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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

**SUPPLEMENTAL COMMENTS
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)

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**Supplemental Comments
in Support of the Applications for Exemption**

These Supplemental Comments (“Supplemental Comments”) are submitted by Wisconsin Central Group (“WCGroup” or “WCG”) and Lake States Shippers Association (“LSSA”). WCG/LSSA were identified in detail in their initial filing in these Dockets (“4/12/2021 Petition”). For the reasons described in their filing on April 23, 2021, WCG/LSSA abandoned their request for further review by the Board in favor of requesting expedited implementation of the transaction (“CN/WC/Watco Agreement”).

These Supplemental Comments in Support of the Applications for Exemption and objecting to delay of the effective date of the exemptions are filed in response to the Board’s decision and order entered on April 23, 2021.

Suffice it to say, these Supplemental Comments, as illustrated below, as well as WCGroup/LSSA's previous filings in these Dockets amply demonstrate their credibility and standing for consideration by this Board.¹

¹ Document 302028 filed herein by counsel for CN/WC was a disappointing and transparent effort, apparently, to impugn the credibility of WCGroup/LSSA. It is as if CN/WC suffered a collective loss of memory of the CN/WCGroup Advisory Board and collaborative efforts for over a decade of CN/WC and WCGroup and, later LSSA, shipper participants, working together, to increase freight density on CN/WC lighter density lines.

One of the purposes of free association under the First Amendment of the United States Constitution is to facilitate petition by the People to government. Associations facilitate the objective, in part, by minimizing fears of retaliation. Although we know of no instances of commercial retaliation by CN/WC, it is the perception among shippers that is the relevant factor. As reported by *FreightWaves*, May 23, 2019, then STB Chair Begeman reflected as follows:

Because of the significant market power held by the railroads over shippers – particularly those that don't have access to more than one railroad at a particular origin or destination, or where trucking is prohibitively expensive – Begeman was also concerned about the potential for retaliation by the railroads against shippers alleging railroad abuse.

“When we announced the hearing, I didn't pause wondering if anyone besides the railroads – who asked to be here – would show up,” Begeman said. “The last listening session I attended, I learned later that every single participant had been contacted by the carrier in advance of the hearing not to come.”

One of the purposes of voluntary associations is to permit petition to government with some degree of anonymity without fear of perceived potential commercial retaliation. Despite the fact that shipper participants in WCGroup/LSSA are well known to CN/WC, petitioning through a voluntary association provides some degree of comfort against perceived, whether or not founded in fact, fears of potential commercial retaliation.

At all times, each WCG/LSSA participant's right of independent action including, but not limited to, actions inconsistent or adverse to actions or positions of WCG/LSSA is preserved and may be exercised at any time. Public policy positions or statements of WCG/LSSA are a product of a consensus process but do not indicate or represent “endorsement” by any individual participant in WCG/LSSA activities. Participation is not endorsement. Any individual participant's endorsement is strictly at the discretion of the individual participant, must be expressed in writing, and will not be acknowledged by WCG/LSSA without specific, express, written consent to do so, provided by an authorized representative of the participant.

INTRODUCTION.

The worst enemy of a good outcome is one perceived to be better.²

The chance of a better outcome in this case is essentially nil.

In this case any delay of the effective date of the exemption for any reason or pendency of further review by the Board will almost certainly inflict irreparable harm on the affected shippers of the Great Lakes Forests Region and other public and private stakeholders.

SUPPLEMENTAL COMMENTS IN SUPPORT OF THE APPLICATIONS.

WCGroup/LSSA Already Forming Local Rail Line Committees to Pursue the Means of Supporting Watco's Return of Out-of-Service Line Segments to Active Operations.

On April 29, 2021, the WCG/LSSA White Pine Rail Line³ Committee ("RLC") was established at an in-person and on-line meeting held at the Iron County Wisconsin Courthouse. Attendees included public officials of Ashland and Iron Counties, Wisconsin and Gogebic, Ontonagon and Houghton Counties, Michigan, as well as a representative of the Northwoods Rail Transit Commission and a potential shipper of minerals. Shipper receivers of raw forest products harvested in the area of the White Pine Line (longtime WCG/LSSA participants) and local landowners and

² Voltaire, the French writer, said, "The best is the enemy of the good." Confucius said, "Better a diamond with a flaw than a pebble without." And, of course, there's Shakespeare: "Striving to better, oft we mar what's well."

