

DEC 16 '11 -12 4 5 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D.C.

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A LESTER

20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

December 16, 2011

Ms. Cynthia T. Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Ms. Brown:

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 December 16, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Indenture being filed with the Board under Recordation Number 29822.

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

Indenture Trustee: Wilmington Trust Company, not in its individual capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Chief of the Section of Administration  
December 16, 2011  
Page 2

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

150 railcars: LEHX 007000 – LEHX 007049 and TILX 34263 – TILX  
34362.

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

Release.

Also enclosed is a check in the amount of \$41.00 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

RECORDATION NO. 29822 - C  
FILED

**Release Re:--TRIR Rail Master Funding LLC Sale of Railcars and related Leases** DEC 16 '11 -12 4 5 PM

December 16, 2011

**SURFACE TRANSPORTATION BOARD**

This instrument (this "Release") is being entered into and delivered in connection with a Permitted Discretionary Sale contemplated under the Master Indenture (the "Master Indenture"), dated as of July 6, 2011, between TRIP Rail Master Funding LLC ("TRMF") and Wilmington Trust Company ("WTC") as indenture trustee (WTC in such capacity the "Indenture Trustee").

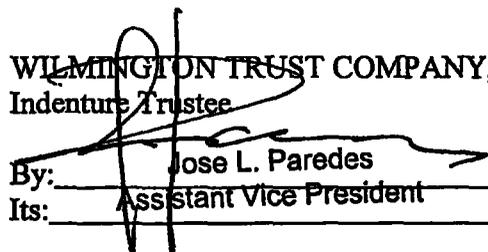
The Memorandum of Master Indenture between TRMF and WTC as Indenture Trustee dated as of July 6, 2011 was filed and recorded on July 6, 2011 with the Surface Transportation Board and assigned recordation No. 29822.

WTC as Indenture Trustee currently holds, pursuant to the Master Indenture, a security interest granted by TRMF in the railcars described on Schedule 1 hereto (such railcars, together with TRMF'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 TRMF's Secured Obligations under (and as defined in) the Master Indenture. WTC as Indenture Trustee has been notified by TRMF of a sale and assignment of TRMF's interest in the Assets to a third party purchaser/assignee ("Buyer"). 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 Master Indenture), for the benefit of TRMF 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 15 day of Dec 2011.

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

Notary Public  
*Jacqueline Solone*

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )  
**JACQUELINE SOLONE**  
MY COMMISSION  
EXPIRES  
MARCH 9, 2015  
NOTARY PUBLIC  
STATE OF DELAWARE

**Schedule 1**

**Description of Released Railcars**

1. **Fifty (50) railcars marked and numbered LEHX 7000 – LEHX 7049 (inclusive)**
2. **One hundred (100) railcars marked and numbered TILX 34263–34362 (inclusive)**

## Schedule 2

### Description of Released Lease

1. Railroad Car Net Lease Agreement Contract #UBR08TQ0107, dated February 19, 2007, between Trinity Industries Leasing Company as lessor, and Lehigh Cement Company as lessee; Rider Two (2), dated May 16, 2007, to Railroad Car Net Lease Agreement between Trinity Industries Leasing Company as lessor, and Lehigh Cement Company as lessee and Amendment One (1) to Rider Two (2), dated April 20, 2007, between Trinity Industries Leasing Company as lessor, and Lehigh Cement Company as lessee.

2. Railroad Car Lease Agreement, dated April 1, 2003, between Trinity Industries Leasing Company as lessor, and California Portland Cement as lessee and Rider Five (5), dated September 1, 2011, to Railroad Car Lease Agreement between Trinity Industries Leasing Company as lessor, and California Portland Cement as lessee.

but solely as the foregoing apply to the Railcars described in Schedule 1 hereto.

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 2/16/11

Edward M Luria  
Edward M Luria