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April 1, 2021

The Honorable Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
395 E. Street, S.W., Room #100
Washington, DC 20423-0001

VIA E-FILING

Re: *Grand Elk Railroad, Inc.—Acquisition Exemption—Lines of Wisconsin Central Ltd. in the State of Michigan*, FD 36503
Fox Valley & Lake Superior Rail System, L.L.C.—Acquisition and Operation Exemption—Lines of Wisconsin Central Ltd. in the State of Wisconsin, FD 36504

Dear Ms. Brown:

Pursuant to 49 C.F.R. § 1150.42(e) and 49 C.F.R. § 1150.32(e) respectively, Grand Elk Railroad, Inc. ("FDLK") and Fox Valley & Lake Superior Rail System, L.L.C. ("FOXY") hereby certify that on April 1, 2021, the attached Notice was posted at the following workplaces of Wisconsin Central Ltd. ("WCL"):

1607 West 2nd Street
Appleton, WI 54914

2 Harrison Street
North Fond du Lac, WI 54937

824 North Pine Street
Burlington, WI 53105

W6361 Northwestern Avenue
North Fond du Lac, WI 54937

1600 North Sheridan Road
Escanaba, MI 49829

1 North Lakeshore Drive
North Fond du Lac, WI 54937

2500 16th Avenue North
Escanaba, MI 49829

Railroad Street
Owen, WI 54460

Ore Terminal Access Road
Escanaba, MI 49829

447 North Central Avenue
Owen, WI 54460

18 South Railway Avenue
Gladstone, MI 49837

606 Birch Street
Prentice, WI 54556

775 Gate Street
Green Bay, WI 54303

1625 Depot Street
Stevens Point, WI 54481

1028 South Broadway
Green Bay, WI 54304

3000 Minnesota Street
Stevens Point, WI 54881

1301 Bylsby Avenue
Green Bay, WI 54304

2201 Monroe Street
Stevens Point, WI 54481

1775 Pennsylvania Avenue N.W., Suite 800, Washington, DC 20006

503 12th Avenue
Green Bay, WI 54303

4848 Industrial Park Road
Stevens Point, WI 54881

775 Prairie Avenue
Green Bay, WI 54303

2617 Wayne Street
Stevens Point, WI 54481

402 West Worden Avenue
Ladysmith, WI 54848

Trout Lake Road
Trout Lake, WI 49793

West 4th Street S
Ladysmith, WI 54848

120 East Broadway
Waukesha, WI 53186

2458 Carney Avenue
Marinette, WI 54143

1531 Curling Way
Wausau, WI 54403

2135 Hall Avenue
Marinette, WI 54143

1235 Junction Street
Wausau, WI 54403

East Munising Avenue
Munising, MI 49862

812 Durabeauty Lane
Wisconsin Rapids, WI 54495

1105 Henry Street
Neenah, WI 54956

1500 1st Street North
Wisconsin Rapids, WI 54496

Railroad Street
Newberry, MI 49868.

GDLK and FOXY also certify that on April 1, 2021, the attached Notice was served by first class mail, postage prepaid, on the national offices of the labor unions representing WCL employees on the subject rail lines, at the following addresses:

Freddie N. Simpson
President
Brotherhood of Maintenance of Way Employees Division/IBT
41475 Gardenbrook Road
Novi, MI 48375-1328

Jerry C. Boles
President
Brotherhood of Railroad Signalmen
917 Shenandoah Shores Road
Front Royal, VA 22630

Arthur P. Maratea
National President
Transportation•Communications Union/IAM
3 Research Place
Rockville, MD 20850

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Jeremy R. Ferguson
President, Transportation Division
International Association of Sheet Metal, Air, Rail and Transportation Workers
24950 Country Club Boulevard, Suite 340
North Olmsted, OH 44070-5333

Dennis R. Pierce
National President
Brotherhood of Locomotive Engineers and Trainmen/IBT
7061 East Pleasant Valley Road
Independence Ohio 44131

Lonnie R. Stephenson
International President
International Brotherhood of Electrical Workers
900 Seventh Street, NW
Washington, DC 20001

Robert Martinez, Jr.
International President
International Association of Machinists & Aerospace Workers
9000 Machinists Place
Upper Marlboro, MD 20722

Richard A. Johnson
General President, Carmen Division
Transportation•Communications Union/IAM
3 Research Place
Rockville, MD 20850

Please contact me if you have any questions.

