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February 13, 2009

BY HAND

Hon Anna K. Quinlan,
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

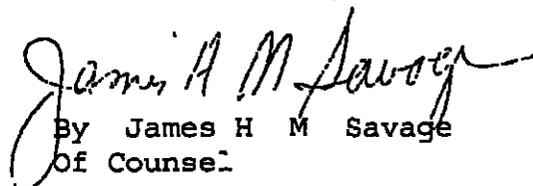
**RE: STB Finance Docket No. 35191
Wisconsin & Southern Railroad Co.-Trackage Rights Exemption
- Union Pacific Railroad Company**

Dear Ms. Quinlan:

On behalf of Wisconsin & Southern Railroad Co ("WSOR") I am submitting an original public version and a redacted confidential version of a verified notice of track age rights exemption pursuant to 49 CFR 1180 2(d)(7) together with a caption summary and motion for protective order

Thank you for your consideration

Sincerely yours,
John D. Heffner, PLLC


By James H M Savage
Of Counsel

Enclosures

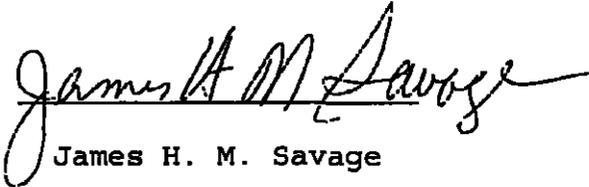
ENTERED
Office of Proceedings

FEB 13 2009

Part of
Public Record

CERTIFICATION OF PROOF OF SERVICE

I certify that I served this day by first class mail and by electronic mail upon all parties a true copy of the within pleading.


James H. M. Savage

Dated February 18, 2009

PUBLIC VERSION

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423**

STB FINANCE DOCKET NO. 35191

**WISCONSIN & SOUTHERN RAILROAD CO
-- TRACKAGE RIGHTS EXEMPTION --
UNION PACIFIC RAILROAD COMPANY**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 CFR 1180.2(d) (7)**

Respectfully submitted,

Wisconsin & Southern
Railroad Co.

By its attorneys:

JOHN D. HEFFNER, PLLC
John D. Heffner
1750 K Street, NW - Suite 200
Washington, DC 20006
(202) 296-3334

James H. M. Savage
Of counsel

**ENTERED
Office of Proceedings**

FEB 13 2009

**Part of
Public Record**

Date: February 13, 2009

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423

STB FINANCE DOCKET NO. 35191

WISCONSIN & SOUTHERN RAILROAD CO.
-- TRACKAGE RIGHTS EXEMPTION --
UNION PACIFIC RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 CFR 1180.2(d)(7)

Pursuant to 49 CFR 1180.2(d)(7), the Wisconsin & Southern Railroad Co ("WSOR") submits this Verified Notice of Exemption for trackage rights and provides the following information

49 CFR 1180.6(a)(1)(i): A brief summary of the proposed transaction, the names of the applicants, their business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.

Summary

WSOR seeks Board authority to acquire overhead trackage rights over the Kohler Line of the Union Pacific Railroad Company ("UPRR") between MP 4 0 near Kohler, WI and MP 1 2 at Kohler Junction near Sheboygan, WI, a distance of 2 3 miles. These rights provide WSOR direct access to handle rail traffic

EXHIBIT 2

TRACKAGE RIGHTS AGREEMENT

[REDACTED]

SURFACE TRANSPORTATION BOARD

Notice of Exemption

Finance Docket No. 35191

**Wisconsin & Southern Railroad Co.
-- Trackage Rights --
Union Pacific Railroad Company**

Union Pacific Railroad Company ("UPRR") has agreed to grant Wisconsin & Southern Railroad Co. ("WSOR") overhead trackage rights between UPRR Milepost 4.0 in Kohler, WI and UPRR Milepost 1.2 at Kohler Junction near Sheboygan, WI, a distance of 2.8 miles. The trackage rights provide WSOR with rail access to the facilities of the former Cargill Maiting Plant at Kohler as well as enable WSOR to interchange freight with UPRR at Sheboygan. The trackage rights will be effective on April 15, 2009.

