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April 9, 2021

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

Re: Petitions for Revocation of Exemptions and Stay of Effective Date

Surface Transportation Board Finance Docket No. FD 36503
Grand Elk Railroad, Inc. – Acquisition – Lines of Wisconsin Central Ltd. in the State of Michigan

Surface Transportation Board Finance Docket No. FD 36504
Fox Valley & Lake Superior Rail System, L.L.C. – Acquisition and Operation Exemption – Lines of Wisconsin Central Ltd. in the State of Wisconsin

Dear Ms. Brown:

Timber Professionals Cooperative's members are directly affected by the proposed transaction and hereby files this Petition for Revocation of the Exemptions and Stay of the Effective Date in each of the two above captioned dockets.

Neither Applicant can fairly be said to be a "new carrier" within the meaning of 49 CFR 1130.31(a).

Both Applicants are in fact owned and controlled by Watco, which operates more than three dozen rail carriers which Watco describes as an "unmatched network of short line railroads". The proposed transactions were publicly announced after entirely closed-door negotiations with no known participation by shippers or other stakeholders. They were announced as a deal between CN and Watco. Little detail was provided to the public.

There is no credible factual basis for the Board to deem either Applicant to be a "new carrier" for the purposes of public review.

Moreover, there is no credible basis for the Board, as required by 49 USC 10502(a), to grant exemption on the basis:

1. That public review by the Board is not necessary to carry out the transportation policy 49 USC 10101; or
2. That the transaction or service is of limited scope; or,
3. That the application is not needed to protect shippers from the abuse of market power.



Neither Applicant's Notice of Exemption mentions whether or not shippers on the acquired lines will continue to have the benefit of conditions imposed by the Board in the Board's 2001 decision in STB Finance Docket 34000, *Canadian National – Control – Wisconsin Central*. That decision granted CN control of Wisconsin Central subject to which, to this day, CN continues to control Wisconsin Central.

Watco already controls some 600 miles of railroad lines in the State of Wisconsin, operated under the name Wisconsin & Southern Railroad. The proposed transactions will result in Applicants acquiring more than 650 miles of rail lines in Wisconsin and Upper Michigan and will result in Watco's controlling a total of more than 1250 miles of rail lines in Wisconsin and Upper Michigan.

These proposed transactions ought to be designated as "significant" under 49 CFR Part 1180 and subject to public review by the Board.

Timber Professionals Cooperative requests that this Petition be filed in the formal dockets and that Petitioner be designated a party of record in each Finance Docket, FD 36503 and FD 36504.

Sincerely,

A handwritten signature in dark ink, appearing to read "Dennis Schoeneck", is written over a light gray circular stamp.

Dennis Schoeneck
President, TPC
1353 W. Hwy US 2, Suite 2
Crystal Falls, MI 49920
timberprofessionalscooperative@gmail.com

cc: Parties of Record