

RECORDATION NO 29514-K  
FILED  
November 29 2012 01:00 PM  
SURFACE TRANSPORTATION BOARD

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

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

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

November 29, 2012

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

Re: Trinity Rail Leasing 2010 LLC

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 November 29, 2012, 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 29514.

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

Chief of the Section of Administration

November 29, 2012

Page 2

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

565 railcars released within the series CEMX 1 – CEMX 600 as more particularly set forth in the attachment to the document.

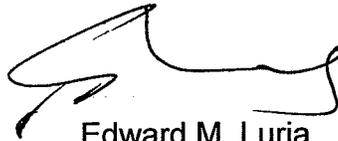
A short summary of the document to appear in the index is:

Release.

Also enclosed is a check in the amount of \$42.00 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, flowing script.

Edward M. Luria

EML/sem  
Enclosures

Release Re:--Trinity Rail Leasing 2010 LLC Sale of Railcars and Related LeaseNovember 29, 2012

This instrument (this "**Release**") is being entered into and delivered in connection with a Permitted Discretionary Sale contemplated under the Indenture (the "**Indenture**"), dated as of October 25, 2010, between Trinity Rail Leasing 2010 LLC ("**TRL 2010**") and Wilmington Trust Company ("**WTC**") as indenture trustee (WTC in such capacity the "**Indenture Trustee**").

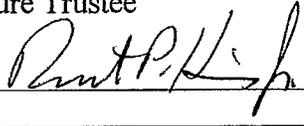
The Memorandum of Indenture between TRL 2010 and WTC as Indenture Trustee dated as of October 25, 2010 was filed and recorded on October 25, 2010 with the Surface Transportation Board and assigned recordation No. 29514.

WTC as Indenture Trustee currently holds, pursuant to the Indenture, a security interest granted by TRL 2010 in the railcars described on Schedule 1 hereto (such railcars, together with TRL 2010'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 2010's Secured Obligations under (and as defined in) the Indenture. WTC as Indenture Trustee has been notified by TRL 2010 of a sale and assignment of TRL 2010'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 Indenture), for the benefit of TRL 2010 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: \_\_\_\_\_

**Assistant Vice President**



Schedule 1

Description of Released Railcars

Five Hundred Sixty-five (565) railcars marked and numbered:

CEMX 1	CEMX 41	CEMX 82	CEMX 124	CEMX 164
CEMX 2	CEMX 42	CEMX 83	CEMX 125	CEMX 165
CEMX 3	CEMX 44	CEMX 84	CEMX 126	CEMX 166
CEMX 4	CEMX 45	CEMX 85	CEMX 127	CEMX 167
CEMX 5	CEMX 46	CEMX 86	CEMX 129	CEMX 168
CEMX 6	CEMX 47	CEMX 87	CEMX 130	CEMX 169
CEMX 7	CEMX 48	CEMX 88	CEMX 131	CEMX 170
CEMX 8	CEMX 49	CEMX 89	CEMX 132	CEMX 171
CEMX 9	CEMX 50	CEMX 91	CEMX 133	CEMX 172
CEMX 10	CEMX 51	CEMX 92	CEMX 134	CEMX 173
CEMX 11	CEMX 52	CEMX 93	CEMX 135	CEMX 174
CEMX 12	CEMX 53	CEMX 94	CEMX 136	CEMX 175
CEMX 13	CEMX 55	CEMX 95	CEMX 137	CEMX 176
CEMX 14	CEMX 56	CEMX 96	CEMX 138	CEMX 177
CEMX 15	CEMX 57	CEMX 97	CEMX 139	CEMX 178
CEMX 16	CEMX 58	CEMX 98	CEMX 140	CEMX 179
CEMX 17	CEMX 59	CEMX 100	CEMX 141	CEMX 180
CEMX 18	CEMX 60	CEMX 101	CEMX 142	CEMX 181
CEMX 19	CEMX 61	CEMX 102	CEMX 143	CEMX 182
CEMX 20	CEMX 62	CEMX 103	CEMX 144	CEMX 183
CEMX 21	CEMX 63	CEMX 105	CEMX 145	CEMX 184
CEMX 23	CEMX 64	CEMX 106	CEMX 146	CEMX 185
CEMX 24	CEMX 65	CEMX 107	CEMX 147	CEMX 186
CEMX 25	CEMX 66	CEMX 108	CEMX 148	CEMX 187
CEMX 26	CEMX 67	CEMX 090	CEMX 149	CEMX 188
CEMX 27	CEMX 68	CEMX 109	CEMX 150	CEMX 189
CEMX 28	CEMX 69	CEMX 111	CEMX 151	CEMX 190
CEMX 29	CEMX 70	CEMX 112	CEMX 152	CEMX 191
CEMX 31	CEMX 71	CEMX 113	CEMX 153	CEMX 192
CEMX 32	CEMX 72	CEMX 115	CEMX 154	CEMX 193
CEMX 33	CEMX 73	CEMX 116	CEMX 156	CEMX 194
CEMX 34	CEMX 74	CEMX 117	CEMX 157	CEMX 195
CEMX 35	CEMX 76	CEMX 118	CEMX 158	CEMX 196
CEMX 36	CEMX 77	CEMX 119	CEMX 159	CEMX 198
CEMX 37	CEMX 78	CEMX 120	CEMX 160	CEMX 199
CEMX 38	CEMX 79	CEMX 121	CEMX 161	CEMX 200
CEMX 39	CEMX 80	CEMX 122	CEMX 162	CEMX 201
CEMX 40	CEMX 81	CEMX 123	CEMX 163	CEMX 202