³ See [LSSA Rail Line Corridors Map](#).

loggers will soon join the White Pine RLC.⁴ A representative of Watco participated in the April 29, 2021 meeting responding to questions and confirming Watco’s commitment to work collaboratively with prospective shippers, public sector and other stakeholders.

A WCG/LSSA Rail Line Committee will soon emerge for the Hwy 8 Rail Line Corridor (Hwy 8 RLC).⁵ Early return to active operation of the complete Hwy 8 Rail Line Corridor is a critical objective for “unbulkanizing” markets for Great Lakes Forests Region (“GLFR”) logs and other raw forest products as well as lumber and other finished forest products.⁶

⁴ Establishment of the White Pine RLC is reported in the *Iron County Miner* (see Supplemental Comments Exhibit A) and the [Ironwood \(Gogebic County\) Daily Globe](#).

⁵ The Hwy 8 Rail Line Corridor is identified on [LSSA “Wisconsin / Upper Michigan Rail Line Corridors” Map](#), updated January 23, 2020, as part of the “North Central WI RLC”. Log traffic for this corridor is a feature of the [LSSA Michigan Tech Data Co-op Project Final Report](#) released March 2020 (public funding approximately \$250,000). WC, before its control by CN, allowed segments of the Hwy 8 RLC to become disused because of needed reinvestment and WC’s capability to serve the overhead east/west GLFR traffic via other more circuitous routes. Today those routes are devoted to CN’s overhead traffic including intermodal trains operating between Canada’s northwest ports and Chicago and other markets in the United States. Restoration of the Hwy 8 RLC was identified as one of three projects of the [CN/WC Group Log Committee](#) (11/12/2013). Pending and to commence in the near future is the [North Central Wisconsin Regional Planning Commission WI FRIIP-Intermodal Project](#) including the Hwy 8 RLC (private and public funding, approximately \$250,000), and will likely also be supported by LSSA Data Co-op Project, Phase II, [Actionable Shipper Data](#) (“NCWRPC Intermodal Project”).

⁶ On May 1, 2021, WCG/LSSA Counsel met with representatives of Northwoods Distribution Services, Inc. (“NDS”) at its facilities at Rhinelander, WI located on the Hwy 8 RLC and engaged in an extended Q&A session. WCG/LSSA’s expectation is that not only will the current NDS transload operation flourish as a result of the CN/WC/Watco transaction but will also have the opportunity to emerge sooner rather than later as a multi-purpose terminal including the opportunity for serving intermodal freight. See [“Establishing Start-Up Intermodal Locations – 2021-2025”](#) (6/21/2020) – the criteria for which were developed earlier through WCG and CN/WC collaboration

In summary, shippers such as WCG/LSSA participants, public stakeholders such as the Northwoods Rail Transit Commission and North Wisconsin Regional Planning Commission⁷ and their communities have already moved beyond the pause for COVID and the pause for CN/WC's and Watco's negotiations to implement the CN Divestiture Plan announced in late July 2020. All are relying on no delay of the effective date of the exemption and see further review by the Board as an unneeded distraction from the business at hand on which they have been working most of the past decade, now with greatly enhanced opportunities for success.

Delay Will Almost Certainly Inflict Irreparable Harm on Great Lakes Forests Region's Shippers and Communities.

For the Northwoods, delay means delay of:

- The day when fewer log trucks will be forced over-the-road to deliver to the mills rather than loading on rail log cars, as in the past. Most log trucks are designed for bringing logs out of the woods. Over-the-road typical diesel log trucks get little more than 4 MPG compared to typical Class 8 commercial motor vehicles achieving 8 and some 9 MPG. For

and which will likely be part of the NCWRPC Intermodal Project later this year and into 2022 (see preceding footnote).

⁷ The East Central Wisconsin Regional Planning Commission, WI FRIIP-Intermodal, Hwy 41/141 Rail Line Corridor Project ("ECWRPC Intermodal Project") (private and public funding, approximately \$260,000), parallel to the NCWRPC Intermodal Project, is well underway and will conclude in Fall 2021. WCG/LSSA and CN/WC are among those participating on the ECWRPC Intermodal Project's Advisory Committee. The work product of the two parallel Projects will be used in conjunction with various applications for public infrastructure competitive, grant funding for new investment in rail and rail related facilities in the Region.

the log trucks the over-the-road time (more miles, fewer cords moved in each tour of duty) and fuel consumption are significant economic factors. For Northwoods communities log truck emissions, when concentrated, can be a significant hazard. Due largely to the decline of available logs via rail, one mill now reports receiving 125 log truck loads per day five days per week, *i.e.*, 250 log trucks to/from the mill per day, converging in the rural community where its mill is located.

