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November 25, 2009

## VIA ELECTRONIC FILING

Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Room 1034  
Washington, DC 20423-0001

226081

Re: **Finance Docket No. 35301**  
**Wisconsin Department of Transportation -- Petition for**  
**Declaratory Order -- Rail Lines in Janesville, Rock County, WI**

Dear Chief Brown:

On October 28, 2009, Wisconsin Department of Transportation ("WisDOT") filed a petition for declaratory order in the above-captioned proceeding regarding WisDOT's proposed purchase of rail lines in Janesville, Wisconsin from Wisconsin & Southern Railroad Company ("WSOR"). WisDOT filed a supplement to its petition on November 13, 2009. WisDOT seeks a determination pursuant to Maine DOT -- Acq. Exempt. -- Maine Central R. Co., 8 I.C.C.2d 835 (1991) and its progeny that WisDOT's acquisition of the WSOR lines is not subject to the Board's regulatory authority.

Dakota, Minnesota & Eastern Railroad Corporation ("DM&E") is a trackage rights tenant on the subject rail lines, and has an interest in this proceeding. DM&E was not initially served with the WisDOT petition or the supplement, and in a November 17, 2009 letter to the Board DM&E indicated it would seek to reply to the WisDOT petition as supplemented by today.

DM&E and WisDOT have since conferred regarding provisions in the Asset Purchase Agreement between WisDOT and WSOR (submitted as Attachment 1 to WisDOT's petition) that appeared to address DM&E but that were redacted from WisDOT's filing with the Board. On November 19, 2009, WisDOT provided DM&E with an unredacted copy of the relevant provisions. DM&E is continuing to review those provisions and the implications of the proposed transaction on DM&E's trackage rights operations over the subject rail lines.

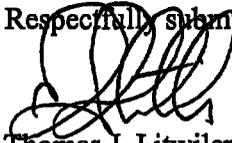
DM&E will reply to WisDOT's petition no later than December 9, 2009 (20 days after receipt of the unredacted provisions of the Asset Purchase Agreement). DM&E will endeavor to provide its reply sooner than that date if possible.

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A copy of this letter has been served electronically upon counsel for WisDOT, and by first class mail, postage prepaid, upon other parties of record. Please feel free to contact me if you have any questions regarding this matter.

Respectfully submitted,



Thomas J. Litwiler  
Attorney for Dakota, Minnesota & Eastern  
Railroad Corporation

TJL:tl

cc: Kathleen Chung, Esq, WisDOT  
John D. Heffner, Esq., WSOR  
Mr. Karl Nilson, WRTC