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November 15, 2013

BY HAND DELIVERY

Ms. Cynthia Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0111

ENTERED
Office of Proceedings

NOV 15 2013

Part of
Public Record



Re: *Canadian Pacific Railway Company, et al. – Control –
Dakota, Minnesota & Eastern Railroad Corp., et al.,*
Finance Docket No. 35081 *SUB No. 2*

Dear Ms. Brown:

Enclosed for filing in the above-referenced docket, please find an original and ten (10) copies of the Support Statement of Waupaca Foundry, Inc.

We have also enclosed an additional copy of this letter and the Support Statement to be date-stamped and returned to our messenger. Thank you for your attention to this matter.

Respectfully submitted,

Daniel M. Jaffe

Enclosure



WAUPACA FOUNDRY, INC.
1955 Brunner Drive
P.O. Box 249
Waupaca, WI 54981
PHONE (715) 258-6611
WEB WaupacaFoundry.com

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Public Record

**Verified Statement of John G. Wiesbrock
On Behalf of
Waupaca Foundry, Inc.**



My name is John G. Wiesbrock and I am the Vice President of Supply Chain Management for Waupaca Foundry, Inc. ("Waupaca Foundry"). My Address is 1955 Brunner Drive Waupaca, WI. 54981

I am submitting this Verified Statement in support of the State of South Dakota's Petition requesting the Surface Transportation Board (STB) to enforce investment representations the Canadian Pacific Railway (CP) made when it acquired the Dakota, Minnesota & Eastern Railroad Corporation (DME) in 2008. Waupaca Foundry is the largest producer of gray, ductile, and compacted graphite iron castings in the world, melting more than 9,500 tons a day. Waupaca Foundry's castings are produced using custom-built vertical greensand molding machines, and created by a 3,800-person workforce with generations of foundry expertise. Our products are delivered to numerous customers in the light vehicle, commercial vehicle, off-highway and industrial end markets. Waupaca Foundry operates 6 facilities located in Wisconsin, Indiana, and Tennessee.

AMCOL International Corporation (AMCOL) is one of Waupaca Foundry's largest suppliers and supplies only one product, Bond. The Bond that AMCOL supplies is essential to our operations and is derived primarily from the Bentonite plants in Wyoming. Waupaca Foundry facilities received 160,000 tons of bond last year spending in excess of \$40 million. We rely heavily upon AMCOL, who in turn relies upon the reliable and affordable rail service that they need to supply Bentonite to all of their facilities and their customers. Without a reliable and economical supply of Bond, not only Waupaca, but all foundries would be unable to competitively supply the metallic products that fuel automotive, heavy truck, agricultural and construction industries in the United States.

In recent years, Waupaca Foundry has seen the price of Bond increase by over 50%. The vast majority of this increase is directly attributable to the logistics cost for rail transportation. Waupaca Foundry, and the North American foundry industry as a whole, is facing substantial competition from the foundries located in low cost countries around the world. We have worked with AMCOL to determine the impact on

the price of our Bond if the rail service were to become discontinued to the Bentonite, Wyoming rail station. The impact would be substantial, at least doubling our current cost for Bond and severely impacting our overall competitiveness. Waupaca Foundry absolutely requires sustainable and competitive rail service from the AMCOL Bentonite facility in Wyoming to remain a strong leader in the casting industry.

In consideration of the foregoing, Waupaca Foundry would ask the board to grant the State of South Dakota's petition to order CP to produce the requested investment information, and compliance with the representations CP made during the approval process of the acquisition of the DME.

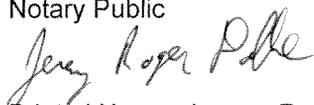
State of Wisconsin)
)
County of Waupaca)

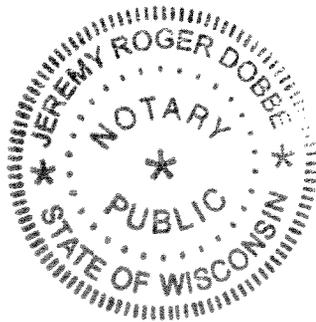
John G. Wiesbrock, being duly sworn, deposes and says that he has read the foregoing statement, knows the content thereof, and that the same are true and correct.



John G. Wiesbrock

Sworn to and subscribed before me
This 12th day of November, 2013

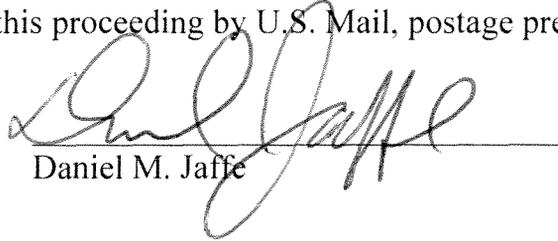
Notary Public

Printed Name: Jeremy Roger Dobbe



My Commission Expires: Permanent

CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of November, 2013, I served copies of the forgoing on all parties of record to this proceeding by U.S. Mail, postage prepaid.



Daniel M. Jaffe