- The day when fewer log trucks share local roads (2-lane and some less than or barely 2-lane) with school busses (more in recent years as a result of rural school consolidation) and recreational tourist traffic, all season, including recreational vehicles, vehicles pulling campers, boats, jet skis, snowmobiles and all-terrain vehicles. More log trucks mean more potential conflicts diminishing safety for log trucker, school bus and automobile traffic.
- The day when fewer trees will end their life cycles with death in the forests, releasing their sequestered carbon and increasing disease threatening the health of the forests, and during life and after death, providing fuel for forest fires and diminishing access to the forests for recreational purposes such as hunting, fishing, camping and the like.
- The day when more GLFR trees are harvested and achieve their highest and best use in manufactured forest products. All types of GLFR forests (private, town, county, state and national) are subject to sustainable

forestry practices which include sustainable annual allowable harvesting. In recent years only approximately 40-50% of the allowable cuts are actually harvested. Also, in most cases absent access to rail services, many logs are not sold for their highest and best use. Foresters have reported that the difference in price per cord can be as much as 400%. That difference is lost value for loggers and landowners – private landowners and the public owners of township school forests, state and national forests.

The list is not exhaustive, only illustrative. The illustrated facts are supported by data including sustainable forest management, highway safety and data science. These harms caused by delay are, irrefutably, irreparable.

Delay Will Delay Infrastructure Investments Necessary for Rail and Rail Intermodal to Effectively Compete for the Non-Captive, Truck Competitive Freight in Abundance throughout the CN/WC/Watco Region.

WCG/LSSA's Supplemental Comments and previous filings in these Dockets demonstrate the scope of activity underway to bring about new investment, return and expand non-captive, truck-competitive freight moving on the Region's lighter density CN/WC rail lines and those to be acquired by Watco.

Since NRTC's 2014-2015 unsuccessful TIGER grant application seeking to begin replacing the GLFR's aging log car fleet, we have learned a great deal, positioning the Region's public and private freight rail stakeholders to support business cases for sustainable new private sector

investment and to compete effectively for competitive public sector grant funding (already available from existing public funding programs) for new investment in rail and rail related infrastructure throughout the Region.

We make things here.

And we are going to put more of them on rail.

The Nation is on the cusp of major public investment in infrastructure. We are ready to compete for this rural Region's share of the new funding.

Delay for further, unnecessary review by the Board is inconsistent with the public interest and public policy. The Board has other informal and formal means of addressing collateral issues that might arise from the CN/WC/Watco transaction and which are not otherwise resolved through collaboration and negotiation without the need for regulatory intervention.

The potential harm from further delay is not offset by any potential gain from further review by the Board and is, irrefutably, irreparable.

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

CONCLUSION

Expedited implementation of the CN/WC/Watco transaction is critical for both the Great Lakes Forests Region and for the National Rail System. Although public review by the Board of the competitiveness

questions raised in the WCG/LSSA 4/12/2021 initial Petition appeared at that time to have had value, based on the facts related in WCG/LSSA's Amended Petition (4/23/2021) and these Supplemental Comments, any delay for further review by the Board will have net negative impacts on the Great Lakes Forests Region and all served by the CN/WC/Watco lines.

WCG/LSSA are committed as they have been for many years to working collaboratively with their rail carriers to find mutually agreed solutions, without the need for regulatory intervention, whenever it is possible to do so.

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

Dated this 10th day of May 2021.



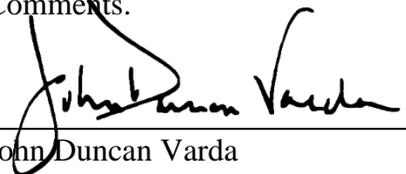
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VERIFICATION AND CERTIFICATE OF SERVICE

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 Board, and do hereby affirm and verify that I have read the foregoing Supplemental Comments 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 these Supplemental Comments.



John Duncan Varda

STATE OF WISCONSIN)
) ss
DANE COUNTY)

Personally, came before me this 10th day of May 2021, the above-named John Duncan Varda, personally known to me to be the person who executed the foregoing verification and acknowledged the same.

