

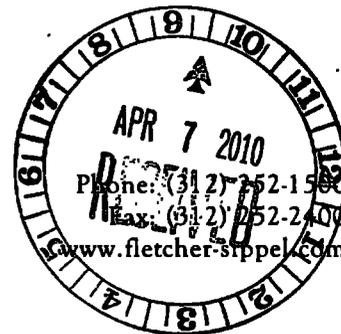
# FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive  
Suite 920  
Chicago, Illinois 60606-2832

JEREMY M. BERMAN  
(312) 252-1510  
jberman@fletcher-sippel.com

226765



April 6, 2010

## VIA FEDERAL EXPRESS

Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Room 1034  
Washington, DC 20024

ENTERED  
Office of Proceedings

APR - 7 2010

Part of  
Public Record

Re: **Finance Docket No. 35362**  
**Elgin, Joliet and Eastern Railway Company -- Trackage Rights**  
**Exemption - Chicago, Central & Pacific Railroad Company**

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Verified Notice of Exemption Pursuant to 49 C.F.R. § 1180.2(d)(7)**, dated April 6, 2010. A check in the amount of \$1,200.00, representing the appropriate fee for this filing, is attached.

One extra copy of this transmittal letter and of the Notice also are enclosed. I would request that you date-stamp those copies to show receipt of this filing and return them to me in the provided envelope.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

Respectfully submitted,

**FILED**

APR - 7 2010

**SURFACE  
TRANSPORTATION BOARD**

Enclosures

Jeremy M. Berman

**FEE RECEIVED**

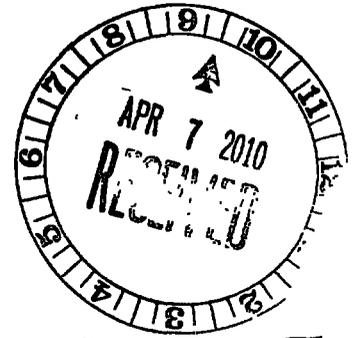
APR - 7 2010

**SURFACE  
TRANSPORTATION BOARD**

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35362

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY  
-- TRACKAGE RIGHTS EXEMPTION --  
CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY



226765

**FILED**  
APR - 7 2010  
SURFACE  
TRANSPORTATION BOARD

**VERIFIED NOTICE OF EXEMPTION**  
**PURSUANT TO 49 C.F.R. § 1180.2(d)(7)**

ENTERED  
Office of Proceedings

APR - 7 2010

Part of  
Public Record

**FEE RECEIVED**  
APR - 7 2010  
SURFACE  
TRANSPORTATION BOARD

Thomas J. Healey  
Counsel - Regulatory  
CN  
17641 South Ashland Avenue  
Homewood, Illinois 60430  
(708) 332-4381

Jeremy M. Berman  
Fletcher & Sippel LLC  
29 N. Wacker Dr., Suite 920  
Chicago, Illinois 60606-2832  
(312) 252-1500

**ATTORNEYS FOR ELGIN, JOLIET AND  
EASTERN RAILWAY COMPANY**

Dated: April 6, 2010

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 35362

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY  
-- TRACKAGE RIGHTS EXEMPTION --  
CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY

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**VERIFIED NOTICE OF EXEMPTION  
PURSUANT TO 49 C.F.R. § 1180.2(d)(7)**

Elgin, Joliet and Eastern Railway Company ("EJ&E"), a common carrier by rail, hereby files this verified notice of exemption under 49 C.F.R. § 1180.2(d)(7) for the amendment of EJ&E's existing overhead trackage rights over a line of Chicago, Central & Pacific Railroad Company ("CCP") between Munger, Illinois and Belt Crossing, Illinois. This amendment would allow EJ&E to interchange traffic with CCP at CCP's Hawthorne Yard, an intermediate point between Munger and Belt Crossing.

