



FOLEY & LARDNER LLP

222162

ATTORNEYS AT LAW

WASHINGTON HARBOUR
3000 K STREET, N W SUITE 500
WASHINGTON D C 20007 5143
202 672 5300 TLL
202 672 5399 FAX
foley.com

April 18, 2008

CLIENT/MATTER NUMBER
424277 0146

VIA E-FILING

Hon. Anne K Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Suite 101
Washington, D.C. 20423-0001

Re: Finance Docket No. 35081 - *Canadian Pacific Railway Company, et al - Control - Dakota Minnesota & Eastern Railroad Corporation, et al.*

Dear Acting Secretary Quinlan:

I am counsel for Metra in these proceedings, and yesterday I was in the process of preparing with my client Metra's Comments in Opposition to Request for Condition by Wisconsin & Southern Railroad Company (WSOR) when I obtained from the Board's website WSOR's Motion to Withdraw Comments and Request for Condition.

WSOR's requested condition sought in part to obtain certain additional trackage rights over Metra's West Line to address WSOR's concerns over growing capacity constraints on Metra's North Line and its fear that CP coal traffic could further congest that line. Although Metra shares the concern over the impacts of possible coal traffic on the constrained capacity of Metra's North Line (as well as its West Line), Metra would oppose granting rights to WSOR over the West Line, unless WSOR discontinued its operations over the North Line and agreed to access to the West Line on acceptable terms.

Upon reviewing the WSOR motion, I immediately placed calls to WSOR's counsel, Mr John Heffner, and CP's lead counsel, Mr Terence Hynes, to determine the basis upon which WSOR's concerns over capacity constraints on the North Line could have been addressed by a voluntary agreement between CP and WSOR, since CP's only routes between Chicago and Wisconsin involve Metra's North and West Lines. I was able to speak with both Mr. Heffner and Mr. Hynes.

Mr Hynes said he could not disclose to me the nature of the settlement with WSOR by virtue of a confidentiality agreement between CP and WSOR. However, Mr. Hynes represented to me that the settlement between the parties had nothing to do with moving WSOR traffic over Metra's North or West Lines, whether by haulage, trackage rights or other form of agreement. Mr.

BOSTON
BRUSSELS
CENTURY CITY
CHICAGO
DETROIT

JACKSONVILLE
LOS ANGELES
MADISON
MIAMI
MILWAUKEE

NEW YORK
ORLANDO
SACRAMENTO
SAN DIEGO
SAN DIEGO/DEL MAR

SAN FRANCISCO
SHANGHAI
SILICON VALLEY
TALLAHASSEE
TAMPA

TOKYO
WASHINGTON D C



FOLEY & LARDNER LLP

Hon. Anne K. Quinlan
April 18, 2008
Page 2

Heffner, who was under the same confidentiality constraint, also confirmed that the settlement between CP and WSOR did not involve any agreement to increase WSOR's present access over the North Line or additional access to the West Line.

Based upon those representations, Metra will not pursue any further inquiry into the nature of the CP - WSOR settlement in proceedings before the Board. However, if Metra learns of facts inconsistent with those representations, it reserves the right to seek to reopen these proceedings to determine the full nature of that settlement. Moreover, Metra has not reached any agreement with CP to address the issues it has raised in its Opposition and Request for Conditions (METRA-2), filed on March 4, 2008, and Metra continues to request that the relief sought therein be granted by the Board.

Sincerely yours,

Robert P. vom Eigen

cc: Michael C. Noland, Esq
Terence M. Hynes, Esq.
John D. Heffner, Esq.
Parties of Record (by First Class Mail)