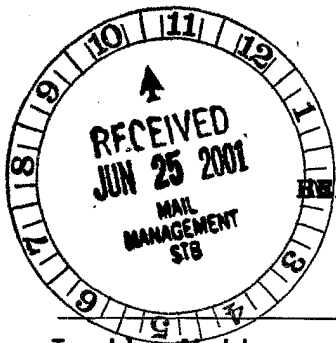




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BEFORE THE SURFACE TRANSPORTATION BOARD

IBEW, IAMAW - 2

In the Matter of:

STB Finance Docket No. 34000

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 LTD.

COMMENTS OF
THE INTERNATIONAL ASSOCIATION OF MACHINISTS AND AEROSPACE WORKERS
AND
THE INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS

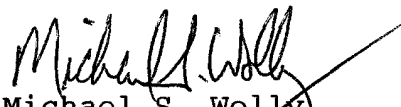
The International Association of Machinists and Aerospace Workers ("IAMAW") and the International Brotherhood of Electrical Workers ("IBEW") offer the following comments on the application here under consideration:

The IAMAW and the IBEW served interrogatories on the applicants to ascertain what their intentions were regarding the transfer of mechanical work or positions. The applicants responded that they do not have any current plan or intention to transfer any mechanical work or positions from any CN mechanical facility to any WC mechanical facility or to any CN mechanical facility from any WC mechanical facility as part of the proposed transaction. See Attachment A hereto. They also answered that they do not have any current plan or intention to abolish any mechanical positions at any CN mechanical facility as part of the transaction. Id. Thus, insofar as the employees represented by

these organizations, it appears that this transaction will have little or no impact.

The IAMAW and IBEW neither support nor oppose the transaction. They ask that if the Board approves the transaction, the Board specifically hold the applicants to the representations they have made in their responses to interrogatories and to monitor the applicants' compliance with that obligation. The Board also should impose the New York Dock conditions as a condition of its approval.

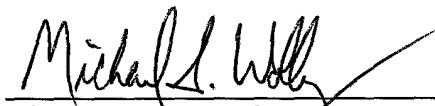
Respectfully submitted,


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Attorney for IAMAW and IBEW

CERTIFICATE OF SERVICE

This is to certify that a copy of the attached Comments was served upon all known parties of record by first class mail, postage prepaid, this 25th day of June 2001.



Michael S. Wolly

BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 34000

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 LTD.

APPLICANTS' RESPONSES TO THE INTERROGATORIES OF THE
INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS AND THE
INTERNATIONAL ASSOCIATION OF MACHINISTS AND AEROSPACE WORKERS

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ATTACHMENT A

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34000

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 LTD.

APPLICANTS' RESPONSES TO THE
INTERROGATORIES OF THE
INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS
AND THE
INTERNATIONAL ASSOCIATION OF MACHINISTS AND AEROSPACE WORKERS

Applicants¹ hereby respond to the International Brotherhood of Electrical Workers
("IBEW") and the International Association of Machinists and Aerospace Workers ("IAMAW")
Interrogatories to Applicants, served May 23, 2001.

¹WC Merger Sub, Inc. ("Merger Sub") is a wholly-owned subsidiary of Grand Trunk Corporation ("GTC"), which is in turn a wholly-owned subsidiary of Canadian National Railway Company ("CNR"). CNR, GTC, and Merger Sub are referred to collectively herein as "CN." Wisconsin Central Ltd. ("WCL"), Fox Valley & Western Ltd. ("FVW"), Sault Ste. Marie Bridge Company ("SSMB"), and Wisconsin Chicago Link Ltd. ("WCLL") are wholly-owned subsidiaries of Wisconsin Central Transportation Company ("WCTC"). WCTC, WCL, FVW, SSMB, and WCLL are referred to collectively herein as "WC." CN and WC are referred to collectively herein as "Applicants."

GENERAL RESPONSES

The following general responses are made with respect to all of the interrogatories.

1. Production of information does not necessarily imply that the information is relevant to this proceeding, and is not to be construed as waiving any applicable objection.
2. In line with past practice in cases of this nature, Applicants have not secured verifications for the answers to interrogatories herein. Applicants are prepared to discuss the matter if it is of concern with respect to any particular answer.

GENERAL OBJECTIONS

The following general objections are made with respect to all of the interrogatories. Additional specific objections are stated at the beginning of the response to each interrogatory.

1. Applicants object to the production of information subject to the attorney-client privilege, the work product doctrine and/or the joint or common interest privilege.
2. Applicants object to the production of information relating to possible settlement of this or any other matter.
3. Applicants object to the production of readily available public information, including but not limited to the Application in this proceeding (which contains in Sections 8 and 10 of the Operating Plan a description of the anticipated ways in which the Transaction will affect Applicants' combined locomotive and equipment requirements, utilization and maintenance practices, and the anticipated opportunities for efficiencies made possible by the Transaction) and other documents on public file at the Surface Transportation Board ("STB"),

the Securities and Exchange Commission, or any other government entity or court, or that have appeared in newspapers, professional journals, or other public media.

