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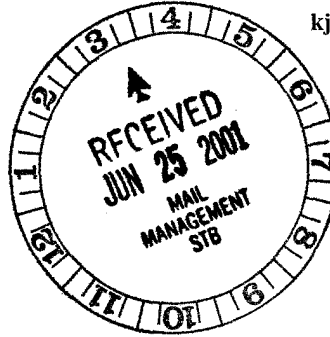
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June 25, 2001

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 711
Washington, D.C. 20423-0001



Re: Finance Docket No. 34000, Canadian National
Railway Company, et al. -- Control -- Wisconsin
Central Transportation Corporation, et al.

Dear Secretary Williams:

Enclosed for filing in the referenced proceeding,
please find the original and twenty-five (25) copies of the
Comments of Wisconsin Public Service Corporation (WPS-3),
together with a computer diskette containing the filing in
WordPerfect format.

An extra copy of the Comments is also enclosed.
Kindly indicate receipt and filing by time-stamping this
additional copy and returning it to our messenger.

Thank you for your consideration in this matter.

Sincerely,

Kelvin J. Dowd
An Attorney for
Wisconsin Public Service
Corporation

ENTERED
Office of the Secretary

JUN 25 2001

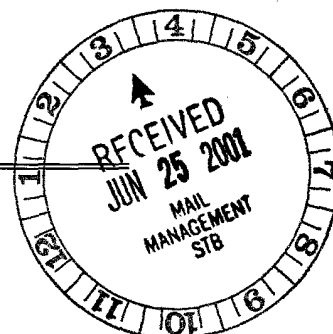
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Enclosures

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

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	)

Finance Docket No. 34000



**COMMENTS OF
WISCONSIN PUBLIC SERVICE CORPORATION**

Wisconsin Public Service Corporation ("WPS"), in accordance with the procedural orders previously entered by the Board, submits these Comments in response to the Application filed by Canadian National Railway Company, Grand Trunk Corporation and WC Merger Sub, Inc. (collectively "CN"), seeking Board approval under 49 U.S.C. § 11323, et seq. for the acquisition of control over Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., Fox Valley & Western Ltd., Sault Ste. Marie Bridge Company and Wisconsin Chicago Link Ltd. (collectively "WC").

IDENTITY AND INTEREST

WPS is an integrated electric and gas utility that serves approximately 400,000 residential, commercial and industrial electric customers in an 11,000 square mile area of northeastern Wisconsin and an adjacent portion of Upper Michigan. While WPS relies upon a mix of resources for the generation of electricity, coal-fired generation accounts for the majority of its power production. WPS owns and operates two (2) multi-unit electric generating stations -- the 491-megawatt Weston Generating Station near Wausau, Wisconsin, and the 398-megawatt Pulliam Station in Green Bay. Together, these stations consume approximately 2.8 to 3.0 million tons of Southern Powder River Basin coal each year, all of which is transported by rail.

All of the coal moving to the Pulliam Station is delivered by units of WC (specifically, Wisconsin Central Ltd. and Fox Valley & Western Ltd.), from interchanges with the two (2) current Powder River Basin origin carriers at Chicago, Illinois and Minneapolis-St. Paul, Minnesota. Deliveries to the Weston Station are split between WC and CP Rail, Inc. ("CP"), which also maintains interchange capabilities at Minneapolis-St. Paul. In order to reach Weston, however, CP must operate over approximately 91 miles of WC trackage from

New Lisbon, Wisconsin north to the Station. CP does so pursuant to a trackage rights agreement entered into with WC in 1987 by CP's predecessor, as part of the series of line acquisitions that led to the establishment of WC's original rail system. See F.D. No. 31102, Wisconsin Central Ltd. -- Acquisition and Operation Exemption - Certain Lines of Soo Line Railroad Company, 1988 ICC Lexis 250, 263 (July 8, 1988).

WPS is one of the largest single customers (in terms of annual traffic volume) on the WC system. This status, and WPS' dependence on WC for essential coal delivery service, underlie WPS' interest in this proceeding.

COMMENTS

WC transports coal for WPS pursuant to a series of six (6) long-term rail service contracts entered under the auspices of 49 U.S.C. § 10709 and its predecessor. By their terms, these contracts will remain in effect beyond the contemplated date of CN's assumption of control over WC, assuming that the Application is granted. Likewise, CP's rights to operate over WC's New Lisbon-Weston line to deliver coal to the Weston Station are governed by a written agreement that is expected to be effective well into the future.

Historically, railroad mergers and similar transactions have not raised serious issues concerning the preservation and protection of shipper contracts with one or more of the carrier parties to the transaction, or pre-existing operating rights held by other rail carriers. In the 1997-98 proceedings respecting the acquisition and division of Conrail, however, considerable attention was given to this issue, and a major controversy arose over plans by the applicants there to invoke the provisions of 49 U.S.C. § 11321 to override terms of pre-existing shipper contracts that the applicants felt were inconsistent with their acquisition plans. See F.D. No. 33388, CSX Corporation, Et Al. -- Control and Operating Leases/Agreements -- Conrail, Inc., Et Al., Decision served July 23, 1998, at 72-75. This controversy and the manner of its resolution prompted concern on the part of WPS over the future of its essential coal delivery services contracts with WC, as well as the New Lisbon-Weston trackage rights agreement between WC and CP.

Following a period of negotiation, WPS sought and on June 22, 2001 received from CN specific, written assurances that if its acquisition of WC is approved and consummated, WC will continue to be bound by and fulfill all of its obligations under each of its coal transportation contracts

with WPS, as well as its 1987 Trackage Rights Agreement with CP respecting the New Lisbon-Weston line. CN has represented further that neither it nor WC will attempt to invoke the provision of 49 U.S.C. § 11321 to override or alter any of the terms of any of those agreements.

In light of CN's written assurances, and specifically in reliance thereon, WPS does not oppose Board approval of the Application, and the subsequent acquisition of WC by CN on the schedule contemplated therein.

Respectfully submitted,

WISCONSIN PUBLIC SERVICE CORPORATION
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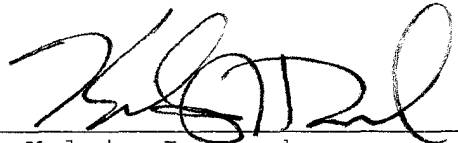
By: C. Michael Loftus
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Dated: June 25, 2001

Attorneys & Practitioners

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of June, 2001,
I caused copies of the foregoing Comments to be served upon
all parties of record in this proceeding by first class United
States mail, postage prepaid.

A handwritten signature in black ink, appearing to read 'Kelvin J. Dowd', is written over a horizontal line.

Kelvin J. Dowd