This notice is filed pursuant to 49 CFR 1180.2(d)(7) Petitions to revoke the exemption under 49 U.S.C. 10502(d)

may be filed at any time The filing of a petition to
revoke will not stay the transaction

Dated: _____

By the Board

Anne K. Quinlan,

Acting Secretary

(Seal)

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423

STB FINANCE DOCKET NO. 35191

WISCONSIN & SOUTHERN RAILWAY CO.
-- TRACKAGE RIGHTS EXEMPTION --
UNION PACIFIC RAILROAD COMPANY

MOTION OF WISCONSIN & SOUTHERN RAILWAY CO.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

Wisconsin & Southern
Railroad Co

By its attorneys:

JOHN D. HEFFNER, PLLC
John D. Heffner
1750 K Street, NW
Suite 200
Washington, DC 20006
(202) 296-3334

James H. M. Savage
Of counsel

Filed: February 13, 2009

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423

STB FINANCE DOCKET NO. 35191

WISCONSIN & SOUTHERN RAILROAD CO.
-- TRackage RIGHTS EXEMPTION--
UNION PACIFIC RAILROAD COMPANY

MOTION OF WISCONSIN & SOUTHERN RAILROAD CO.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

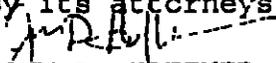
COMES NOW, Wisconsin & Southern Railroad Co. ("WSOR") pursuant to 49 CFR 1104.14 and requests that the Board issue a protective order allowing it to make available to the Board under seal certain confidential documents and information in connection with its verified notice of exemption for overhead trackage rights. Such confidential documents may include, among other things, the trackage rights agreement terms and compensation as well as other confidential commercial information the disclosure of which would be harmful to the parties.

Public disclosure of this information is not necessary for consideration or disposition of WSOR's notice. Accordingly, WSOR requests that the Board adopt the protective order contained in the appendix hereto

Respectfully submitted,

Wisconsin & Southern
Railroad Co.

By its attorneys.


JOHN D. HEFFNER, PLLC
John D. Heffner
1750 K Street, NW
Suite 200
Washington, DC 20006
(202) 296-3334

James H. M Savage
Of counsel

Filed: February 13, 2009

APPENDIX

PROTECTIVE ORDER

1 For purposes of this Protective Order, "Confidential Information" means the trackage rights agreement and all supporting documents furnished by Wisconsin & Southern Railway Co (WSOR) in connection with WSOR's notice of exemption in the above-captioned matter

2 Confidential Information shall be provided to any employee, agent, counsel, or consultant of any party to this proceeding only pursuant to this Protective Order and only upon execution and delivery to WSOR of the attached Undertaking Confidential Information shall be used solely for the purpose of this and any related Board proceedings, or any judicial review proceeding arising therefrom, and not for any other business, commercial, or other competitive purpose.

3 Confidential Information shall not be disclosed in any way or to any person without the written consent of WSOR or an order of the Board, solely for use in connection with this and related Board proceedings, or any judicial review proceeding arising therefrom, provided that such person has been given and has read a copy of this Protective Order and agrees to be bound by its terms by executing the attached Undertaking prior to receiving access to this information.

4. Any documents containing Confidential Information must be destroyed, and notice of such destruction must be served on WSOR at the completion of this and any related Board proceedings, or any judicial review proceeding arising therefrom, whichever comes first.

5. If the Board retains the Confidential Information, it shall, in order to keep it confidential, treat the information in accordance with the procedure set forth at 49 CFR 1104.14

6 If any party intends to use Confidential Information at hearings in this proceeding or in any related Board proceedings, or in any judicial review proceeding arising therefrom, the party shall submit any documents setting forth or revealing such Confidential Information to the Board, or the reviewing court as

appropriate, under seal, and shall accompany such submission with a written request to the Board or the court to (i) restrict attendance at the hearing during discussion of such Confidential Information, and (ii) restrict access to the portion of the record or briefs reflecting discussion of such Confidential Information in accordance with the Protective Order

7 All parties must comply with all of the provisions stated in this Protective Order unless good cause, as determined by the Board, is shown by any party to warrant suspension of any of the provisions herein

UNDERTAKING

CONFIDENTIAL MATERIAL

I, _____, have read the Protective Order governing the filing of Confidential Information by Wisconsin & Southern Railway Co (WSOR) in STB Finance Docket No 35191, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any data or information obtained under this Undertaking, or to use or permit the use of any techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and preservation of evidence and argument in STB Finance Docket No. 35191 or any judicial review proceedings taken or filed in connection therewith. I further agree not to disclose any data or information obtained under this Protective Order to any person who is not also bound by the terms of this order and has executed an Undertaking in the form hereof

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that WSOR shall be entitled to specific performance and injunctive and/or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity

Signed: _____

Position _____

Affiliation: _____

Dated: _____

to and from the facilities of the Cargill Malt Plant, Kohler, WI as well as to interchange freight with UPRR at Sneboygan.

