

RECORDATION NO. 19150-P FILED

JUN 08 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

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

June 8, 2010

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 Trust Indenture Release 1994-3 [Series D], dated as of June 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement 1994-3 and related documents previously filed with the Commission under Recordation Number 19150.

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

Indenture Trustee: Wells Fargo Bank Northwest, National Association (f/k/a First Security Bank of Utah, National Association),
299 South Main Street, 12th Floor
Salt Lake Cit, UT 84111

[Owner Trustee Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890]

Section Chief
June 8, 2010
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A description of the railroad equipment covered by the enclosed document is:

115 railcars within the series WC 26968 - WC 27958 as more particularly set forth in the attachment to the document.

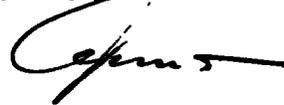
A short summary of the document to appear in the index is:

Trust Indenture Release 1994-3 [Series D].

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,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem
Enclosures

JUN 08 '10 -10 00 AM

(1994-3 [Series D / Tranche IV])

SURFACE TRANSPORTATION BOARD**TRUST INDENTURE RELEASE 1994-3 [SERIES D] dated as of June 1, 2010.**

WHEREAS, First Security Bank of Utah, National Association (know known as *Wells Fargo Bank Northwest, National Association*) as indenture trustee ("Indenture Trustee") and **Wilmington Trust Company** as owner trustee ("Owner Trustee") entered into a Trust Indenture and Security Agreement 1994-3 dated as of December 27, 1994 ("Trust Indenture"), as supplemented by Indenture Supplement 1994-3 No. 1 dated December 30, 1994 ("Indenture Supplement No. 1"), Indenture Supplement 1994-3 No. 2 dated February 15, 1995 ("Indenture Supplement No. 2"), Indenture Supplement 1994-3 No. 3 dated March 30, 1995 ("Indenture Supplement No. 3") and Indenture Supplement 1994-3 No. 4 dated June 2, 1995 ("Indenture Supplement No. 4"), whereby the Indenture Trustee retains a security interest in and mortgage lien on the Indenture Estate (as defined in the Trust Indenture) which includes, among other things, the lease, and boxcars thereunder, more particularly described in the second recital hereof;

WHEREAS, Owner-Trustee and Wisconsin Central Ltd. as lessee ("Lessee") entered into an Equipment Lease Agreement 1994-3 dated as of December 27, 1994 ("Lease"), as supplemented by Lease Supplement 1994-3 No. 1 dated December 30, 1994 ("Supplement No. 1"), Lease Supplement 1994-3 No. 2 dated February 15, 1995 ("Supplement No. 2"), Lease Supplement 1994-3 No. 3 dated March 30, 1995 ("Supplement No. 3") and Lease Supplement No. 4 dated June 2, 1995 ("Supplement No. 4"), covering, in the aggregate, six-hundred ninety (690) plate B 50' 70-ton boxcars;

WHEREAS, to evidence liens and interests under the Trust Indenture, the Lease, the four Indenture Supplements and the four Lease Supplements, each of the ten (10) above described documents was recorded or deposited, as the case may be, in the period December 30, 1994 to June 2, 1995, at (i) the Interstate Commerce Commission (predecessor to the Surface Transportation Board) under recordation numbers 19150, 19150-A, 19150-B, 19150-C, 19150-D, 19150-E, 19150-F, 19150-G, 19150-H and 19150-I and (ii) the Registrar General of Canada with document keys 10203, 10204, 10209, 10210, 10212, 10215, 10221, 10222, 10223 and 10224;

WHEREAS, the Indenture Trustee heretofore released and discharged, in favor of the Owner Trustee, all its estate, right, title and interest in the Indenture Estate solely as it pertained to the Lease (in respect of the Tranche I Units, the Tranche II Units and the Tranche III Units (each as defined in the Lease) only), Lease Supplement No. 1 (and the three-hundred ninety-seven (397) Tranche I Units thereunder), Lease Supplement No. 2 (and the eighty-four (84) Tranche II Units thereunder), and Lease Supplement No. 3 (and the ninety-four (94) Tranche III Units thereunder);

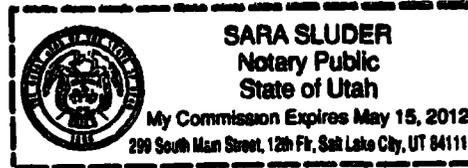
STATE OF UTAH)
)
CITY OF SALT LAKE) ss

On this 1st day of June, 2010, before me personally appeared Michael Arsenault, to me personally known, who, being by me duly sworn, says that he / she is Asst. Vice President of Wells Fargo Bank, National Association, that the foregoing instrument was signed on behalf of said national association by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing release was the free act and deed of said national association.

Sara Sluder
Notary Public

My commission expires _____

[Notarial Seal]



Schedule A
Tranche IV Units

SCHEDULE 1
LIST OF UNITS

1994-3
Tranche #4

All units stencilled with WC prefix.

		46	27572	92	27833
1	26968	47	27574	93	27836
2	26975	48	27576	94	27837
3	26979	49	27578	95	27849
4	26983	50	27580	96	27852
5	26991	51	27584	97	27856
6	26993	52	27588	98	27865
7	26996	53	27593	99	27872
8	26997	54	27596	100	27876
9	27308	55	27597	101	27879
10	27310	56	27607	102	27880
11	27312	57	27626	103	27885
12	27314	58	27629	104	27886
13	27322	59	27636	105	27888
14	27332	60	27644	106	27890
15	27339	61	27645	107	27896
16	27342	62	27655	108	27915
17	27347	63	27656	109	27939
18	27351	64	27668	110	27944
19	27370	65	27672	111	27946
20	27371	66	27690	112	27948
21	27388	67	27694	113	27949
22	27390	68	27716	114	27957
23	27395	69	27731	115	27958
24	27397	70	27741		
25	27400	71	27753		
26	27407	72	27755		
27	27408	73	27756		
28	27414	74	27768		
29	27415	75	27774		
30	27426	76	27775		
31	27446	77	27776		
32	27447	78	27779		
33	27450	79	27780		
34	27474	80	27781		
35	27485	81	27782		
36	27487	82	27790		
37	27496	83	27794		
38	27498	84	27796		
39	27506	85	27808		
40	27517	86	27813		
41	27527	87	27814		
42	27529	88	27815		
43	27554	89	27817		
44	27556	90	27818		
45	27560	91	27822		