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

September 23, 2013

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 September 23, 2013, 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  
September 23, 2013  
Page 2

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

135 railcars: NKCR 3681 – NKCR 3815.

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,



Edward M. Luria

EML/sem  
Enclosures

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

September 23, 2013

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. Parode  
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~~ 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.

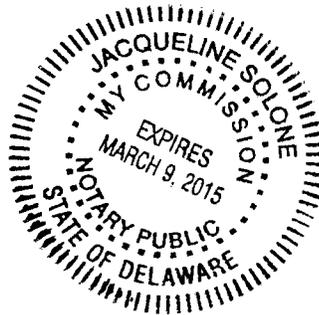
WITNESS my hand and official seal this 6 day of Sept, 2013.

Jacqueline Solone  
Notary Public

MY COMMISSION EXPIRES:

JACQUELINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires March 9, 2015

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE )



Schedule 1

Description of Released Railcar

One hundred thirty-five (135) railcars marked and numbered NKCR 3681-3815, inclusive.

Schedule 2

The Lease

Rider One (1) to Railroad Car Net Lease Agreement dated as of June 17, 2008 between Trinity Industries Leasing Company as lessor and Illinois Central Railroad Company as lessee.

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: 9/23/13

Edward M Luria

Edward M. Luria