Applicants' identifying information:

Wisconsin & Southern Railroad Co.
P. O. Box 90229
Milwaukee, WI 53209
(414)438-8820

Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179
(402)544-5000

Applicant's counsel to receive correspondence:

For Wisconsin & Southern Railroad Co

John D. Heffner
John D Heffner, PLLC
1750 K Street, NW - Suite 200
Washington, DC 20006
(202)296-3334

For Union Pacific Railroad Company

Mack H Shumate, Jr., Esq.
Union Pacific Railroad Company
101 N Wacker Drive, Suite 1920
Chicago, IL 60606
(312)777-2055

49 CFR 1180.6(a)(1)(ii): The proposed time schedule for consummation of the proposed transaction.

WSOR proposes to consummate the proposed transaction on or about April 15, 2009 at least thirty (30) days after the filing of this notice

49 CFR 1180.6(a)(1)(iii): The purpose sought to be accomplished by the proposed transaction.

The purpose of the proposed transaction is to promote industrial development in Eastern Wisconsin by redeveloping active use of a dormant manufacturing facility, the former Cargill Malting Plant, located in Kohler; and to facilitate overhead movement of cars by WSOR from its Kiel-to-Saukville Line over UPRR's Kohler Line to be interchanged with UPRR in Sheboygan

49 CFR 1180.6(a)(5): A list of the State(s) in which any part of the property of each applicant carrier is situated.

WSOR presently operates within the States of Wisconsin and Illinois UPRR presently operates rail lines in the States of Arizona, Arkansas, California, Colorado, Idaho, Illinois, Iowa, Kansas, Louisiana, Minnesota, Missouri, Nebraska, New Mexico, Nevada, Oklahoma, Oregon, Tennessee, Texas, Utah, Washington, Wisconsin, and Wyoming

49 CFR 1180.6(a)(6): Map (Exhibit 1). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principal geographic points in the region traversed.

A map satisfying this provision is attached hereto as
Exhibit 1

49 CFR 1180.6(a)(7)(ii): Agreement (Exhibit 2). Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction. In addition, parties to exempt trackage rights agreements and renewal of agreements described at §1180.2(d)(7) must submit one copy of the executed agreement or renewal agreement with the notice of exemption, or within 10 days of the date that the agreement is executed, whichever is later.

WSOR is furnishing a copy of the freight operating agreement and the trackage rights agreement, collectively attached as Exhibit 2

The procedures set forth in the Board's Decision regarding Disclosure of Rail Interchange Commitments¹ do not apply to this transaction as there is no provision in the UPRR sale and lease agreements restricting WSOR's future interchange with a third party carrier. There are two interchange points: UPRR with WSOR at Sheboygan and WSOR with UPRR at Kohler Junction.

¹ STB Docket No EP-575-1 (served May 29, 2008)

Labor Protection.

As mandated by law, WSOR will provide labor protection as set forth in Norfolk and Western Ry. Co - Trackage Rights - BN, 354 I C C 605 (1978), as modified in Merdocino Coast Ry, Inc - Lease and Operate, 360 I.C.C 653 (1980).

Environmental and historic reporting requirements.

The proposed transaction is exempt from environmental review under 49 CFR 1105 6(c)(4), which provides that environmental documentation need not be prepared for trackage rights transactions or transactions that will not cause any operating changes that exceed the thresholds established in 1105 7(e)(4) or (5).

In addition, this transaction is exempt from historic review under 49 CFR 1105.8(b)(3) because it will not substantially change the level of maintenance of railroad property.