Sincerely,

Stinson LLP

/s/ David F. Rifkind

David Rifkind
Counsel for Grand Elk Railroad, Inc. and
Fox Valley & Lake Superior Rail System, L.L.C.

Attachment

NOTICE

Grand Elk Railroad, Inc. (“GDLK”) and Fox Valley & Lake Superior Rail System, L.L.C. (“FOXY”) provide notice pursuant to 49 C.F.R. § 1150.42(e) and 49 C.F.R. § 1150.32(e), respectively, that they will acquire certain lines of railroad and other railroad properties in Wisconsin and Michigan (the “Lines”) of Wisconsin Central Ltd. (“WCL”), as follows:

1. GDLK will purchase

- i. the line of railroad extending between milepost 27.50 at Trout Lake, MI and milepost 117.0 at Munising Jct., MI and between milepost 5.88 at Munising Jct. to milepost 0.0 at Munising, MI; and
- ii. the line of railroad extending between milepost 302.36 at the Michigan/Wisconsin border and milepost 254.6 at White Pine, MI.

2. FOXY will purchase

- i. the line of railroad extending between milepost 332.39 at Marengo Jct., WI and milepost 302.36 at the Michigan/Wisconsin border;
- ii. the line of railroad extending between milepost 434.49 at Ashland, WI and milepost 343.3 at Prentice, WI;
- iii. the line of railroad extending between milepost 138.0 at Tony, WI and milepost 269.0 at Goodman, WI, through Prentice, Bradley and Rhinelander, WI;
- iv. the line of railroad extending between milepost 289.8 at Spencer, WI and milepost 317.4 at Medford, WI;
- v. the line of railroad extending between milepost 85.0 at Rothschild, WI and milepost 133.09 at Tomahawk, WI, between milepost 133.49 at Tomahawk and milepost 138.42 at Bradley, WI, between milepost 17.4 at Kelly, WI and milepost 27.4 at Wausau, WI, and between milepost 0.0 at Kelly, WI and milepost 1.9 at Schofield, WI. FOXY will also purchase an undivided one-half interest in the line of railroad extending between milepost 77.0 at Mosinee, WI and milepost 85.0 at Rothschild, WI, and will receive by assignment trackage rights over the Tomahawk Railway Limited Partnership between milepost 133.09 and milepost 133.49 at Tomahawk, WI;
- vi. the line of railroad extending between milepost 2.1 at Green Bay, WI and milepost 18.9 at Luxemburg, WI;
- vii. the line of railroad extending between milepost 113.28 at Green Bay, WI and milepost 97.75 at Denmark, WI;
- viii. the line of railroad extending between milepost 358.18 at Appleton, WI and milepost 314.08 at Shawano, WI;
- ix. the line of railroad extending between milepost 121.6 at Appleton, WI and milepost 141.0 at New London, WI, and between milepost 38.98 at New London to milepost 50.13 at Manawa, WI;

- x. the line of railroad extending between milepost 121.5 at Appleton, WI and milepost 114.0 at Kaukauna, WI. FOXY will also receive trackage rights over WCL's Fox River Subdivision between milepost 212.9 and milepost 213.0 at Appleton, WI;
- xi. the line of railroad extending between milepost 146.04 at Fond du Lac, WI and milepost 138.7 at Eden, WI;
- xii. the line of railroad extending between milepost 99.5 at Granville, WI and milepost 114.42 at West Bend, WI; and
- xiii. the line of railroad extending between milepost 95.18 at Mill (North Milwaukee), WI and milepost 114.8 at Saukville, WI.

