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April 16, 2021

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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

ENTERED
Office of Proceedings
April 16, 2021
Part of
Public Record

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 12, 2021, a joint “Petition to Revoke and Stay Exemption and for Classification as ‘Significant’ Pursuant to 49 CFR Part 1180” (the “Petition”) was filed in the above-captioned proceedings by entities identifying themselves as Lake States Shippers Association (“LSSA”) and Wisconsin Central Group (“WCGroup”). Wisconsin Central Ltd. (“WCL”), the seller in the proposed transaction, will respond in the appropriate course to the contentions in the Petition. There are, however, substantial questions about the identity of the interests, if any, actually represented by LSSA/WCGroup, which claims to be acting “under the auspices of” three Wisconsin and Michigan trade associations. Two of those associations have submitted unqualified support for the transaction in these dockets. WCL thus believes it is important that the scope of the constituency represented by the Petition is clearly understood.

LSSA identifies itself as a “voluntary association” that was dormant from 2011 to 2017 and “remains ready at the option of its participants to assume role of a Classic Co-op Shippers Association.” Petition at 4. LSSA was administratively dissolved by the State of Wisconsin in 2013 and does not currently exist. See Attachment A. WCGroup is identified as an “*ad hoc* rail freight shippers coalition.” Petition at 3. Both entities are said to be “operating under the auspices of three Wisconsin and Michigan manufacturers and commerce trade

FLETCHER & SIPPEL LLC

Ms. Cynthia T. Brown
April 16, 2021
Page 2

associations.” Petition at 3, 4. While the Petition does not identify those trade associations, the website links provided in the Petition clearly do: Wisconsin Paper Council, Wisconsin Manufacturers & Commerce, and Michigan Forest Products Council.¹ The Petition provides no other information regarding members or participants in LSSA or WCGroup.

In a support letter dated April 13, 2021 and filed with the Board in these dockets on April 15, 2021 by Fox Valley & Lake Superior Rail System, L.L.C. and Grand Elk Railroad, Inc., Wisconsin Manufacturers & Commerce has encouraged expedited approval of the proposed transaction. See Attachment B. Similarly, the Wisconsin Paper Council has expressed its support for the transaction in a statement dated April 15, 2021 and filed with the Board today. See Attachment C. Obviously neither of these associations has adopted or endorsed the positions taken in the Petition filed under their purported “auspices.”

Ultimately, it is not clear to WCL in what representative capacity the Petition was submitted by counsel. The Petition was verified by counsel, the contact address on the web page for WCGroup is counsel’s law firm, and no other principal is identified as associated with those entities. In any event, WCL respectfully suggests that the Petition should be viewed in accordance with the nature and scope of the interests represented.

I certify that a copy of this filing has been served by electronic mail on all parties of record in these dockets.

Respectfully submitted,

/s/ *Thomas J. Litwiler*

Thomas J. Litwiler
Attorney for Wisconsin Central Ltd.

TJL:tl

Attachments

cc: David F. Rifkin, Esq.
John Duncan Varda, Esq.
All Parties of Record

¹ See www.centralcorridors.com/lssa and www.centralcorridors.com/wcg, both last visited on April 15, 2021.

ATTACHMENT A

Wisconsin Department of Financial Institutions

Strengthening Wisconsin's Financial Future

Search for:

Lake State Shippers Association

Search Records

[Search](#)
[Advanced Search](#)
[Name Availability](#)**Corporate Records**Result of lookup for **L047333** (at 4/16/2021 12:25 PM)

LAKE STATES SHIPPERS ASSOCIATION INC.

You can: [File an Annual Report](#) - [Request a Certificate of Status](#) - [File a Registered Agent/Office Update Form](#)**Vital Statistics**

Entity ID L047333

Registered Effective Date 03/26/2010

Period of Existence PER

Status Administratively Dissolved [Request a Certificate of Status](#)

Status Date 03/12/2013

Entity Type Non-Stock Corporation

Annual Report Requirements Non-stock Corporations are required to file an Annual Report under s. 181.1622 WI Statutes.

