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VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20423-0001

Re: **Docket No. FD 36503**
Grand Elk Railroad, Inc. -- Acquisition Exemption -- Lines of
Wisconsin Central Ltd. in Michigan

Docket No. FD 36504
Fox Valley & Lake Superior Rail System, L.L.C. -- Acquisition and
Operation Exemption -- Lines of Wisconsin Central Ltd. in Wisconsin

Dear Ms. Brown:

On April 5, 2021, Grand Elk Railroad, Inc. ("GDLK") filed a Notice of Exemption in FD 36503 to acquire certain rail lines in the State of Michigan from the Wisconsin Central Ltd. ("WCL") and Fox Valley & Lake Superior Rail System L.L.C. ("FOXY") filed a Notice of Exemption in FD 36504 to acquire certain rail lines in the State of Wisconsin from WCL. Also on April 5, 2021, Watco Holdings, Inc. ("Watco") which indirectly owns GDLK and FOXY, filed a Petition for Exemption in FD 36506 to continue in control of FOXY upon it becoming a Class III carrier (the "Control Petition") and a Notice of Exemption in FD 36505 to engage in an intra-corporate family transaction upon consummation of the transaction between FOXY and WCL. Based on the date of the labor posting certification, the earliest the acquisition Notices of Exemption can become effective is May 31, 2021 and as explained in the Control Petition, the parties have agreed to consummate the transaction by June 30, 2021. Additionally, as explained in the Control Petition, WCL and Watco have agreed to use an independent voting trust to facilitate closing if the Board has not acted on the Petition by June 28, 2021. Watco has requested a decision on

Ms. Cynthia T. Brown
April 12, 2021
Page 2

the Control Petition by June 7, 2021 in order to avoid preparations necessary to put FOXY into trust.

In light of recent correspondence filed in FD 36503 and 36504, GDLK and FOXY request that the Board publish a procedural schedule that will facilitate timely resolution of any petitions for stay and a decision on the Control Petition by June 7, 2021. The early filings by GDLK and FOXY provide ample time for the Board to address any such petitions without the need for a housekeeping stay. Specifically, GDLK and FOXY request that the Board include the following schedule in the *Federal Register* notices for FD 36503 and FD 36504 which GDLK and FOXY anticipate will be published on April 21, 2021:

April 28, 2021 – Petitions for stay due

May 5, 2021 – Opposition to petitions for stay due

June 1, 2021 - STB decision on any stay request

Establishing a due date for any requests for stay of April 28, 2021 would be fully consistent with the timelines contemplated by 49 C.F.R. §§ 1150.32(b), (c) and 1150.42(b), (c).

Please let me know if you have any questions.

Sincerely,

STINSON, LLP

/s/ David F. Rifkind

David F. Rifkind

Attorney for Grand Elk Railroad, Inc.,
Fox Valley & Lake Superior Railway System, L.L.C., and
Watco Holdings, Inc.

DFR:mmma

cc: Thomas J. Litwiler
Kathryn J. Gainey
Parties of Record