

206905

DID# 0162106007

ORIGINAL

THE LAW OFFICES OF
JOHN D. HEFFNER
555 TWELFTH STREET, N.W.
SUITE 950N
WASHINGTON, D.C. 20004
(202) 737-4335
FAX (202) 371-2240
j.heffner@verizon.net



FILED

DEC 20 2002

**SURFACE
TRANSPORTATION BOARD**

FEE RECEIVED

DEC 20 2002

December 20, 2002

BY HAND

**SURFACE
TRANSPORTATION BOARD**

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

ENTERED
Office of Proceedings

DEC 23 2002

Part of
Public Record

RE: FD No. 34285, Wisconsin & Southern Railroad Co.
-- Acquisition and Operation 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 49 U.S.C. 10902 and the Board's regulations at 49 CFR 1150.41, I am filing an original and ten copies of a verified notice of exemption for acquisition and continued operation of a rail line over which petitioner presently conducts operations pursuant to a lease with seller.

I am also enclosing a check payable to the Board for \$1300 to cover the applicable filing fee and a computer disk formatted in MS Word convertible to WordPerfect containing the filing.

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

Sincerely yours,

J. D. Heffner
John D. Heffner

Enclosures

cc: Mr. Tim Karp

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 34285

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

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10902 and 49 CFR 1150.41

NOTICE OF OPERATION OF RAIL LINE
INFORMATION REQUIRED BY 49 CFR 1150.41

FEE RECEIVED

DEC 20 2002

**SURFACE
TRANSPORTATION BOARD**

Respectfully submitted,

John D. Heffner
555 Twelfth Street, N.W.
Suite 950N
Washington, DC 20004
(202) 737-4335

Counsel for the
Wisconsin & Southern Railroad Co.

FILED

DEC 20 2002

**SURFACE
TRANSPORTATION BOARD**

**ENTERED
Office of Proceedings**

DEC 23 2002

Part of
Public Record

Dated: December 20, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34285

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

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10902 and 49 CFR 1150.41

NOTICE OF OPERATION OF RAIL LINE
INFORMATION REQUIRED BY 49 CFR 1150.41

Name and Address of Applicant 49 CFR 1150.43(a)

Wisconsin & Southern Railroad Co.
5300 N. 33rd Street
P.O. Box 9229
Milwaukee, WI 53209-9229

Applicant's Representative 49 CFR 1150.43(b)

John D. Heffner
Law Offices of John D. Heffner
555 Twelfth Street, N.W.
Suite 950N
Washington, D.C. 20004
(202) 737-4335

Statement of Agreement(s) 49 CFR 1150.43(c)

The Wisconsin & Southern Railroad Co. (AWSOR@) is currently negotiating and expects to enter into an agreement with Soo Line Railroad Company d/b/a Canadian Pacific Railway (ACPR@) before the end of this year whereby WSOR will purchase from CPR approximately 32.5 miles of track over which it currently

operates pursuant to a lease executed in 1998. The subject track known as the Waterloo Spur extends from MP 132.11 at Watertown, WI, to MP 164.61 in Madison, WI, a distance of 32.5 miles.

CPR expects to consummate this transaction shortly after the first of the year (2003).¹

Operator of the Property _____ 49 CFR 1150.43(d)

In all cases anticipated by this Notice, and as described in the transaction summary provided below, WSOR will provide common carrier rail freight service over the subject rail line.

Brief Summary of Transaction _____ 49 CFR 1150.43(e)

WSOR is presently negotiating an agreement with CPR to purchase the latter's interest in railroad track and real estate comprising the Waterloo Spur. Up until now, WSOR has been operating over the subject track by means of a lease. The effect of this transaction will merely be to convert WSOR's leasehold interest into an ownership interest. WSOR's acquisition of this line will have no impact on train operations, competitive impact, or railroad labor because the transaction will not result in any change in the manner in which rail service is provided. As noted

¹ Because WSOR's annual revenues exceed \$5 million, it sought a waiver from the provisions of 49 CFR 1150.42(e) in order to close this transaction early in the new year (2003). By decision served today, December 20, 2002, in this proceeding, the Board granted that request.

above, the line to be purchased extends from MP 132.11 at Watertown, WI, to MP 164.61 in Madison, WI, a distance of 32.5 miles.

This transaction qualifies for a class exemption under 49 CFR 1150.41 et seq., because it involves the purchase and continued operation by a class III rail of an active line of railroad. Issuance of a class exemption under 49 CFR 1150.41 will permit WSOR to take title to and rehabilitate the subject rail trackage.

Map _____ 49 CFR 1150.43(f)

A Map depicting the area to be served is attached as Exhibit A.

Labor Protection

Under 49 U.S.C. 10902 labor protective conditions do not apply and cannot be imposed. In any event, no employees will be adversely affected.

Caption Summary _____ 49 CFR 1150.44

A caption summary in the prescribed form is attached as Exhibit B to this Notice.

Environmental and Historic Preservation Data 49 CFR 1105

Pursuant to 49 CFR 1105.6(c)(2), the proposed transaction is exempt from environmental review under 49 CFR

1105(c)(2)(i), because the actions proposed herein 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 1105.8(b)(1). Under this section, a sale, lease or transfer of a rail line is exempt if rail operations will continue. Further Board approval is required for the parties to abandon service, and there are no plans to dispose of or alter the properties subject to Board jurisdiction.

