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January 4, 2013

233627

VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20423-0001

ENTERED
Office of Proceedings
January 4, 2013
Part of
Public Record

Re: **Finance Docket No. 35630**
Wisconsin Central Ltd. -- Intra-Corporate Family Merger
Exemption -- Elgin, Joliet and Eastern Railway Company

Dear Ms. Brown:

By verified notice filed May 23, 2012 in the above-captioned proceeding, Wisconsin Central Ltd. ("WCL"), Wisconsin Central Transportation Corporation ("WCTC") and Elgin, Joliet and Eastern Railway Company ("EJ&E") sought an exemption pursuant to 49 C.F.R. § 1180.2(d)(3) for the intra-corporate family merger of EJ&E with and into WCL, with WCL as the surviving corporation. Notice of the exemption was served and published in the *Federal Register* on June 8, 2012, 77 Fed. Reg. 34125, and the exemption became effective on June 22, 2012. A further Board decision regarding the proposed transaction was served on September 5, 2012.

The parties hereby provide notice that the merger of EJ&E into WCL was consummated on January 1, 2013.¹ As the parties explained in their notice and the Board noted in its September 5, 2012 decision, the completed merger will not affect or alter the Board's continuing oversight and reserved jurisdiction over the prior acquisition of EJ&E by CN, the

¹ The merger continues efforts by Canadian National Railway Company ("CN"), the indirect parent of WCL and EJ&E, to simplify the corporate structure of its U.S. operating subsidiaries. On December 31, 2011, pursuant to a similar notice of exemption, two other CN-affiliated U.S. rail subsidiaries merged with and into WCL. See *Wisconsin Central Ltd. -- Intra-Corporate Family Merger Exemption -- Duluth, Missabe and Iron Range Railway Company and Duluth, Winnipeg and Pacific Railway Company*, Finance Docket No. 35476 (STB served April 22, 2011).

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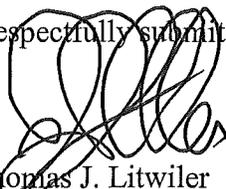
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mitigation conditions imposed by the Board in that proceeding, or the Voluntary Mitigation Agreements reached with numerous communities along the EJ&E route.²

The notice filed by the parties in this proceeding also described a separate, non-jurisdictional transaction in which WCL would be merged into its immediate non-carrier parent WCTC, which would then change its name back to WCL. That transaction is now anticipated to occur later in 2013.

If you have any questions regarding this filing, please feel free to contact me.
Kind regards.

Respectfully submitted,



Thomas J. Litwiler
Attorney for Wisconsin Central Ltd. and
Elgin, Joliet and Eastern Railway Company

TJL:tl

² See *Canadian National Railway Company and Grand Trunk Corporation -- Control -- EJ&E West Company*, Finance Docket No. 35087 (STB served December 24, 2008), *aff'd sub nom. Village of Barrington v. STB*, 636 F.3d 650 (D.C. Cir. 2011). CN's acquisition of EJ&E was consummated on January 31, 2009.