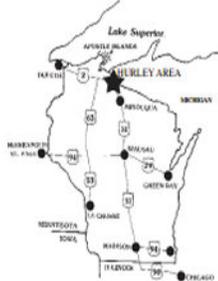
Martha S. Olson


Notary Public, State of Wisconsin

My commission expires August 13, 2023 .



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THURSDAY, MAY 6, 2021

Talking Train Tracks: A Reason to Roll



By Jack Miller

MONTREAL, March 30, 2021 (GLOBE NEWSWIRE)--CN (TSX: CNR) (NYSE: CNI) and WATCO are pleased to announce that they have reached an agreement for the sale of non-core lines and assets on the Soo subdivision (approximately 250 miles of track) that runs from Sault Ste. Marie, Ontario to Oba, Ontario and approximately 650 miles of branch lines of Wisconsin Central Ltd. in Wisconsin and Michigan. This marks the successful conclusion of the sale process that CN announced and launched in July of 2020.--
www.cn.ca

The meeting on Thursday was a big deal. Represented in

the Iron County Board Room were WATCO, Lake States Shippers, La Pointe Iron Company, the North Woods Rail Transport Committee, as well as elected officials from Iron and Gogebic Counties. John Varda, the organizer, had just come from a meeting with WATCO, the Surface Transportation Committee, the Wisconsin Department of Transportation, and regional shippers in the Green Bay Packers board room.

Trains roll, that's what they do, and once they get rolling they are hard to stop. But it takes a lot to get them rolling, not just to overcome the inertia of the mechanical beast, but more so to have a

reason for it to roll. It takes fuel to move the steel wheels forward, but it takes cargo to give the train a reason.

John Varda has a reason, WATCO has the tracks, and the trains may roll again from the Porcupine Mountains to Chequamegon Bay. There is one intact line that crosses the border, and it crosses in Kimball. Canadian National Railway (CN), the former owner, chose to leave those tracks in place, in case they were ever needed. Thank you very much.

Canadian National rolls east-west in Canada and north-south in the United States. Their network on a map of North America looks like an upside-down triangle. They carry natural resources within and from Canada and finished products from the United States. But Canadian National needs more reason to roll its locomotives. There is a high-volume business. John Varda says they only bought Wisconsin Central Railroad because they wanted access to Milwaukee. He was involved in an offer to buy Wisconsin Central in 2011.

WATCO, the new owner of the local rail

line, specializes in shorter distances and medium loads. They started buying tracks in Pennsylvania in the 1980s to connect eastern manufacturers with national and international railroad networks.

Localization

"Rail is the answer to keeping the mills open."

— John Varda

It is 130 miles from where the existing tracks cross the Montreal River in Kimball to the next set of tracks across the Menominee River border near Iron Mountain. The only other border-crossing track is even further east in Marinette. Ashland, Iron, Gogebic and Ontonagon Counties could be connected by rail to the Canadian National network, and then to all other railroads.

Shippers would have a choice as to where they ship and would not be restricted by access or distance. Loggers could sell to the highest bidders and not have to ship to the closest mill to save transportation costs. But if loggers choose to sell their harvest to the Tomahawk containerboard mill, one train could cover the over 200

miles in one day and return the next.

Trains need rails and cars to roll on them. Many of the out-of-service lines need repairs or upgrades for the loads they will need to carry. Bridges must be fortified. Landings will need to be cleared and loading docks built along the refreshed routes. Local work means local jobs.

Once rolling, a diesel locomotive can pull 200 cars, so more cars are needed. John Varda looks to do this manufacturing “in territory.” Machine shops are already available in Milwaukee and as traffic begins to include finished products in as well as natural resources out, manufacturing can expand along the newly connected rail routes.

Numbers

According to John Varda, the Tomahawk mill, operated by Packaging Corporation of America, receives 125 log trucks per day. “That’s 125 in and 125 out,” says John, so that’s also 125 drivers and 250 trips over public roads every day. One train could carry those 125 loads. One driver, one clear track. Rather than truck a load of logs a hundred miles to the nearest mill, local loggers could transfer their loads to a railroad landing within a few miles of their operation and ship them anywhere.

The standard CN uses to determine whether tracks should be activated is 100 cars per mile per year. If it is 90 miles from White Pine to Ashland Junction by rail, then 9000 cars would have to travel that route per year. Using a 50-week year, that means 180 cars per week.

Eric Peterson, from Iron County Forestry, stated during the Thursday meeting that Iron County can produce 1000

cords per week. If we let 1000 cords equal 50 train cars, then Iron County can fill 2500 cars per year. Gogebic, Ontonagon and Ashland Counties would take care of the rest.