Respectfully submitted,



John D. Heffner
555 Twelfth Street, N.W.
Suite 950N
Washington, DC 20004
(202) 737-4335

Counsel for the
Wisconsin & Southern Railroad Co.

Dated: December 20, 2002

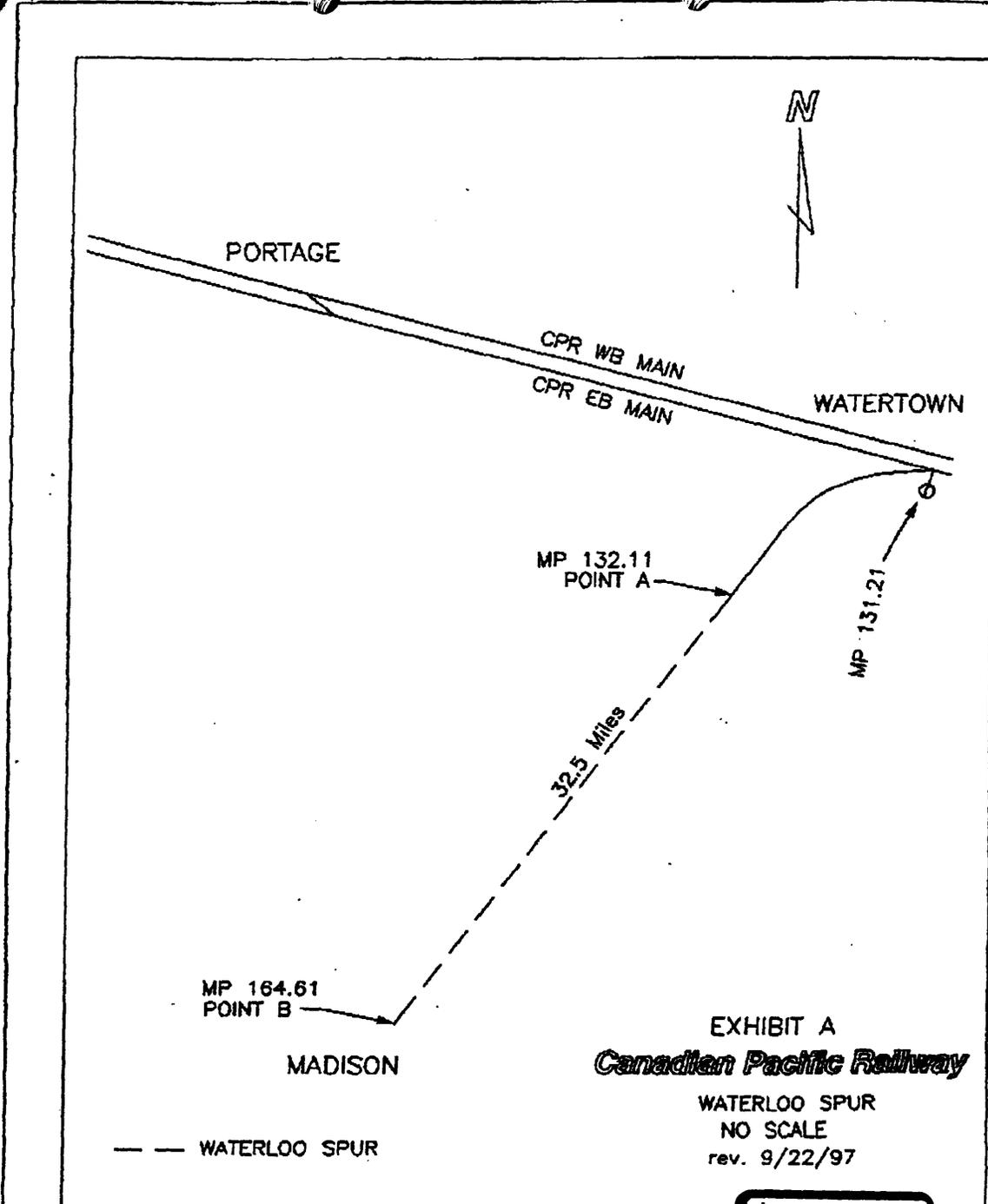


EXHIBIT A
Canadian Pacific Railway
 WATERLOO SPUR
 NO SCALE
 rev. 9/22/97

EXHIBIT
 A

EXHIBIT B

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34285

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

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 U.S.C. 10902 and 49 CFR 1150.41

NOTICE OF OPERATION OF RAIL LINE
INFORMATION REQUIRED BY 49 CFR 1150.41

Wisconsin & Southern Railroad Co. ("WSOR"), a existing class III railroad, has filed a Verified Notice of Exemption under 49 CFR 1150.41 to purchase from Soo Line Railroad Company D/B/A Canadian Pacific Railway an active line of railroad known as the Waterloo Spur. WSOR currently operates over this line pursuant to a lease. The subject rail line extends from MP 132/11 at Watertown, WI, to MP 164.61, in Madison, WI.

The total track length involved is about 32.5 miles.

The parties propose to consummate this transaction shortly after the first of the year (2003). This notice is filed under 49 C.F.R. 1150.41. If the notice contains false or misleading information, the exemption is void ab initio. 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 automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34285, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Branch, 1925 K Street, N.W., Washington, D.C. 20423-0001.

In addition, a copy of each pleading must be served on:

John D. Heffner
555 Twelfth Street, N.W.
Suite 950N
Washington, D.C. 20004
(202) 737-4335

(seal)

Vernon A. Williams

Secretary

