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ROBERT W. ALVORD (2011)

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September 29, 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 September 29, 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

Chief of the Section of Administration

September 29, 2014

Page 2

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

150 railcars RELEASED: TILX 65585 – TILX 65735 (excluding TILX 65691).

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

Recordable 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**Recordable Release**

September 29, 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 Element Rail LLC ("Element Rail"). 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 Element Rail (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: \_\_\_\_\_  
Title: **Oliver Nisenson**  
**Director**

By:   
Name: \_\_\_\_\_  
Title: **Jason Muncy**  
**Vice President**

**WILMINGTON TRUST COMPANY,** as  
Collateral Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

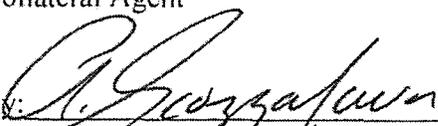
The undersigned have each executed and delivered this Release as of the date first written above.

**CREDIT SUISSE, NEW YORK BRANCH,**  
as Agent

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

**WILMINGTON TRUST COMPANY,** as  
Collateral Agent

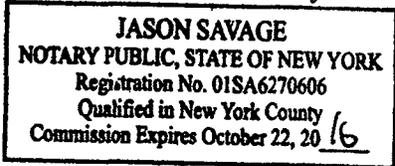
By:  \_\_\_\_\_  
Name: Adam B. Scozzafava  
Title: Vice President

ACKNOWLEDGMENT

STATE OF NY )  
 )  
COUNTY OF New York )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Oliver Nifenson, who upon oath, acknowledged himself to be a Director 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 25<sup>th</sup> day of September, 2014.



Notary Public

Jason Savage

MY COMMISSION EXPIRES:

STATE OF NY )  
 )  
COUNTY OF New York )

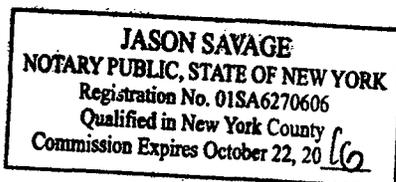
BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Jason Muncy, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein 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 25<sup>th</sup> day of September, 2014.

Notary Public

Jason Savage

MY COMMISSION EXPIRES:

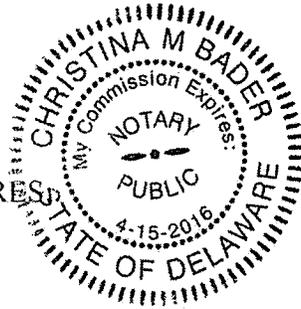


ACKNOWLEDGMENT

STATE OF Delaware )  
 )  
COUNTY OF New Castle )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Adam B. Scozzafava, who upon oath, acknowledged himself to be a 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 23<sup>rd</sup> day of September, 2014.



Notary Public

Christina M. Bader

MY COMMISSION EXPIRES

CHRISTINA M BADER  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 04-15-2016

**Schedule 1**

**Railcars**

<b>Asset Mark</b>	<b>Car Mark</b>	<b>Car Number</b>	<b>Car Owner</b>
TILX065585	TILX	65585	TRL2
TILX065586	TILX	65586	TRL2
TILX065587	TILX	65587	TRL2
TILX065588	TILX	65588	TRL2
TILX065589	TILX	65589	TRL2
TILX065590	TILX	65590	TRL2
TILX065591	TILX	65591	TRL2
TILX065592	TILX	65592	TRL2
TILX065593	TILX	65593	TRL2
TILX065594	TILX	65594	TRL2
TILX065595	TILX	65595	TRL2
TILX065596	TILX	65596	TRL2
TILX065597	TILX	65597	TRL2
TILX065598	TILX	65598	TRL2
TILX065599	TILX	65599	TRL2
TILX065600	TILX	65600	TRL2
TILX065601	TILX	65601	TRL2
TILX065602	TILX	65602	TRL2
TILX065603	TILX	65603	TRL2
TILX065604	TILX	65604	TRL2
TILX065605	TILX	65605	TRL2
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TILX065611	TILX	65611	TRL2
TILX065612	TILX	65612	TRL2
TILX065613	TILX	65613	TRL2
TILX065614	TILX	65614	TRL2
TILX065615	TILX	65615	TRL2
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TILX065617	TILX	65617	TRL2
TILX065618	TILX	65618	TRL2
TILX065619	TILX	65619	TRL2
TILX065620	TILX	65620	TRL2
TILX065621	TILX	65621	TRL2
TILX065622	TILX	65622	TRL2