In accordance with the requirements of 49 C.F.R. § 1180.4(g), EJ&E submits the following information:

**Description of the Proposed Transaction: 49 C.F.R. § 1180.6(a)(1)(i)**

EJ&E and CCP are indirect subsidiaries of Canadian National Railway Company ("CNR"). See Canadian National Railway Company and Grand Trunk Corporation -- Control -- EJ&E West Company., Finance Docket No. 35087 (STB served December 24, 2008).<sup>1</sup> EJ&E was previously known as EJ&E West Company ("EJ&E West") and the trackage rights that are

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<sup>1</sup> CNR's U.S. rail subsidiaries, including EJ&E and CCP, are held by Grand Trunk Corporation ("GTC"), a wholly-owned direct subsidiary of CNR, and report to the Board on a consolidated basis under the GTC name.

being amended were the subject of an exemption obtained by EJ&E West in EJ&E West Company -- Trackage Rights Exemption – Chicago, Central & Pacific Railroad Company, Finance Docket No. 35087 (Sub-No. 6). Following the acquisition of control of EJ&E West by CNR and GTC, EJ&E West changed its name to EJ&E. Pursuant to a written Amendment Agreement entered into between EJ&E and CCP, EJ&E will acquire the right to use its existing trackage rights to interchange traffic with CCP at CCP's Hawthorne Yard, at or near Milepost 8.9.

The full name and address of the applicant carrier herein is as follows:

Elgin, Joliet and Eastern Railway Company  
17641 South Ashland Avenue  
Homewood, Illinois 60430  
(708) 332-4381

Any questions concerning this Notice should be sent to EJ&E's representative at the following address:

Jeremy M. Berman  
Fletcher & Sippel LLC  
29 N. Wacker Dr., Suite 920  
Chicago, Illinois 60606-2832  
(312) 252-1500

**Proposed Time Schedule for Consummation: 49 C.F.R. § 1180.6(a)(1)(ii)**

EJ&E intends to consummate the proposed trackage rights transaction on May 6, 2010.

**Purpose Sought to Be Accomplished: 49 C.F.R. § 1180.6(a)(1)(iii)**

The proposed amended trackage rights will allow EJ&E and its affiliate CCP to improve the efficiency of their operations in the Chicago terminal area.

**States in Which Applicant's Property is Located: 49 C.F.R. § 1180.6(a)(5)**

EJ&E owns or operates over rail property in the states of Illinois and Indiana.

**Map - Exhibit 1: 49 C.F.R. § 1180.6(a)(6)**

A map of the rail lines over which EJ&E proposes to acquire amended trackage rights is attached hereto as Exhibit 1.

**Agreement - Exhibit 2: 49 C.F.R. § 1180.6(a)(7)(ii)**

A copy of the final, executed Amendment Agreement entered into by EJ&E and CCP is attached hereto as Exhibit 2.

**Labor Protective Conditions: 49 C.F.R. § 1180.4(g)(1)(i)**

As a condition to this exemption, EJ&E agrees to imposition of the employee protective conditions established in Norfolk and Western Ry. Co. -- Trackage Rights -- BN, 354 I.C.C. 605 (1978), as modified in Mendocino Coast Ry. Inc. -- Lease and Operate, 360 I.C.C. 653 (1980).

**Caption Summary: 49 C.F.R. § 1180.4(g)(2)(i)**

A caption summary of this transaction suitable for publication in the *Federal Register* is attached hereto as Exhibit 3.

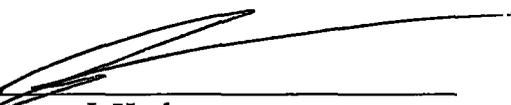
**Environmental and Historic Preservation Matters: 49 C.F.R. § 1180.4(g)(3)**

Under 49 C.F.R. § 1105.6(c)(4), the proposed acquisition of amended trackage rights by EJ&E is exempt from environmental reporting requirements.