4. Applicants object to the production of information that is reasonably obtainable by the requesters from their own files or otherwise in their possession, custody or control.

5. Applicants object to the production of confidential or sensitive commercial information, including information subject to disclosure restrictions imposed by law, in other proceedings, or by contractual obligation to third parties, and that are of insufficient materiality to warrant production here even under a protective order.

6. Applicants object to the extent the interrogatories purport to seek information concerning employees not within the craft or class covered by collective bargaining agreements between IBEW/IAMAW and Applicants on the ground that to that extent said interrogatories seek information that is neither relevant to any issue properly raised by IBEW/IAMAW in this proceeding nor reasonably calculated to lead to the discovery of relevant information, and on the further ground that said interrogatories are overbroad and unduly burdensome.

7. Applicants object to IBEW/IAMAW's definition and/or use of the terms "Mechanical Facility," "mechanical work," "mechanical positions (i.e., jobs)," and "transfer" as vague, ambiguous and confusing.

INTERROGATORIES

Interrogatory 1:

As part of the proposed transaction, do you have any intention or plan to transfer any mechanical work from any CN mechanical facility to any WC mechanical facility?

(A) If your answer is "yes," identify the facility from which work will be transferred, the facility to which work will be transferred, the work that will be transferred, the jobs that will be affected, and the number of employees who will be affected.

Response:

Without waiving any objections, and subject to the General Responses and General Objections stated above, Applicants respond as follows:

Applicants do not have any current plan or intention to transfer any mechanical work from any CN mechanical facility to any WC mechanical facility as part of the proposed Transaction. See Sections 8 and 10 of the Operating Plan.

Interrogatory 2:

As part of the proposed transaction, do you have any intention or plan to transfer any mechanical positions (i.e., jobs) from any CN mechanical facility to any WC mechanical facility?

(A) If your answer is "yes," identify the facility from which the position(s) will be transferred, the facility to which the position(s) will be transferred, and the position(s) that will be transferred.

Response:

Without waiving any objections, and subject to the General Responses and General Objections stated above, Applicants respond as follows:

Applicants do not have any current plan or intention to transfer any mechanical positions (i.e., jobs) from any CN mechanical facility to any WC mechanical facility as part of the proposed Transaction. See Sections 8 and 10 of the Operating Plan.

Interrogatory 3:

As part of the proposed transaction, do you have any intention or plan to transfer any mechanical work to any CN mechanical facility from any WC mechanical facility:

(A) If your answer is “yes,” identify the facility from which work will be transferred, the facility to which work will be transferred, the work that will be transferred, the jobs that will be affected, and the number of employees who will be affected.

Response:

Without waiving any objections, and subject to the General Responses and General Objections stated above, Applicants respond as follows:

Applicants do not have any current plan or intention to transfer any mechanical work to any CN mechanical facility from any WC mechanical facility as part of the proposed Transaction. See Sections 8 and 10 of the Operating Plan.

Interrogatory 4:

As part of the proposed transaction, do you have any intention or plan to transfer any mechanical position(s) (i.e., jobs) to any CN mechanical facility from any WC mechanical facility?

(A) If your answer is “Yes,” identify the facility from which the position(s) will be transferred, the facility to which the position(s) will be transferred, and the position(s) that will be transferred.

Response:

Without waiving any objections, and subject to the General Responses and General Objections stated above, Applicants respond as follows:

Applicants do not have any current plan or intention to transfer any mechanical positions (i.e., jobs) to any CN mechanical facility from any WC mechanical facility as part of the proposed Transaction. See Sections 8 and 10 of the Operating Plan.

Interrogatory 5:

As part of the proposed transaction, do you have any intention or plan to abolish any mechanical position(s) (i.e., jobs) at any CN mechanical facility?

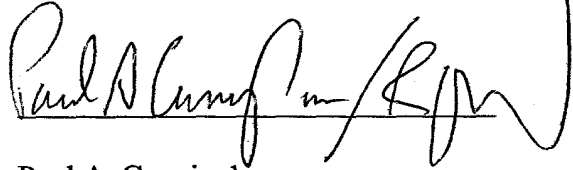
(A) If your answer is "Yes," identify the facility at which the position(s) will be abolished and the position(s) that will be abolished.

Response:

Without waiving any objections, and subject to the General Responses and General Objections stated above, Applicants respond as follows:

Applicants do not have any current plan or intention to abolish any mechanical positions (i.e., jobs) at any CN mechanical facility as part of the proposed Transaction. See Sections 8 and 10 of the Operating Plan.

Respectfully submitted,



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June 7, 2001

Counsel for Canadian National Railway
Company, Grand Trunk Corporation, and
WC Merger Sub, Inc.

CERTIFICATE OF SERVICE

I certify that I have this 7th day of June, 2001, served copies of the foregoing Applicants' Responses to the Interrogatories of the International Brotherhood of Electrical Workers and the International Association of Machinists and Aerospace Workers upon all known parties of record in this proceeding by first-class mail or a more expeditious method.

Handwritten Signature