Respectfully submitted



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James H. M. Savage
Of counsel

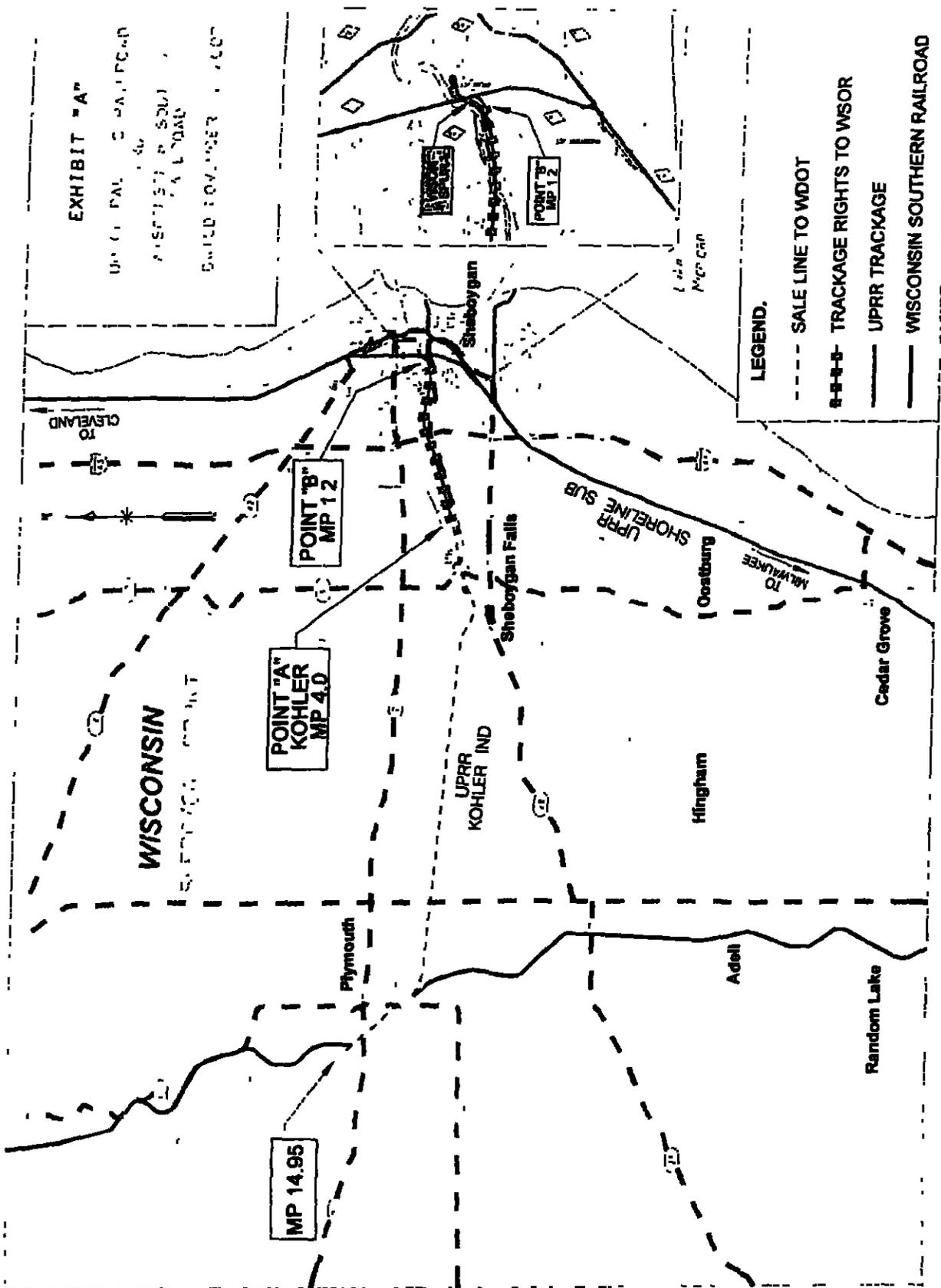
Attorneys for
Wisconsin & Southern
Railroad Co.

