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

June 2, 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 Lease Termination 1994-1 [Tranche III], dated June 2, 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 19241.

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

Owner Trustee:      Wilmington Trust Company  
                                 1100 North Market Street  
                                 Wilmington, DE 19890

Chief  
Section of Administration  
June 2, 2014  
Page 2

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

218 railcars TERMINATED within the series WC 84731 – WC 85099 as set forth in the attachment to the document.

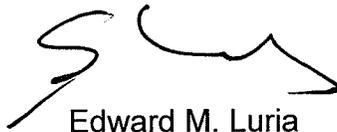
A short summary of the document to appear in the index is:

Lease Termination 1994-1 [Tranche III].

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. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

(1994-1 [Series C / Tranche III])

**LEASE TERMINATION 1994-1 [TRANCHE III]** dated as of June 2, 2014.

**WHEREAS**, **Wilmington Trust Company** as owner trustee (“Owner Trustee”) and **Wisconsin Central Ltd.** as lessee (“Lessee”) entered into an Equipment Lease Agreement 1994-1 dated as of December 27, 1994 (“Lease”), as supplemented by Lease Supplement 1994-1 No. 1 dated February 15, 1995 (“Supplement No. 1”), Lease Supplement 1994-3 No. 2 dated March 30, 1995 (“Supplement No. 2”) and Lease Supplement 1994-3 No. 3 dated June 2, 1995 (“Supplement No. 3” and, together with Supplement No. 1 and Supplement No. 2, collectively, the “Lease Supplements”), covering, in the aggregate, five-hundred sixty-five (565) railcars (being five-hundred fifteen (515) 3,000 cubic foot covered hopper cars and fifty (50) 50’ plate F 100-ton boxcars);

**WHEREAS**, to evidence liens and interests under the Lease and the Lease Supplements, each of the four (4) above described documents was recorded or deposited, as the case may be, in the period February 15, 1995 to June 2, 1995, at (i) the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under recordation numbers 19241, 19241-B, 19241-D and 19241-F and (ii) the Registrar General of Canada;

**WHEREAS**, the Owner Trustee previously terminated the Lease ( in respect of the Tranche I Units and the Tranche II Units (each as defined in the Lease) only), Supplement No. 1 (and the one-hundred fifty-five (155) Tranche I Units thereunder) and Supplement No. 2 (and the one-hundred ninety-two (192) Tranche II Units thereunder);

**AND WHEREAS**, as of the date hereof, the Lessee has fully discharged and satisfied its obligations under the Lease solely as it pertains to Supplement No. 3 covering two-hundred eighteen (218) 3,000 cubic foot covered hopper cars bearing WC marks and the road numbers set forth in Schedule A hereto (“Tranche III Units”).

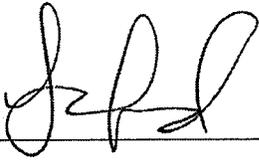
**NOW, THEREFORE**, the Owner Trustee hereby (i) terminates the Lease solely in respect of Supplement No. 3, and the Tranche III Units thereunder and (ii), for greater certainty, releases any security interest thereunder in the Tranche III Units.

[Execution on next page.]

**IN WITNESS WHEREOF**, the Owner Trustee has caused this Lease Termination 1994-1 [Tranche III] to be executed, by its officer thereunto duly authorized, as of the day and year first above written.

**WILMINGTON TRUST COMPANY,**  
not in its individual capacity but solely as  
owner trustee

By:  
Its:

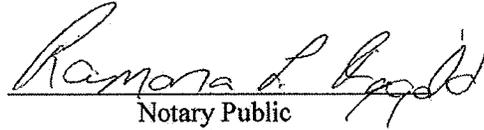
  
\_\_\_\_\_

**Laura Ford**  
Financial Services Officer

WC File Reference: 2090-09C

STATE OF DELAWARE )  
 )  
CITY OF WILMINGTON ) ss:

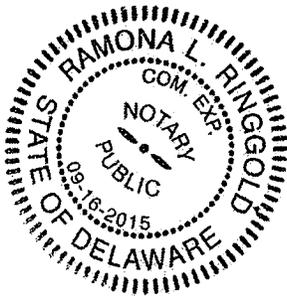
On this \_\_\_\_ day of June, 2014, before me personally appeared LAURA FORD, to me personally known, who, being by me duly sworn, says that he / she is Financial Services Officer of Wilmington Trust Company, that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said company association.

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

RAMONA L. RINGGOLD  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 09-16-2015



Schedule A

Tranche III Units

All units stencilled with WC prefix.

84731	84928	84974	85020	85066
84732	84929	84975	85021	85067
84733	84930	84976	85022	85068
84734	84931	84977	85023	85069
84735	84932	84978	85024	85070
84736	84933	84979	85025	85071
84737	84934	84980	85026	85072
84738	84935	84981	85027	85073
84739	84936	84982	85028	85074
84740	84937	84983	85029	85075
84741	84938	84984	85030	85076
84742	84939	84985	85031	85077
84743	84940	84986	85032	85078
84744	84941	84987	85033	85079
84745	84942	84988	85034	85080
84746	84943	84989	85035	85081
84747	84944	84990	85036	85082
84748	84945	84991	85037	85083
84751	84946	84992	85038	85084
84758	84947	84993	85039	85085
84764	84948	84994	85040	85086
84765	84949	84995	85041	85087
84766	84950	84996	85042	85088
84767	84951	84997	85043	85089
84768	84952	84998	85044	85090
84769	84953	84999	85045	85091
84770	84954	85000	85046	85092
84783	84955	85001	85047	85093
84878	84956	85002	85048	85094
84908	84957	85003	85049	85095
84911	84958	85004	85050	85096
84912	84959	85005	85051	85097
84913	84960	85006	85052	85098
84914	84961	85007	85053	85099
84916	84962	85008	85054	
84917	84963	85009	85055	
84918	84964	85010	85056	
84919	84965	85011	85057	
84920	84966	85012	85058	
84921	84967	85013	85059	
84922	84968	85014	85060	
84923	84969	85015	85061	
84924	84970	85016	85062	
84925	84971	85017	85063	
84926	84972	85018	85064	
84927	84973	85019	85065	

**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: June 2, 2014

*Edward M Luria*

\_\_\_\_\_  
Edward M. Luria