CEMX 203	CEMX 249	CEMX 297	CEMX 342	CEMX 387
CEMX 204	CEMX 250	CEMX 298	CEMX 343	CEMX 388
CEMX 205	CEMX 251	CEMX 299	CEMX 344	CEMX 389
CEMX 206	CEMX 252	CEMX 300	CEMX 345	CEMX 390
CEMX 207	CEMX 253	CEMX 301	CEMX 346	CEMX 391
CEMX 208	CEMX 254	CEMX 302	CEMX 347	CEMX 392
CEMX 209	CEMX 255	CEMX 303	CEMX 348	CEMX 393
CEMX 210	CEMX 256	CEMX 304	CEMX 349	CEMX 394
CEMX 211	CEMX 257	CEMX 305	CEMX 350	CEMX 395
CEMX 212	CEMX 258	CEMX 306	CEMX 351	CEMX 396
CEMX 213	CEMX 259	CEMX 307	CEMX 352	CEMX 397
CEMX 214	CEMX 260	CEMX 308	CEMX 353	CEMX 398
CEMX 215	CEMX 261	CEMX 309	CEMX 355	CEMX 399
CEMX 216	CEMX 262	CEMX 310	CEMX 356	CEMX 400
CEMX 217	CEMX 263	CEMX 311	CEMX 357	CEMX 401
CEMX 218	CEMX 264	CEMX 312	CEMX 358	CEMX 402
CEMX 219	CEMX 265	CEMX 313	CEMX 360	CEMX 403
CEMX 220	CEMX 266	CEMX 314	CEMX 361	CEMX 404
CEMX 221	CEMX 267	CEMX 316	CEMX 362	CEMX 405
CEMX 222	CEMX 268	CEMX 317	CEMX 363	CEMX 406
CEMX 223	CEMX 269	CEMX 318	CEMX 364	CEMX 407
CEMX 224	CEMX 270	CEMX 319	CEMX 365	CEMX 409
CEMX 225	CEMX 271	CEMX 320	CEMX 366	CEMX 410
CEMX 226	CEMX 272	CEMX 321	CEMX 367	CEMX 411
CEMX 227	CEMX 275	CEMX 323	CEMX 368	CEMX 412
CEMX 228	CEMX 276	CEMX 324	CEMX 369	CEMX 413
CEMX 229	CEMX 277	CEMX 325	CEMX 370	CEMX 414
CEMX 230	CEMX 278	CEMX 326	CEMX 371	CEMX 415
CEMX 231	CEMX 279	CEMX 327	CEMX 372	CEMX 416
CEMX 232	CEMX 280	CEMX 328	CEMX 373	CEMX 417
CEMX 233	CEMX 281	CEMX 329	CEMX 374	CEMX 418
CEMX 234	CEMX 282	CEMX 330	CEMX 375	CEMX 419
CEMX 235	CEMX 283	CEMX 331	CEMX 376	CEMX 420
CEMX 236	CEMX 284	CEMX 332	CEMX 377	CEMX 421
CEMX 237	CEMX 285	CEMX 333	CEMX 378	CEMX 422
CEMX 239	CEMX 286	CEMX 334	CEMX 379	CEMX 423
CEMX 240	CEMX 287	CEMX 335	CEMX 380	CEMX 424
CEMX 242	CEMX 288	CEMX 336	CEMX 381	CEMX 425
CEMX 243	CEMX 290	CEMX 337	CEMX 382	CEMX 426
CEMX 244	CEMX 291	CEMX 338	CEMX 383	CEMX 427
CEMX 245	CEMX 292	CEMX 339	CEMX 384	CEMX 428
CEMX 246	CEMX 294	CEMX 340	CEMX 385	CEMX 429
CEMX 248	CEMX 295	CEMX 341	CEMX 386	CEMX 430