As a result of the proposed transaction, FOXY and GDLK expect to have employment opportunities in the following locations and fields, and with the required skills and/or qualifications identified below:

General Manager:

1 position in Wausau, WI. This position requires the following minimum skills and qualifications:

- Meet performance goals with optimum safety, economy, efficiency, and effectiveness ensuring profitability of all departments.
- Ensure compliance with and accountability for all company policies and procedures
- Perform interviews, performance appraisals and access discipline as needed for all personnel.
- Establish operating and capital budgets for all departments and assure those financial goal are met by increasing operational efficiencies and managing expenses.
- Possess sufficient experience or equivalent working knowledge and understanding of all railroad operations to insure a positive relationship between all customers, Class 1 partners, freight customers and other interchange partners.
- Minimum of 10 years in a related field or equivalent job-related experience.
- 3 years of experience in a senior management within the freight rail operations field.

Trainmaster:

Approximately 1 position located in Appleton, WI, 1 position located in Wausau, WI, and 1 position located in Green Bay, WI. This position requires the following minimum skills and qualifications:

- Manages train and engine crews to ensure the safe and efficient movement of trains across the railroad.
- Ensures and enforces compliance of safety rules including, but not limited to the General Code of Operating Rules, Air Brake and Train Handling Rules, System Special Instructions and other rules and policies.
- Must possess sufficient experience or equivalent working knowledge and understanding of train service operations.
- Minimum of 5 years in train service, with a preference of railroad management experience.

Roadmaster:

Approximately 1 position in Appleton, WI, and 1 position in Wausau, WI. This position requires the following minimum skills and qualifications:

- Responsible for supervising a work group whose tasks include the inspection and maintenance of right-of-way, track, structures and bridges in accordance with FRA standards.
- Inspect railroad track structure for compliance with railroad policy and federal/state regulations.
- Oversee/direct production gang work.
- Must possess the ability to develop and understand budgeting process and work within the limits of a maintenance budget.
- Inspect completed work to verify compliance with government regulations.
- Prepare inspection reports for management and government compliance.
- Must possess 3 years supervisory experience in railroad track maintenance.

Conductor:

Approximately 5 positions located in Bradley, WI, 3 positions located in Appleton, WI, 2 positions located in Green Bay, WI, 1 position located in Wausau, WI, and 1 position located in Newberry, MI. These positions require the following minimum skills and/or qualifications:

- At least 1 year experience as a conductor/brakeman.
- Must have qualifications on the General Code of Operating Rules (GCOR) and have passed a written test in the past 18 months.
- Must have an understanding of air brake and mechanical systems of a train and locomotives, and pass a written test to verify competence.

Engineer:

Approximately 5 positions located in Bradley, WI, 3 positions located in Appleton, WI, 3 positions located in Green Bay, WI, 1 position located in Wausau, WI, and 1 position located in Newberry, MI. These positions require the following minimum skills and/or qualifications:

- At least 1 year experience as a locomotive engineer.
- Must possess a valid engineer's certificate issued by a program in compliance with 49 CFR Part 240.
- Must be able to meet all hearing and vision requirements of 49 CFR Part 240.
- Must have an understanding of air brake and mechanical systems of a train and locomotives, and pass a written test to verify competence.

Locomotive Mechanic:

Approximately 2 positions located in Appleton, WI, and 2 positions located in Wausau, WI. This position requires the following minimum skills and/or qualifications:

- Responsible for inspecting, repairing and maintaining locomotives consistent with company policies and manufacturer's specifications.
- Must be well-versed in FRA locomotive maintenance and safety standards.
- Make repairs, and perform scheduled maintenance, to both inbound and outbound locomotives.
- Must possess a high school education or GED, and a minimum of 36 months of job-related experience, or an equivalent combination of education and experience.
- Background in technical training in diesel/electrical maintenance/repair preferred.
- Demonstrated experience with, and ability to use, required hand and power tools.

