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November 26, 2002

BY HAND

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings

NOV 26 2002

Part of
Public Record

RE: FD No. 34285, Wisconsin & Southern Railroad Co.
-- Acquisition Exemption -- Lines of the Soo Line
Railroad Company d/b/a Canadian Pacific Railway

Dear Mr. Williams:

On behalf of the Wisconsin & Southern Railroad Co., and pursuant to the Board's regulations at 49 CFR 1150.42(e), I am filing an original and ten copies of a Request for Waiver From Provisions of 49 CFR 1150.42(e). This request relates to a transaction involving the acquisition of a rail line over which petitioner presently conducts operations pursuant to a lease with seller. That acquisition will be the subject of a notice of exemption under 49 U.S.C. 10902 and 49 CFR 1150.41 to be filed at a future date.

Please date stamp and return the additional one copy of this filing for our records.

Sincerely yours,


John D. Heffner

Enclosures

cc: Mr. Tim Karp
service list

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34285



WISCONSIN & SOUTHERN RAILROAD CO.
-- ACQUISITION EXEMPTION --
SOO LINE RAILROAD COMPANY D/B/A/
CANADIAN PACIFIC RAILWAY

REQUEST FOR WAIVER FROM PROVISIONS
OF 49 CFR 1150.42(e)

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EXPEDITIOUS HANDLING REQUESTED

Respectfully submitted,

John D. Heffner
THE LAW OFFICES OF JOHN D. HEFFNER
555 Twelfth Street, N.W.
Washington, DC 20004
(202) 737-4335

November 26, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34285

WISCONSIN & SOUTHERN RAILROAD CO.
-- ACQUISITION EXEMPTION --
SOO LINE RAILROAD COMPANY D/B/A/
CANADIAN PACIFIC RAILWAY

REQUEST FOR WAIVER FROM PROVISIONS
OF 49 CFR 1150.42(e)



EXPEDITIOUS HANDLING REQUESTED

COMES NOW the Wisconsin & Southern Railroad Co. ("WSOR"), and, in connection with the verified notice of exemption it proposes to file in Finance Docket No. 34285, requests that the Board waive, in part, the applicability of its regulations at 49 CFR 1150.42(e). Specifically, WSOR requests that the Board expeditiously waive the certification requirements of that portion of Section 1150.42(e) that would otherwise prevent WSOR from consummating the subject transaction on or before December 31, 2002.

I. Background

On or about December 15, 2002, WSOR anticipates filing with the Board a verified notice of exemption docketed as Finance Docket No. 34285 to purchase the subject rail line.¹ As a part of that filing WSOR will state that it is an existing Class III rail carrier with annual revenues in excess of \$5 million. WSOR will state that it has leased and operated over the subject line since June 1, 1998.² While WSOR will acknowledge that the employee notification requirements set forth at 49 CFR 1150.42(e) apply to the subject transaction, it does not anticipate that this transaction will have any impact at all on affected railroad employees. The same WSOR employees who currently operate trains over the line today will continue to do so after consummation of the purchase. There will be no changes in working conditions, work rules, rates of pay, or benefits resulting from this transaction. Although CP Rail will retain the right to perform certain operations over the subject line post-consummation as it

¹ In the original notice of exemption, WSOR had proposed to lease and operate approximately 32.5 miles of rail line currently owned by SOO Line Railroad Company d/b/a/ Canadian Pacific Railway. That proceeding was docketed as FD No. 33571, Wisconsin & Southern Railroad Co. -Lease and Operation Exemption-Soo Line Railroad Company D/B/A Canadian Pacific Railway.

does today, this transaction will not in any way affect CP Rail employees. The sole effect of this transaction is to allow WSOR to purchase and own the track and right of way it presently leases.

Nevertheless, WSOR will post notices of the transaction at employee workplaces, will serve copies of such notice upon the national offices of the affected labor unions by no later than November 26, 2002,³ and will certify that it has complied with 49 CFR 1150.42(e).