Under 49 C.F.R. § 1105.8(b)(3), the proposed acquisition of amended trackage rights by EJ&E also is exempt from historic preservation reporting requirements. The proposed

trackage rights, as amended, will not substantially change the level of maintenance of any railroad property.

Respectfully submitted,

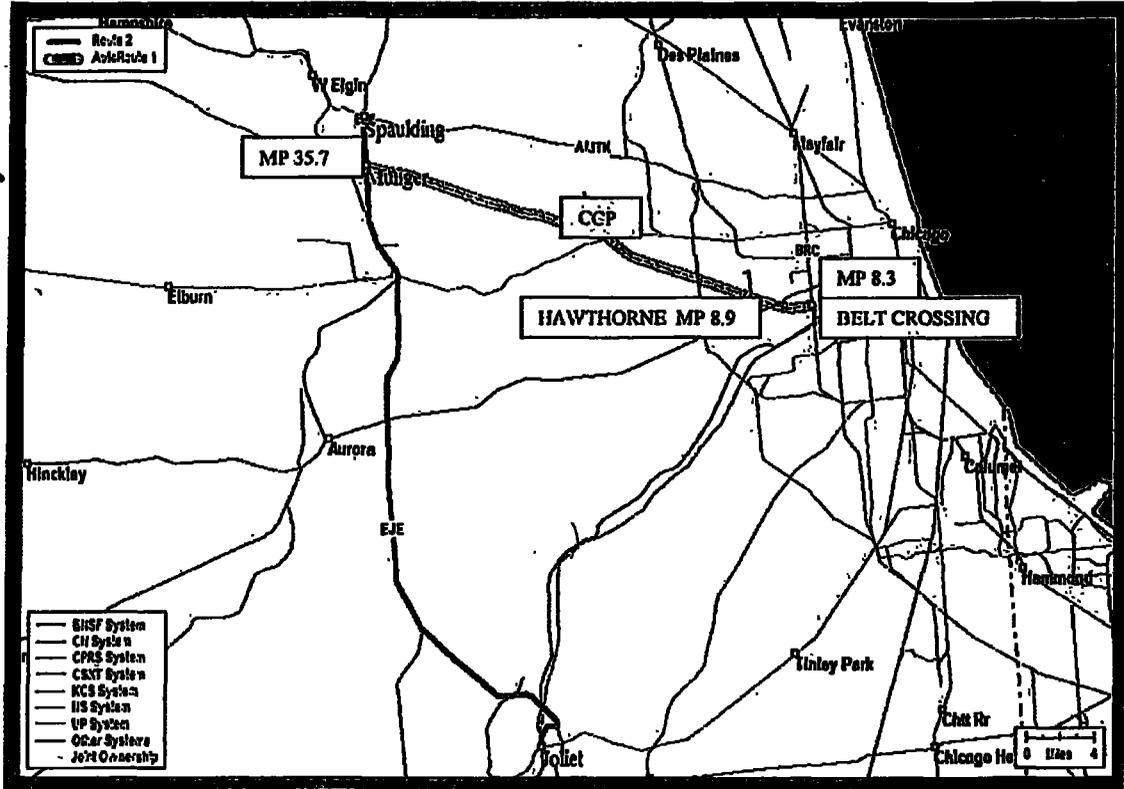
By: 

Thomas J. Healey  
Counsel - Regulatory  
CN  
17641 South Ashland Avenue  
Homewood, Illinois 60430  
(708) 332-4381

Jeremy M. Berman  
Fletcher & Sippel LLC  
29 North Wacker Drive  
Suite 920  
Chicago, Illinois 60606-2832  
(312) 252-1500

**ATTORNEYS FOR ELGIN, JOLIET AND  
EASTERN RAILWAY COMPANY**

Dated: April 6, 2010



AMENDMENT AGREEMENT

**THIS AMENDMENT AGREEMENT**, entered into as of this 22 day of March, 2010 by and between **CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY** (hereinafter referred to as "CCP" or "Owner") and **ELGIN, JOLIET AND EASTERN RAILWAY COMPANY** (hereinafter referred to as "EJE" or "User").