Asset Mark	Car Mark	Car Number	Car Owner
TILX065623	TILX	65623	TRL2
TILX065624	TILX	65624	TRL2
TILX065625	TILX	65625	TRL2
TILX065626	TILX	65626	TRL2
TILX065627	TILX	65627	TRL2
TILX065628	TILX	65628	TRL2
TILX065629	TILX	65629	TRL2
TILX065630	TILX	65630	TRL2
TILX065631	TILX	65631	TRL2
TILX065632	TILX	65632	TRL2
TILX065633	TILX	65633	TRL2
TILX065634	TILX	65634	TRL2
TILX065635	TILX	65635	TRL2
TILX065636	TILX	65636	TRL2
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TILX065638	TILX	65638	TRL2
TILX065639	TILX	65639	TRL2
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TILX065662	TILX	65662	TRL2
TILX065663	TILX	65663	TRL2
TILX065664	TILX	65664	TRL2

<b>Asset Mark</b>	<b>Car Mark</b>	<b>Car Number</b>	<b>Car Owner</b>
TILX065665	TILX	65665	TRL2
TILX065666	TILX	65666	TRL2
TILX065667	TILX	65667	TRL2
TILX065668	TILX	65668	TRL2
TILX065669	TILX	65669	TRL2
TILX065670	TILX	65670	TRL2
TILX065671	TILX	65671	TRL2
TILX065672	TILX	65672	TRL2
TILX065673	TILX	65673	TRL2
TILX065674	TILX	65674	TRL2
TILX065675	TILX	65675	TRL2
TILX065676	TILX	65676	TRL2
TILX065677	TILX	65677	TRL2
TILX065678	TILX	65678	TRL2
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TILX065682	TILX	65682	TRL2
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TILX065702	TILX	65702	TRL2
TILX065703	TILX	65703	TRL2
TILX065704	TILX	65704	TRL2
TILX065705	TILX	65705	TRL2
TILX065706	TILX	65706	TRL2
TILX065707	TILX	65707	TRL2

<b>Asset Mark</b>	<b>Car Mark</b>	<b>Car Number</b>	<b>Car Owner</b>
TILX065708	TILX	65708	TRL2
TILX065709	TILX	65709	TRL2
TILX065710	TILX	65710	TRL2
TILX065711	TILX	65711	TRL2
TILX065712	TILX	65712	TRL2
TILX065713	TILX	65713	TRL2
TILX065714	TILX	65714	TRL2
TILX065715	TILX	65715	TRL2
TILX065716	TILX	65716	TRL2
TILX065717	TILX	65717	TRL2
TILX065718	TILX	65718	TRL2
TILX065719	TILX	65719	TRL2
TILX065720	TILX	65720	TRL2
TILX065721	TILX	65721	TRL2
TILX065722	TILX	65722	TRL2
TILX065723	TILX	65723	TRL2
TILX065724	TILX	65724	TRL2
TILX065725	TILX	65725	TRL2
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TILX065731	TILX	65731	TRL2
TILX065732	TILX	65732	TRL2
TILX065733	TILX	65733	TRL2
TILX065734	TILX	65734	TRL2
TILX065735	TILX	65735	TRL2

## **Schedule 2**

### **Leases**

Rider Seventeen (17) to Railroad Car Lease Agreement dated May 1, 2014 between Trinity Industries Leasing Company and Poet Nutrition, Inc.,

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: 9/29/14

Edward M Luria  
Edward M. Luria