Addresses

Registered Agent Office JOHN DUNCAN VARD
%DEWITT ROSS & STEVENS S C
2 E MIFFLIN ST STE 600
MADISON , WI 53703
[File a Registered Agent/Office Update Form](#)

Principal Office %MICHIGAN FOREST PRODUCTS COUNCIL
110 W MICHIGAN AVE STE 100
LANSING , MI 48933

Historical Information

Annual Reports None

Certificates of Newly-elected Officers/Directors None

Old Names None

Chronology

Effective Date	Transaction	Filed Date	Description
03/26/2010	Incorporated/Qualified/Registered	04/01/2010	
01/01/2012	Delinquent	01/01/2012	
01/07/2013	Notice of Administrative Dissolution	01/07/2013	
03/12/2013	Administrative Dissolution	03/12/2013	

[Order a Document Copy](#)

ATTACHMENT B



April 13, 2021

The Honorable Martin J. Oberman
Chairman
Surface Transportation Board
395 E. Street, S.W., Room #100
Washington, DC 20423-0001

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

Dear Chairman Oberman:

Wisconsin Manufacturers & Commerce (WMC) is the state chamber of commerce, manufacturers association, and the largest general business association in Wisconsin. We were founded over 100 years ago, and are proud to represent over 3,800 member companies of all sizes, and from every sector of our economy. Our mission is to make Wisconsin the most competitive state in the nation in which to do business. The Surface Transportation Board is in a position to help make Wisconsin's business climate better by potentially enhancing access to freight rail for Wisconsin manufacturers.

On behalf of WMC, I respectfully ask you to consider the expedited approval of the transaction between the Canadian National Railway (CN) and Watco regarding the sale of approximately 650 miles of branch lines in Wisconsin and Michigan (STB Finance Docket #36504). This transaction, if approved, would mean not only continued freight rail service for Wisconsin and Michigan's Northwoods, but it also presents an opportunity to expand service throughout these states.

In July of 2020, the CN announced their intent to sell 650 miles of branch lines in Wisconsin and Michigan and 250 miles in Ontario, Canada. After a rigorous and thorough process of soliciting bids from prospective short lines railroads, on March 30, 2021, the CN made the exciting announcement that it had in fact decided to sell its assets of these aforementioned branch lines to Watco—a leading service and logistics company providing transportation, mechanical, material handling and warehousing, and supply chain service solutions for Customers throughout North America and Australia. Watco

currently operates the Wisconsin & Southern Railroad, L.L.C. in the state of Wisconsin and also operates the Grand Elk Railroad in the state of Michigan.

Access to reliable rail service is critically important to the viability of our agriculture, timber, and manufacturing sectors in the states of Wisconsin and Michigan. Having a company like Watco operating these important branch line segments is a great move towards the future of rail transportation in these regions.

Thank you for your consideration and again on behalf of WMC, I ask for your strong consideration of an expedited approval of this transaction under Finance Docket #36504.

Sincerely,

/s/ Kurt R. Bauer
President & CEO

ATTACHMENT C



April 15, 2021

Submitted via email

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: Fox Valley & Lake Superior Rail System, L.L.C. and Grand Elk Railroad, Inc.—Acquisition and Operation Exemption—Lines of Wisconsin Central Ltd. in the States of Wisconsin and Michigan. Finance Docket #36504.

Dear Chief Brown:

On behalf of the Wisconsin Paper Council, I ask you to strongly consider the expedited approval of the transaction between the Canadian National Railway (CN) and Watco regarding the sale of approximately 650 miles of branch lines in Wisconsin and Michigan (STB Finance Docket #36504). This transaction, if approved, would mean not only continued freight rail service for Wisconsin and Michigan's Northwoods, but it also presents an opportunity to expand service throughout these states.

As you may know, the Wisconsin Paper Council (WPC) is the premier trade association which advocates for our entire industry before regulatory bodies, state and federal legislatures, as well as helps to educate the general public and the media about the importance of paper, pulp and forestry production.

In July of 2020, the CN announced their intent to sell 650 miles of branch lines in Wisconsin and Michigan and 250 miles in Ontario, Canada. After a rigorous and thorough process of soliciting bids from prospective short lines railroads, on March 30, 2021, the CN made the exciting announcement that it had in fact decided to sell its assets of these aforementioned branch lines to Watco - a leading service and logistics company providing transportation, mechanical, material handling and warehousing, and supply chain service solutions for Customers throughout North America and Australia. Watco currently operates the Wisconsin & Southern Railroad, L.L.C. in the state of Wisconsin and also operates the Grand Elk Railroad in the state of Michigan.



Wisconsin Paper Council Letter to Chairperson Oberman

Page 2

Access to reliable rail service is critically important to the viability of our agriculture, timber and manufacturing sectors in the states of Wisconsin and Michigan. Having a company like Watco operating these important branch line segments is a great move towards the future of rail transportation in these regions.

Thank you for your consideration and again on behalf of the Wisconsin Paper Council, I ask for your strong consideration of an expedited approval of this transaction under Finance Docket #36504.

Sincerely,

A handwritten signature in blue ink, appearing to read "Scott Suder".

Scott Suder
President
Wisconsin Paper Council

CC: WPC Board of Directors
Wisconsin Department of Transportation
All Parties of Record