**WITNESSETH:**

**WHEREAS**, CCP and EJE West Company (predecessor company of EJE) made and entered into that certain agreement between them dated February 1, 2009 ("Trackage Rights Agreement"), which provides among other things for EJE's use of CCP trackage between Munger, IL and Belt Crossing in Chicago, IL; and

**WHEREAS**, CCP and EJE desire to amend the Trackage Rights Agreement to eliminate certain limitations and restrictions currently as it relates to the use of the Subject Trackage.

**NOW, THEREFORE**, The parties hereto, intending to be legally bound, agree as follows:

- 1) Section 1.1 the following shall be added at the end of the section:

Such rights shall include the right to interchange cars with CCP at or near Milepost 8.9 (Hawthorne Yard) on CCP's Freeport Subdivision.

- 2) Section 2.2 shall be replaced in its entirety with the following:

Except as may otherwise be provided by this Agreement User shall not use any part of the Subject Trackage for the purpose of storage or servicing of cars or equipment, except that nothing contained herein shall, upon prior approval of owner, preclude the emergency use by user of such auxiliary tracks as may be designated by owner for such purpose.

- 3) Section 3.0 of the Trackage Rights Agreement shall be removed in its entirety and replaced with the following:

RESERVED

- 4) Exhibit A of the Trackage Rights Agreement shall be replaced in its entirety with a new Exhibit "A" attached hereto and made a part hereof.
- 5) No term or provision of this Amendment Agreement shall be construed as prohibiting the parties from operating under existing trackage rights agreements, in the event the parties are unable to obtain regulatory exemption or approval, as applicable, or implementing agreements that are acceptable to the parties.
- 6) Except as specifically herein modified, all other terms and conditions of the Trackage Rights Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto execute this Amendment Agreement, in duplicate, as of the day and year first above written.

**CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY**

By Paul E. Ladue

Paul E. Ladue  
Its: Region Director Contracts & Administration

Date: March 22, 2010

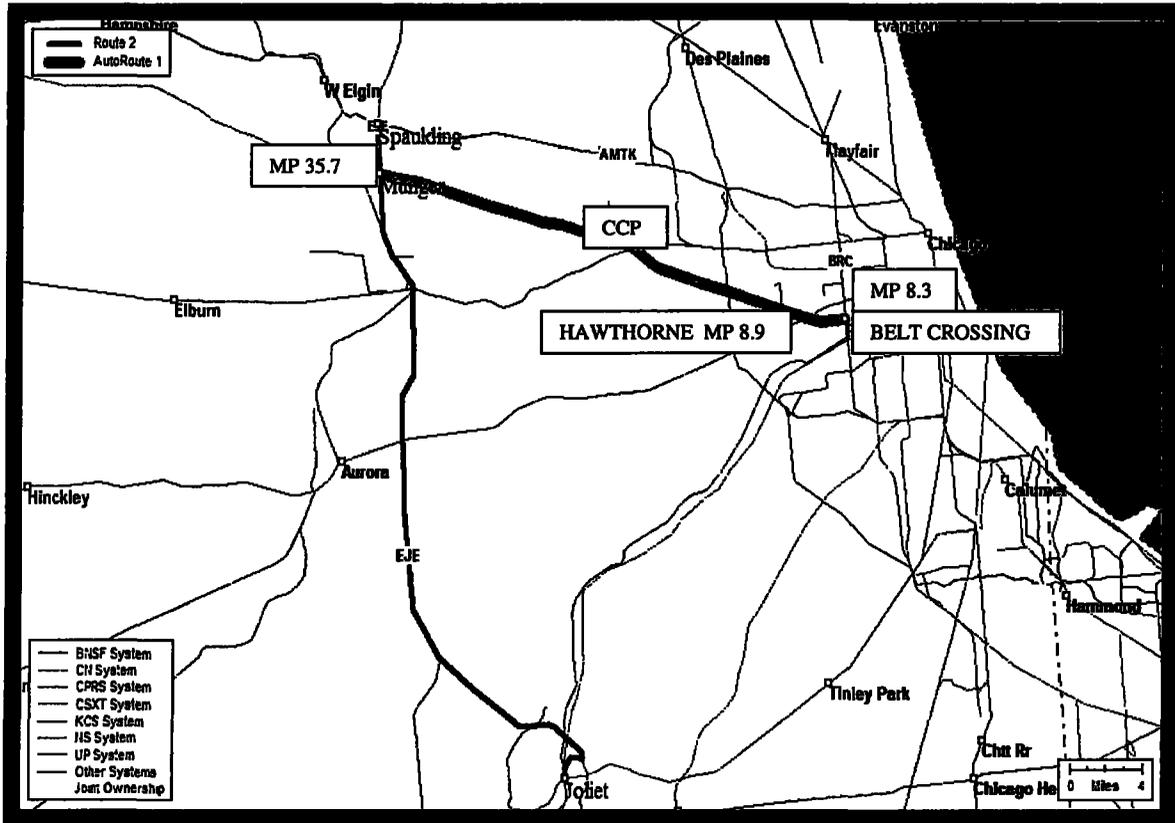
**ELGIN, JOLIET EASTERN RAILWAY COMPANY**