Chief Mechanical Officer:

1 position located in Appleton, WI. This position requires the following minimum skills and/or qualifications:

- Responsible for the supervision and production of the mechanical department consistent with FRA requirements and the locomotive availability needs of the railroad.
- Manages the activities of all railroad locomotive mechanics and contractors.
- Ensures the compliance with safety rules by all mechanical department Team Members.
- Maintain knowledge of the repair of locomotives, as well as the FRA requirements of locomotives.
- Minimum of 5 years of experience as a locomotive department.
- Experience in a supervisory position.

Track Inspector:

Approximately 1 position located in Appleton, WI, and 1 position in Wausau, WI. This position requires the following minimum skills and/or qualifications:

- Inspect railroad track structure for compliance with railroad policy and federal/state regulations.
- Implement remedial action on track and infrastructure defects pending repair.
- Inspect completed work to verify compliance with government regulations.
- Prepare inspection reports for management and government compliance.
- Must possess 3 years supervisory experience in railroad track maintenance.

Working Foreman:

Approximately 1 position located in Appleton, WI, and 1 position located in Wausau, WI. This position requires the following minimum skills and/or qualifications:

- Responsible for supervising a work group whose tasks include inspecting and maintaining right-of-way, track, structures and bridges in accordance with FRA standards.
- Oversee the work of production track gangs.
- Perform tasks associated with track work including, but not limited to, pulling and driving spikes, replacing ties, surfacing track, changing rail, bars, and other track material.
- Must possess a high school education or GED, and a minimum of 3 years of experience on a production gang, or an equivalent combination of education and experience.
- Preferred Commercial Driver's License.

Equipment Operator:

Approximately 1 position located in Appleton, WI, and 1 position located in Wausau, WI. This position requires the following minimum skills and/or qualifications:

- Responsible for the operation of equipment necessary to repair railroad track and related structures, included, but not limited to a ballast regulator, tamper, backhoe, and skid steer.
- Perform tasks associated with track work including, but not limited to, pulling and driving spikes, replacing ties, surfacing track, changing rail, bars, and other track material.
- Must possess a high school education or GED, and a minimum of 2 years of experience operating the same or similar types of equipment, or an equivalent combination of education and experience.

Track Laborer:

Approximately 3 positions located in Appleton, WI, and 3 positions located in Wausau, WI. These positions require the following minimum skills and/or qualifications:

- Perform tasks associated with track work including, but not limited to, pulling and driving spikes, replacing ties, surfacing track, changing rail, bars, and other track material.
- Must be willing and able to learn and apply FRA rules and regulations, and demonstrate ability to perform track maintenance in a safe and timely manner.
- Must be willing to learn to operate in a safe and efficient manner all equipment and tools associated with track maintenance.
- Must possess a high school education or GED, and a minimum of 12 months job-related experience, or an equivalent combination of education and experience.

The positions listed in this notice will be expected to have the on-duty points outlined in this notice but may perform work on other areas of GDLK or FOXY as applicable. The most qualified candidates will be selected from the available pool of applicants without regard to race, creed, color, religion, national origin, sex, age, marital status, disability or veteran status. The selection criteria will be job-related skills and attributes as outlined above. Successful candidates must have a stable work record and exhibit safe work practices. The ability to work in a team

environment with a focus on customer service is critical. Applicants must be able to read and comprehend regulations and instructions in English, as well as possess good oral communication skills. Successful applicants will be required to pass a pre-employment drug and alcohol screen and complete a medical questionnaire. Every Team Member is an at-will employee, except as otherwise provided by agreement. All Team Members are expected to know and abide by the standard code of Team Member Conduct.

All jobs will be posted at www.watco.com or information can be obtained by calling People Services department at (866) 479-2826.

**Grand Elk Railroad, Inc.
Fox Valley & Lake Superior Rail System, L.L.C.
315 W. 3rd Street
Pittsburg, Kansas 66762**