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BEFORE THE
SURFACE TRANSPORTATION BOARD

ENTERED
Office of the Secretary

JUL 26 2001

Part of
Public Record

Finance Docket No. 34000

*Canadian National Railway Company,
Grand Trunk Corporation, and WC Merger Sub, Inc.
— Control and Merger —*

*Wisconsin Central Transportation Corporation,
Wisconsin Central Ltd., Fox Valley and Western Ltd.,
Sault Ste. Marie Bridge Company, and
Wisconsin Chicago Link Ltd.*



REPLY COMMENTS

submitted on behalf of

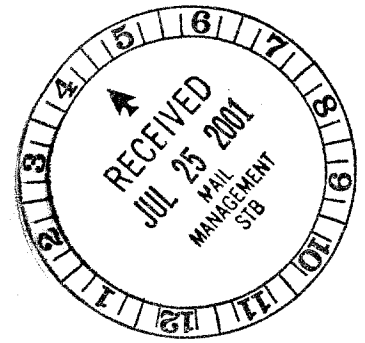
THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE

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*Attorneys for The National Industrial
Transportation League*

Dated: July 25, 2001

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 34000

*Canadian National Railway Company,
Grand Trunk Corporation, and WC Merger Sub, Inc.
— Control and Merger —
Wisconsin Central Transportation Corporation,
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On April 9, 2001, the Canadian National Railway Company, et al. ("CN") and the Wisconsin Central Transportation Company, et al. ("WC") submitted an application for approval of CN's proposed acquisition of the WC. On April 27, 2001, the League entered into an Agreement with the CN, by which the League agreed to support the transaction, and the CN and WC agreed to provide important competitive and service benefits to shippers. The League is pleased to support the basic Application by CN and WC, because it believes that, as supplemented by the terms of the NITL Agreement, it will result in improved transportation services to shippers and will provide important competitive protections.

Subsequent to the entry of the NITL Settlement, CN entered into a Settlement Agreement with Great Lakes Transportation Company ("GLT"), under which CN has agreed to make the Duluth, Missabe and Iron Range Railway ("DM&IR") its exclusive agent for the arrangement of all-rail transportation for certain movements of taconite pellets by rail. DM&IR is part of a corporate family whose members include water carriers that provide transportation services in competition with transportation services now provided by WC, and to be provided by the merged CN and WC. GLT has requested the Board to impose compliance by CN with the Settlement Agreement as a condition of the transaction.

The League continues to strongly support the basic transaction, and urges the Board to approve it promptly. However, it does not believe that compliance by CN with the terms of the proposed CN/GLT Settlement Agreement should be imposed as a condition of the transaction. As a policy matter, the League believes that the Board should not acquiesce in or approve arrangements by which one competitor is given direct or indirect control over the pricing of another. Such an arrangement may result in the diminishment of competition, to the detriment of the shipping public.

Respectfully submitted,



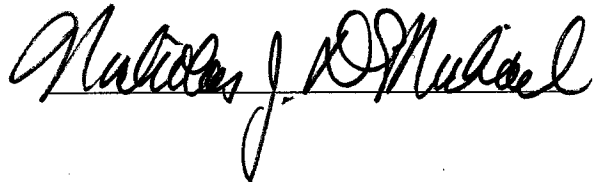
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Dated: July 25, 2001

Certificate of Service

I hereby certify that I have, on this 25th day of July, served a copy of the foregoing Reply Comments on all parties of record, in accordance with the Board's order in this case and the agency's Rules of Practice.

A handwritten signature in black ink, reading "Nicholas J. O'Mahoney". The signature is written in a cursive style and is positioned above a horizontal line.