By: John E. Merrill

John E. Merrill  
Manager Contracts

Date: March 22, 2010

# EXHIBIT A



**NOTICE OF EXEMPTION**

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FINANCE DOCKET NO. 35362

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY  
-- TRACKAGE RIGHTS EXEMPTION --  
CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY

---

Chicago, Central & Pacific Railroad Company ("CCP") and Elgin, Joliet and Eastern Railway Company ("EJ&E") have agreed to amend certain existing overhead trackage rights granted by CCP to EJ&E. The original trackage rights, reflected in an agreement dated February 1, 2009, were granted in connection with the acquisition of control of EJ&E West Company, now EJ&E, by Canadian National Railway Company and Grand Trunk Corporation in Canadian National Railway Company and Grand Trunk Corporation -- Control -- EJ&E West Company. Finance Docket No. 35087 (Sub-No. 6). The original agreement granted EJ&E overhead trackage rights over CCP's line of railroad between Milepost 35.7 in Munger, Illinois and Milepost 8.3 at Belt Crossing, Illinois, a distance of approximately 27.4 miles. The amendment would allow EJ&E to interchange traffic with CCP at CCP's Hawthorne Yard, an intermediate point between Munger and Belt Crossing at or near Milepost 8.9. The amended trackage rights will be effective on May 6, 2010.

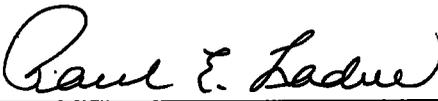
This Notice is filed under 49 C.F.R. § 1180.2(d)(7). Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated: April 6, 2010  
By the Board  
Rachel D. Campbell, Director, Office of Proceedings

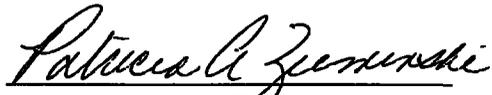
**VERIFICATION**

State of Illinois        )  
                                  )        SS:  
County of Cook        )

Paul E. Ladue, being duly sworn, deposes and says that he is Regional Director Contracts and Administration for Elgin, Joliet and Eastern Railway Company, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.

  
\_\_\_\_\_  
Paul E. Ladue

SUBSCRIBED AND SWORN TO  
before me this 26<sup>th</sup> day  
of March, 2010.

  
\_\_\_\_\_  
Notary Public

My Commission expires:

**PATRICIA A ZIEMINSKI  
Notary Public  
Cook County Illinois  
My Commission Expires  
September 25, 2010**