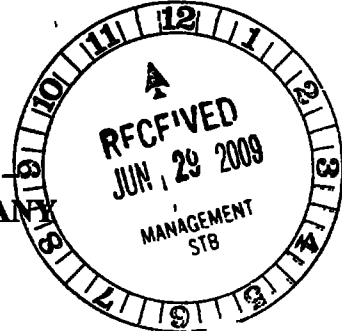


**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 35187

**GRAND ELK RAILROAD, LLC –
LEASE AND OPERATION EXEMPTION –
NORFOLK SOUTHERN RAILWAY COMPANY**



AND

**ENTERED
Office of Proceedings**

JUN 29 2008

**Part of
Public Record**

FINANCE DOCKET NO. 35188

225286

**WATCO COMPANIES, INC. –
CONTINUANCE IN CONTROL EXEMPTION –
GRAND ELK RAILROAD, LLC**

DECLARATION OF DENNIS BACA

I, Dennis Baca, pursuant to 28 U.S.C. § 1746, declare the following facts are true to the best of my knowledge and belief.

1. I am State Director of the New Mexico State Legislative Board for United Transportation Union and have been since April 22, 2005.

2. GER claims the financial condition of this line has been declining under Norfolk Southern Railway Company's ("NS") control. However, NS has not attempted to increase business on this line, and has therefore neglected the financial aspect of the line.

3. NS had no intention of improving the financial condition of this line, as it had over 30 customer leads which it never pursued.

4. I became aware of these facts when Watco's Rick Webb told State Director of Michigan Jerry L. Gibson that NS had given him over thirty customer leads for the trackage at issue

here that NS had never pursued.

5. I am making this statement in order to clarify the record since there appears to be a conflict in the parties' statements about this conversation.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 19 JUNE, 2009.


Dennis Baca

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing Declaration of Dennis Baca submitted in support of United Transportation Union Petition to Revoke has been served this 19th day of June 2009 via first-class, postage pre-paid mail upon the following:

All Parties of Record


Dennis Baca