II. Based for Relief Requested

WSOR requests a waiver of the Board's notice requirement at 49 CFR 1150.42(e) under the following circumstances. As noted above, WSOR has been providing service on the line for over four years. The sole impact of this transaction will merely be to convert its leasehold interest into an ownership interest and will have no adverse effects on railroad employees. WSOR needs to consummate this acquisition by no later than December 31, 2002, because the institution funding this acquisition must

² At the time the Seller ("CP Rail") entered into the lease and operation agreement it also gave WSOR an option to purchase the subject line.

³ The notice to be posted at the employee workplaces and served upon the affected unions (an example of which is attached hereto as Exhibit A) specifically identifies the STB Docket number assigned to the exemption proceeding. Thus, the employees and unions will not be

close the transaction by the end of this calendar year, 2002. Moreover, WSOR notes that the STB previously granted it similar relief in connection with its original proposal in FD No. 33571 to lease and operate this line.

III. CONCLUSION

For the foregoing reasons, WSOR respectfully requests that its request for a waiver of the provisions of 49 CFR 1150.42(e) be granted expeditiously, in order that WSOR may consummate the subject transaction, consistent with its proposed notice of exemption, on or before December 31, 2002.

Respectfully submitted,



John D. Heffner
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555 Twelfth Street, N.W.
Washington, DC 20004
(202) 737-4335

Counsel for the Wisconsin
& Southern Railroad Co.

DATED: November 26, 2002

deprived of the opportunity to issue comments to the STB once the notice of exemption is filed.

CERTIFICATE OF SERVICE

I hereby certify that I have, this 26th day of November 2002, served a copy of the foregoing document upon the national offices of the labor unions listed below by means of First Class United States Mail.

Clarence Monin
President
Brhd of Locomotive Engineers
1370 Ontartio Street
Mezz Floor Standard Bldg.
Cleveland, OH 44113

Charles Little
President
UTU
14600 Detroit Avenue
Cleveland, OH 44107

Mac Fleming
President
Brhd of MOW Employees
26555 Evergreen Road
Suite 200
Southfield, MI 48076

Danny Pickett
President
Brhd of Railroad
Signalmen
601 West Golf Road
Mt. Prospect, IL 60056



John D. Heffner

EXHIBIT

A

FINANCE DOCKET No. 34285

NOTICE OF INTENT TO PURCHASE

PURSUANT TO 42 U.S.C. 10902 AND 49 CFR 1150.SUBPART E

Pursuant to Surface Transportation Board regulations at 49 CFR 1150.42(e), Wisconsin & Southern Railroad Co., hereby offers notice to the employees of the Canadian Pacific Railway (CPR) that on or before December 31, 2002, Wisconsin & Southern Railroad Co. intends to purchase said line as set forth below. Specifically, pursuant 49 U.S.C. 10902 and 49 CFR 1150 Subpart E, Wisconsin & Southern Railroad Co. purposes to purchase the rail assets of CPR, which it currently operates under lease, including all yard and ancillary tracks and structures, as follows:

- Waterloo Spur from Milepost 132.11 at Watertown, WI and Milepost 164.61 in Madison, WI.

Wisconsin & Southern Railroad Co. anticipates that the annual revenues it will generate from its combined operations will exceed \$5 million.

Wisconsin & Southern Railroad Co. currently projects that it will continue to require the services of the approximately seven (7) existing WSOR employees who presently operate the CPR lease line. These personnel and their rates of pay are listed below:

1. 1 Engineer(s) at an annual salary of approximately \$29-32,000.
2. 2 Trainmen at an annual salary of approximately \$29-32,000.
3. 4 Maintenance of Way at an annual salary of approximately \$21-28,500.

Wisconsin & Southern Railroad Co. will continue to offer:

- Dental, medical and disability insurance
- Expense reimbursement
- Holidays

- Vacation
- Bereavement leave
- Family and medical leave
- Jury duty
- Military leave
- Sick leave
- 401(K) plan

Wisconsin & Southern Railroad Co. will continue to select any new employees on the basis of:

- Current certifications held
- Railroad job knowledge
- Skills and ability
- Previous work experience

Any Wisconsin & Southern Railroad Co. employee interested in further information concerning positions available with Wisconsin & Southern Railroad Co. should contact Superintendent of Transportation James Cawart at 414-438-8820 ext. 249 or Ben Meighan Superintendent Maintenance of Way 608-243-9129.