A. KANAR  
Notary Public  
STATE OF DELAWARE  
My Commission Expires 2-6-2016

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE )

Schedule 1

Description of Released Railcars

AMTK071203	AMTK071272
AMTK071204	AMTK071273
AMTK071207	AMTK071274
AMTK071208	AMTK071275
AMTK071209	AMTK071276
AMTK071211	AMTK071277
AMTK071213	AMTK071278
AMTK071216	AMTK071280
AMTK071217	AMTK071281
AMTK071218	AMTK071282
AMTK071220	AMTK071283
AMTK071221	AMTK071284
AMTK071222	AMTK071286
AMTK071225	AMTK071287
AMTK071228	AMTK071288
AMTK071229	AMTK071289
AMTK071231	AMTK071290
AMTK071232	AMTK071293
AMTK071233	AMTK071294
AMTK071234	AMTK071295
AMTK071235	AMTK071296
AMTK071238	AMTK071297
AMTK071240	AMTK071298
AMTK071241	AMTK071299
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AMTK071259	
AMTK071260	
AMTK071262	
AMTK071263	
AMTK071267	
AMTK071270	

## Schedule 2

### The Lease

Lease of Railroad Equipment dated as of December 5, 2001 between Trinity Industries Leasing Company and National Railroad Passenger Corporation, as supplemented by that Lease Supplement No. 1 (Amtrak Lease No. T-1) dated as of December 5, 2001 and Lease Supplement No. 2 (Amtrak Lease No. T-1) dated as of March 6, 2002, each as amended, supplemented, modified and assigned from time to time, but solely to the extent relating to the foregoing 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: 6/3/14

Edward M Luria  
Edward M. Luria