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May 23, 2001



Surface Transportation Board
 Office of the Secretary
 Case Control Unit
 1925 K Street, N.W.
 Washington, DC 20423-0001

**Re: Canadian National Railway Company, Grand Trunk Corporation
 and WC Merger Sub, Inc.,-Control-Wisconsin Central
 Transportation Corporation, Wisconsin Central Ltd., Fox Valley &
 Western Ltd., Sault Ste. Marie Bridge Company, and Wisconsin
 Chicago Link, Finance Docket No. 34000**

NOTICE OF INTENT TO PARTICIPATE

Dear Madam or Sir:

The Duluth Seaway Port Authority hereby gives notice of its intent to participate in this proceeding as a party of record and requests that the undersigned be added to the service list. We are particularly concerned about the Applicants' stated intentions to compete with this Port and with the Great Lakes shipping industry. Enclosed is a resolution approved unanimously today by the Port Authority Board of Commissioners.

Sincerely,

Davis Helberg
 Executive Director

DH/bmc
 Enclosures

ENTERED
 Office of the Secretary

MAY 24 2001

Part of
 Public Record





**Duluth Seaway
Port Authority**

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CERTIFICATE OF SERVICE

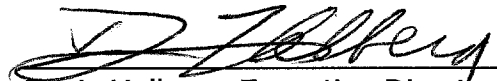
I HEREBY CERTIFY that on this 23rd day of May, 2001, a copy of the foregoing "Notice of Intent to Participate" was sent by first-class mail postage prepaid to each of the following:

Secretary of the United States
Department of Transportation
400 Seventh Street, S.W.
Washington, D.C. 20590

Attorney General of the United States
c/o Assistant Attorney General
Antitrust Division – Room 3645
Department of Justice
Washington, D.C. 20530

Paul A. Cunningham, Esq.
Harkins Cunningham
801 Pennsylvania Avenue, N.W.
Suite 600
Washington, D.C. 20004-2664

William C. Sippel, Esq.
Fletcher & Sippel LLC
Two Prudential Plaza
180 North Stetson Avenue
Chicago, Illinois 60601-6721


Davis Helberg, Executive Director



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Resolution No. 25-01

CANADIAN NATIONAL/WISCONSIN CENTRAL MERGER

WHEREAS, the Canadian National Railway (CN) and affiliated companies on April 9, 2001, applied to the U.S. Surface Transportation Board (STB) for approval to acquire the Wisconsin Central Transportation Corporation and affiliated companies, and

WHEREAS, the STB on May 9, 2001, declared the CN proposal a "minor transaction" and set forth procedures by which involved or concerned parties may submit comments, and

WHEREAS, Great Lakes Transportation, LLC, parent company of the Duluth-based USS Great Lakes Fleet and Duluth, Missabe and Iron Range Railroad Company (DM&IR), has expressed serious concerns about the CN's stated interests in using the merged railway services to replace Great Lakes maritime transportation with an all-rail movement of Minnesota taconite (iron ore) pellets to eastern markets, and

WHEREAS, Great Lakes Transportation, LLC, has urged the Duluth Seaway Port Authority (Port Authority) to join in expressing its concerns about the potential loss of maritime traffic to the Port of Duluth-Superior, and

WHEREAS, the Port Authority's state mandate provides that the Port Authority shall, among other things, "(1) promote the general welfare of the port district, and of the port as a whole" and "(2) try to increase the volume of the port's commerce...", and

WHEREAS, the Port of Duluth-Superior is heavily reliant on the waterborne carriage of iron ore for the generation and retention of jobs, taxes, economic impact and the well-being of the greater community, and

WHEREAS, the viability of the USS Great Lakes Fleet and the DM&IR is of extreme importance to the State of Minnesota, the City of Duluth and St. Louis County, each of which is represented by two or more members of the Port Authority Board of Commissioners,

NOW, THEREFORE, BE IT RESOLVED, that the Duluth Seaway Port Authority hereby joins Great Lakes Transportation, LLC, and others in expressing its serious concerns about the potential negative effects that the Canadian National/Wisconsin Central railway merger may have on Port of Duluth-Superior and Great Lakes waterborne commerce, and authorizes the Executive Director to take whatever steps are deemed necessary to convey these concerns to the Surface Transportation Board.

ADOPTED: May 23, 2001

(SEAL)

ATTEST:

By Janet E. Nelson
Janet E. Nelson, Secretary

DULUTH SEAWAY PORT AUTHORITY

By Bill Kron

Bill Kron, President