CEMX 431	CEMX 476	CEMX 523	CEMX 568
CEMX 432	CEMX 477	CEMX 525	CEMX 569
CEMX 433	CEMX 478	CEMX 526	CEMX 570
CEMX 434	CEMX 480	CEMX 527	CEMX 571
CEMX 435	CEMX 481	CEMX 528	CEMX 572
CEMX 436	CEMX 482	CEMX 529	CEMX 573
CEMX 437	CEMX 484	CEMX 530	CEMX 574
CEMX 438	CEMX 486	CEMX 531	CEMX 575
CEMX 440	CEMX 487	CEMX 532	CEMX 576
CEMX 441	CEMX 488	CEMX 533	CEMX 577
CEMX 442	CEMX 489	CEMX 534	CEMX 578
CEMX 443	CEMX 490	CEMX 535	CEMX 579
CEMX 444	CEMX 491	CEMX 536	CEMX 580
CEMX 445	CEMX 492	CEMX 537	CEMX 581
CEMX 446	CEMX 494	CEMX 538	CEMX 582
CEMX 447	CEMX 495	CEMX 539	CEMX 583
CEMX 448	CEMX 496	CEMX 540	CEMX 584
CEMX 449	CEMX 497	CEMX 541	CEMX 585
CEMX 450	CEMX 498	CEMX 542	CEMX 586
CEMX 451	CEMX 499	CEMX 543	CEMX 587
CEMX 452	CEMX 500	CEMX 544	CEMX 588
CEMX 453	CEMX 501	CEMX 545	CEMX 589
CEMX 454	CEMX 502	CEMX 546	CEMX 590
CEMX 455	CEMX 503	CEMX 547	CEMX 592
CEMX 456	CEMX 504	CEMX 548	CEMX 593
CEMX 457	CEMX 505	CEMX 549	CEMX 594
CEMX 458	CEMX 506	CEMX 550	CEMX 595
CEMX 459	CEMX 507	CEMX 551	CEMX 596
CEMX 460	CEMX 508	CEMX 552	CEMX 597
CEMX 461	CEMX 509	CEMX 554	CEMX 599
CEMX 462	CEMX 510	CEMX 555	CEMX 600
CEMX 463	CEMX 511	CEMX 556	
CEMX 464	CEMX 512	CEMX 557	
CEMX 465	CEMX 513	CEMX 558	
CEMX 467	CEMX 514	CEMX 559	
CEMX 468	CEMX 515	CEMX 560	
CEMX 469	CEMX 516	CEMX 561	
CEMX 470	CEMX 517	CEMX 562	
CEMX 471	CEMX 518	CEMX 563	
CEMX 472	CEMX 519	CEMX 564	
CEMX 473	CEMX 520	CEMX 565	
CEMX 474	CEMX 521	CEMX 566	
CEMX 475	CEMX 522	CEMX 567	

Schedule 2

Description of Released Lease

Rider One (1) to Railroad Car Net Lease Agreement dated as of July 14, 2000 between Trinity Rail Leasing 2010 LLC and Cemex México S.A. de C.V., incorporating the terms of that certain Trinity Industries Leasing Company Railroad Car Net Lease Agreement dated July 14, 2000; but solely as it applies 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: 11/29/12

Edward M Luria  
Edward M. Luria