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July 31, 2024

Via E-Filing

Ms. Cynthia T. Brown
Chief, Section of Administration
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, D.C. 20423

Re: Docket No. FD 36744, Canadian National Railway Company and
Grand Trunk Corporation—Control—Iowa Northern Railway
Company

Dear Ms. Brown:

On July 25, 2024, Waterloo Railroad, LLC, a non-carrier, filed a Verified Notice of Exemption with the Board in a separate docket¹ for exemption authority to lease, operate and serve customers on the approximately 6.9-mile Waterloo Industrial Line, which is owned by Union Pacific Railroad Company and currently operated by Iowa Northern Railway Company pursuant to lease. Because the Verified Notice was filed as a change of operator exemption, the exemption would supplant Iowa Northern's authority to operate under its existing lease, although Iowa Northern retains overhead trackage rights over the Waterloo Industrial Line to connect other segments of Iowa Northern's lines.

Iowa Northern is trying to work with both Union Pacific and Waterloo Railroad, LLC to ensure a smooth transition in light of a July 19, 2024 notice of lease termination from Union Pacific. While Iowa Northern and Waterloo Railroad, LLC have each submitted letters in Docket No. FD 36798, the timing of the smooth

¹ Verified Notice of Exemption, *Waterloo Railroad, LLC—Change of Operator Exemption with Interchange Commitment—Union Pacific Railroad Company*, Docket No. FD 36798 (filed July 25, 2024).

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transition from Iowa Northern to Waterloo Railroad, LLC as the lessee and operator on Waterloo Industrial Line has no bearing on the pending Transaction before the Board in Docket No. FD 36744.

Applicants' filings in this proceeding explained that Iowa Northern and Union Pacific have a lease agreement for the Waterloo Industrial Lead and that, should that lease be terminated, Iowa Northern's retained trackage rights for that segment would be automatically restored. *See* Applicants Supplement, App. A, at 3 n.2. The Verified Notice in Docket No. FD 36798 thus has no material impact on Applicants' plans for post-Transaction operations. Applicants have provided the Board with all of the information required by the regulations and have demonstrated that the Transaction should be approved under the statute.

Applicants note that Congress prescribed a statutory deadline for Board decisions on transactions like this one,² and that the Board itself previously announced that it would issue its final decision by July 26, 2024. The statutory deadline has now passed, and Applicants urge the Board to issue its decision in this proceeding expeditiously and without further delay.

Respectfully submitted,

/s/ Kevin M. Sheys

Kevin M. Sheys

*Counsel for Iowa Northern Railway
Company*

/s/ Matthew J. Warren

Matthew J. Warren

*Counsel for Canadian National
Railway Company and Grand Trunk
Corporation*

cc: Parties of Record

² *See* 49 U.S.C. § 11325(d)(2).

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CERTIFICATE OF SERVICE

I certify that on this 31st day of July 2024, a copy of the foregoing Letter was served on all parties on the Service List for Docket No. FD 36744.

/s/ Stephen S. Laudone
Stephen S. Laudone