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**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**GRAND ELK RAILROAD, INC. – ACQUISITION EXEMPTION –
LINES OF WISCONSIN CENTRAL LTD. IN MICHIGAN**

STB Docket No. FD 36503

**FOX VALLEY & LAKE SUPERIOR RAIL SYSTEM, L.L.C.
– ACQUISITION EXEMPTION –
LINES OF WISCONSIN CENTRAL LTD. IN WISCONSIN**

STB Docket No. FD 36504

**AMENDED PETITION
IN SUPPORT OF THE APPLICATIONS FOR EXEMPTION**

ON BEHALF OF

WISCONSIN CENTRAL GROUP
(an *ad hoc* rail freight shippers coalition)
and
LAKE STATES SHIPPERS ASSOCIATION
(a Classic Co-op Shippers Association)

John Duncan Varda
Attorney for
Wisconsin Central Group
Lake States Shippers Association

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Dated: April 23, 2021
Due: April 23, 2021

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This Amended Petition (“Amended Petition”) is submitted by Wisconsin Central Group (“WCGroup”) and Lake States Shippers Association (“LSSA”), the Petitioners identified in detail in their Petition to Revoke and Stay Exemption and For Classification as “Significant” Pursuant to 49 CFR Part 1180 (“4/12/2021 Petition”) filed in these Dockets Nos. FD 36503 and FD 36504 on April 12, 2021. The Amended Petition is submitted in support of the Applications for exemption pursuant to 49 CFR Part 1150 Subpart D to consummate and agreement for sale of certain rail lines by Wisconsin Central Ltd, controlled by CN, to Applicants (“Watco”) (“CN/WC/Watco Agreement”) and the future operation of those rail lines.

INTRODUCTION AND BACKGROUND.

On April 20, 2021, Watco's leadership team met in-person in Green Bay, Wisconsin with representatives of WCGroup/LSSA, pursuant to a confidentiality agreement between them. Watco responded to a wide range of questions about the CN/WC/Watco Agreement and anticipated future operations pursuant to that Agreement, including many of the questions posed in WCGroup/LSSA's 4/12/2021 Petition. The meeting closed with the anticipation that WCGroup/LSSA would withdraw its petition to stay the effective date of the proposed exemption and an agreement as to what portions of their confidential discussion could be shared publicly.

On April 21, 2021, representatives of WCGroup/LSSA and Watco (in-person at the same Green Bay, Wisconsin location), met in two separate online meetings with: (a) shipper participants in WCGroup/LSSA; and (b) other stakeholder allies of WCGroup/LSSA, mainly representative of the public sector. The online meetings on April 21, 2021 concluded with a consensus that WCGroup/LSSA would withdraw its petition to stay the effective date of the proposed exemption and the anticipation that further discussion and development might lead to further amendment of the position taken by WCGroup/LSSA in their 4/12/2021 Petition.

Following these online meetings, WCGroup/LSSA received word that CN/WC planned to file a letter with the Board acknowledging that

conditions imposed on CN control of Wisconsin Central Ltd. in STB Docket FD 34000 are not affected by the proposed CN/WC/Watco transaction. Based on that representation and receipt of the letter of acknowledgment filed with the Board, email communications on April 22, 2021 with the shipper participants in the online meetings on April 21, 2021 confirmed that WCGroup/LSSA would proceed to file this Amended Petition in Support of the Applications.

STATEMENT OF IN SUPPORT OF THE APPLICATIONS.

WCGroup/LSSA shipper constituents' priority is that the proposed transaction proceed to implementation as soon as practicable, represented to be possible mid-Summer 2021, maintaining continuity of service through the planned transition.

Accordingly, WCGroup/LSSA amend its Petition in these Dockets to support the Applications.

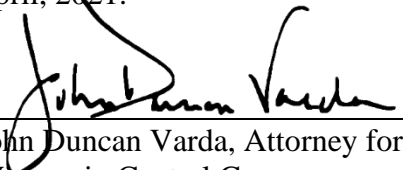
CONCLUSION

Petitioners believe that this proposed transaction is "significant" both for the Great Lakes Forests Region and is significant for the National Rail System. Although public review by the Board of the competitiveness question raised in the 4/12/2021 Petition would have had value, Petitioners are also committed as they have been for many years to working collaboratively with their rail carrier to find mutually agreed solutions,

without the need for regulatory intervention, whenever it is possible to do so.

Petitioners, therefor, support the Applications and commit themselves to working collaboratively with CN/WC and Watco on successful implementation of the transaction.

Dated this 23rd day of April, 2021.



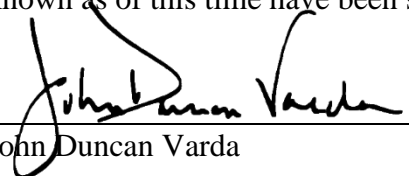
John Duncan Varda, Attorney for
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VERIFICATION AND CERTIFICATE OF SERVICE

I, John Duncan Varda, counsel to Wisconsin Central Group and Lake States Shippers Association, have, since 1970, represented Wisconsin Manufacturers & Commerce and other Wisconsin and Upper Michigan transportation shipper groups and various of their constituent members before the Interstate Commerce Commission and, after its termination, before the Surface Transportation, and do hereby affirm and verify that I have read the foregoing Petition on behalf of Wisconsin Central Group and Lake States Shippers Association and know the facts stated therein to be true and correct to my own knowledge and, as to those stated upon information and belief, I reasonably believe them to be true and correct.

I hereby certify that Applicant's representative and other parties of record known as of this time have been served a copy of this Petition.



John Duncan Varda

STATE OF WISCONSIN)
) ss
Dane COUNTY)

Personally came before me this 23rd day of April, 2021, the above named John Duncan Varda, personally known to me to be the person who executed the foregoing verification and acknowledged the same.

Martha S. Olson


Notary Public, State of Wisconsin

My commission expires August 13, 2023 .