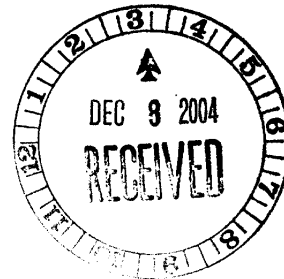


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BY HAND

December 8, 2004

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

ENTERED
Office of Proceedings

DEC 9 2004

Part of
Public Record

RE: STB FD No. 34633, Wisconsin & Southern Railroad
Co.- Acquisition Exemption - Union Pacific
Railroad Company

CERTIFICATE OF COMPLIANCE WITH 49 CFR §1121.4(h)

Dear Secretary Williams:

I am writing on behalf of the Wisconsin & Southern
Railroad Co. ("WSOR") in connection with the above-
captioned proceeding.

On or about February 8, 2005, WSOR intends to lease
and operate and to purchase and operate two contiguous
segments of a line of railroad currently owned by the Union
Pacific Railroad Company. The segment to be leased and
operated consists of the Kohler Industrial Lead, extending
from milepost 8.0 near Kohler, WI, to milepost 1.2 at
Sheboygan, WI, the lead to the former Cargill Malting Plant
at 704 S. 15th Street, and the connecting track to UP's
Sheboygan Cutoff. The subject trackage to be purchased and
operated consists of the eastern extension of that line
from milepost 8.0 to the end of the main line track in
Plymouth, WI, at Engineering Station 1481+00, milepost
14.95. The annual revenues that WSOR is projected to
generate as a result of this rail line transaction are
expected to exceed \$5 million.

Hon. Vernon A. Williams
December 8, 2004
Page two

By this instrument, and through its designated counsel, WSOR hereby certifies that, as of December 5, 2004, WSOR had complied with the advance notice requirements for a rail line transaction as prescribed by 49 §1121.4(h). Specifically, and as is set forth in the attached documents, notice of the proposed transaction fully conforming to the provisions of 49 §1121.4(h) has been - (1) served upon the national offices of the labor unions with employees on the affected lines, and (2) posted at the workplaces of employees on the affected lines.

WSOR expects shortly to file a petition for exemption with the Board pursuant to 49 U.S.C. 10502 from the requirements of 49 U.S.C. 10902 governing its proposed acquisition and operation of those rail lines described in the attached documents. WSOR has already reserved FD No. 34633 in anticipation of its exemption filing for this rail line acquisition. As mentioned above, WSOR does not anticipate consummating the proposed transaction before February 5, 2004, at least 60 days from the date of posting this notice.

Any questions regarding this certification or the anticipated petition for exemption filing relating thereto should be addressed to the undersigned, WSOR's designated counsel.

Respectfully submitted,


John D. Heffner

Counsel for Wisconsin &
Southern Railroad Co.

Enclosures

cc: Mr. William Gardner
Mack Shumate, Esq.

Date December 3, 2004

John D. Heffner, Esq.
John D. Heffner, PLLC
1920 N Street, NW, Suite 800
Washington, DC 20036

VIA FAX: 202-296-3939

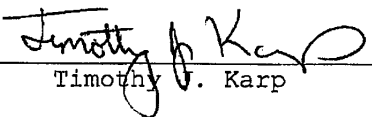
This letter confirms forwarding today via United Parcel Service overnight delivery the attached Notice of Intent to Acquire Rail Lines to the national and, as a courtesy, the regional offices of the following unions:

Paul Thompson
President
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

Don M. Hahs
International President
Brotherhood of Locomotive
Engineers & Trainment
1370 Ontario Street
Cleveland, OH 44113-1702

Freddie N. Simpson
Acting President
Brotherhood of Maintenance of
Way Employees
20300 Civic Center Drive
Suite 320
Southfield, MI 48076-4169

W. D. Pickett, Jr.
President
Brotherhood of Railroad
Signalmen
P.O. Box U
Mt. Prospect, IL 60056


Timothy V. Karp

STB Finance Docket No. XXXXXX
WISCONSIN & SOUTHERN RAILROAD CO.

NOTICE OF INTENT TO ACQUIRE RAIL LINES

PURSUANT TO 49 U.S.C. 10902 AND
49 CFR 1121.4(h)

Pursuant to Surface Transportation Board regulations at 49 CFR 1121.4(h), Wisconsin & Southern Railroad Co. (WSOR), hereby offers notice to employees of the Union Pacific Railroad Company (UP) that on or before February 5, 2005, WSOR proposes to lease and purchase from UP and operate the following rail lines, including yard and ancillary tracks and structures:

The subject trackage to be leased consists of the Kohler Industrial Lead, extending from milepost 8.0 near Kohler, WI to milepost 1.2 at Sheboygan, WI, the lead to the former Cargill Malting Plant at 704 S. 15th Street, and the connecting track to UP's Sheboygan Cutoff. The subject trackage to be purchased consists of the line from milepost 8.0 to the end of the main line track in Plymouth, WI at Engineering Station 1481+00, milepost 14.95.

The total mileage to be purchased is approximately 14 miles.

WSOR currently projects that it will hire the following employees to operate over the line as needed:

1. Engineer(s) at an annual salary of approximately \$34-51,000.
2. Trainmen at an annual salary of approximately \$32-48,000.
3. Maintenance of way personnel at an annual salary of approximately \$23-37,000.

WSOR will offer:

- Dental, medical, and disability insurance
- Expense reimbursement
- Holidays
- Earned time off in lieu of vacation, sick, and certain other types of leave

- Family and medical leave
- Jury duty
- Military leave
- 401(k) plan

WSOR will select any new employees on the basis of:

- Current certifications held
- Railroad job knowledge
- Skills and ability
- Previous work experience

Any UP employee interested in further information concerning positions available with WSOR should contact WSOR's Manager of Human Resources Director, Suzanne Immel at 414-438-8820 ext. 222.

CERTIFICATION OF POSTING

This will confirm that the Notice of Intent to acquire a rail line owned by the Union Pacific Railroad Company was posted on December 3, 2004, at Sheboygan, WI, to insure that all affected employees of the Union Pacific Railroad Company are properly notified of a proposed rail line transaction as provided under 49 CFR 1121.4(h).

Signed: _____

Title: _____

(Signature)
Manager for Industrial & Southern