Logs could be the reason the steel wheels need to get rolling again. But copper is still a possibility, especially with the greater demand from infrastructure projects and manufacturers of electric vehicles. Lumber and copper are already trading at twenty-year highs.

Funding = Data = Funding
 “Data is the new oil.”
Clive Humby – British Mathematician

As usual, the first resource needed for a project like this is money and lots of it. Michigan Tech in Houghton has already spent a quarter-million dollars gathering data and studying lumber and paper mill operations. The study’s results show that this two-state area could account for 12% of US “internode” shipping.

But first, the logs must be located for harvest so that they can be directed to the mill or manufacturer with the greatest demand and/or the highest price. That’s called logistics, logistics require real-time data, and data is expensive.

How much supply is there? Where is the supply? Where should it be shipped to produce the most profit? Is that level worth it to the operator of the railroad?

That information must be collected from competitors within the same industry. That will require collaboration, cooperation, coordination, and trust that the information collected will be secure. That’s why John Varda is helping to organize Rail Line Committees with meetings such as Thursday’s.

That’s why Eric Peterson of the Forestry Department



WATCO MAP

Markets		
Date of Quote	Lumber per Board-Foot	Copper per Pound
04/30/21	\$1.50	\$4.46
04/30/20	\$0.39	\$2.32
One-Year Increase	385%	192%

Source -- CME Group Inc.

volunteered, “Iron County can produce 1000 cords per week.” Measuring production capacity is a start. Iron County’s potential contribution could account for more than a quarter of the volume necessary to make the White Pine line feasible.

Funding, both public and private, must first be for data collection. Once the proof of feasibility and potential profitability is on the table, the money for the rest of the project will flow from both government and private sources. If the train is going to

start rolling, nobody wants to be left at the station.

A Dream of Trains

You may say I’m a dreamer
 But I’m not the only one
 I hope someday you’ll join us
 And the world will be as one.

--John Lennon

A recurring dream happens at the Hurley Depot. There has been a complication with the ticket. The train south pulls out of the station. A running attempt to catch the train fails. It is snowing.

John Varda may have had similar dreams. He may have

been on the train south. Now by chance of a change in the political wind, he may have his opportunity to make his dream of trains into reality.

On one of the maps that John handed out, a dotted line from Ashland to Duluth is labeled "Rails to Trails," and that's why Karen, a friend of the Miner, was at the table. Karen has worked with Canadian National on the Rails-to-Trails project. She shared her thoughts:

"I've always hoped that rail could be brought back as vital US infrastructure, and with this WATCO purchase of CN short tracts, rail can be utilized again in the Northwoods, particularly in the forest products industry. [John Varda] also made it clear that should the Biden

infrastructure bill pass, there needs to be "shovel ready" projects in the pike so that WATCO can apply for repairs on these discontinued rail lines, and northern Wisconsin can benefit from these infrastructure grants."

Someday, maybe travel by rail could again be a suitable alternative to driving or flying. An individual human-operated vehicle can drive 600 miles on coffee and Hostess Apple Pies, but after that should be pulled over and made to sleep. A train just keeps on rolling.

A traveler from the North Woods can fly to the West Coast by boarding a plane that takes off twice a day, then transferring in Chicago to another plane that may fly to the Pacific Ocean or may stop

in Denver first. All that time, the train just keeps rolling.

Here's the dream part, a train can be run on electricity. The diesel engine inside a locomotive turns a generator that produces electricity which turns the wheels. But there are newer and cheaper ways of producing electricity that do not involve burning anything. Long stretches of track cover uninhabited tracts of land in North America. Some of those are deserts, some are mountains, both are locations where solar and wind could supplement the electric grid to power electric locomotives. The new trains are much faster as well.

Sweden, because of its wealth of hydroelectric power, uses electricity to run

their national railroads. North America has a wealth of sun and wind. Think Great Plains, Mississippi River to the Rocky Mountains, once an inland sea, now a windswept plain with sun both summer and winter. The dream requires further innovation in battery storage and electrical transmission technology, but is it so far-fetched to think that we can supply tracks with locally produced electricity when we are flying a remote-control helicopter on Mars?

Biden says he will connect Duluth with Amtrak rails from the Twin Cities. Varda says he will connect Ashland with cargo rails from White Pine. John Varda is a dreamer, but he's not the only one, he hopes someday we'll join him.