Dated February 13, 2009

EXHIBIT 1

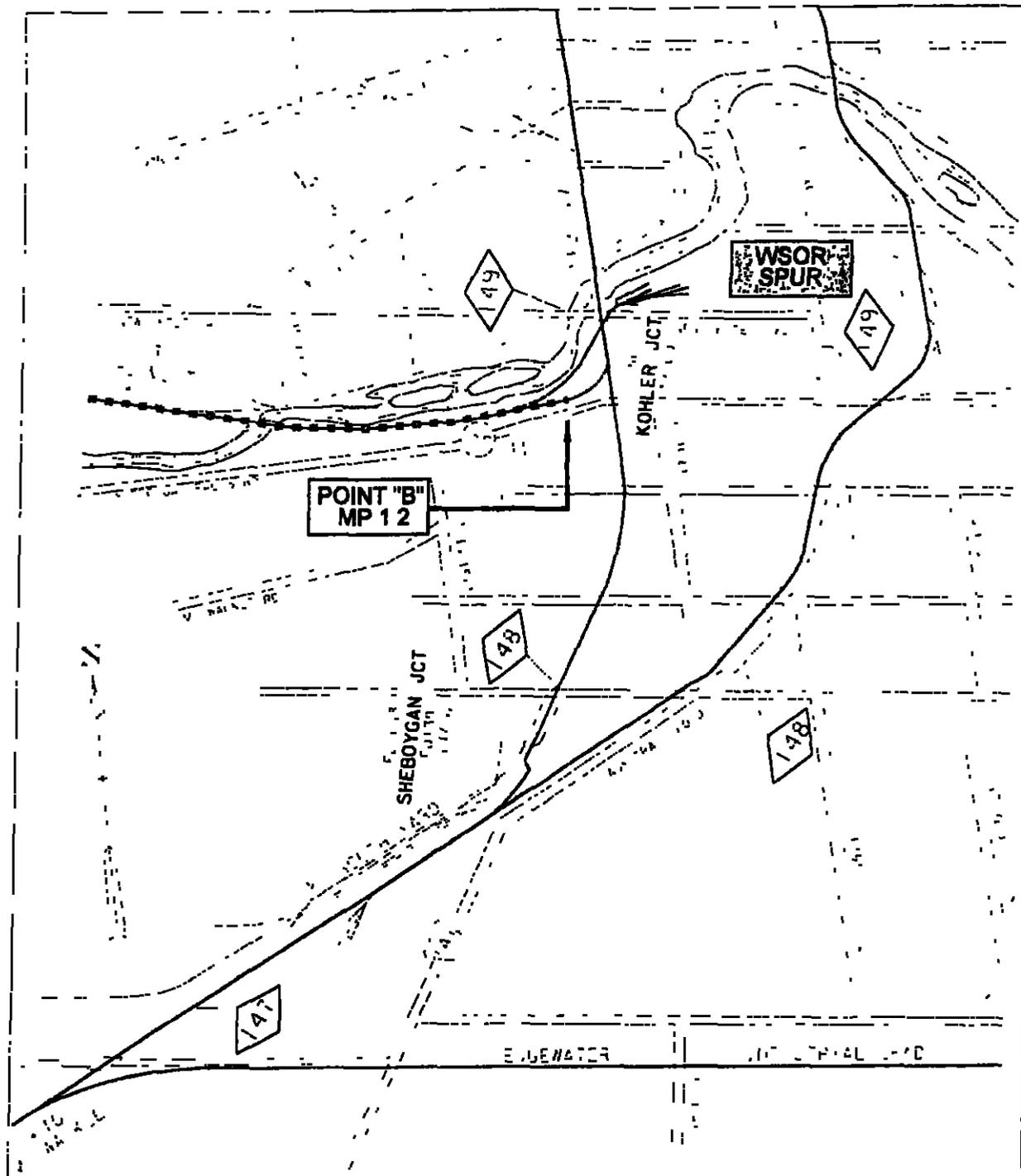
EXHIBIT "A"

UPPER MERIDIAN ROAD
REGISTERED
LAND
DATED NOVEMBER 1967



LEGEND.

- SALE LINE TO WDOT
- - - - - TRACKAGE RIGHTS TO WSOR
- — — — — UPRR TRACKAGE
- WISCONSIN SOUTHERN RAILROAD



LEGEND:

-  TRACKAGE RIGHTS TO WSOR
-  ACCESS TRACKAGE
-  EXHIBIT "B" INTERCHANGE TRACKAGE
-  UPRR TRACKAGE

EXHIBIT "B"

INTERCHANGE TRACKS
 between
 UNION PACIFIC RAILROAD
 and
 WISCONSIN SOUTHERN RAILROAD

DATED NOVEMBER 11, 1901