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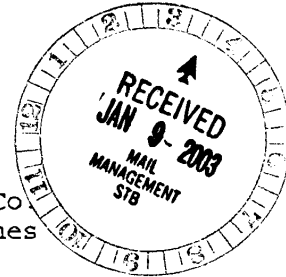
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Public Record

January 9, 2003

BY FAX
565-9002

Hon. Vernon A. Williams
Surface Transportation Board
1925 K Street
Washington, D.C. 20423-0001
Attn: Ms. Frankie McNair

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 Ms. McNair:

On behalf of the Wisconsin & Southern Railroad Co. ("WSOR"), I am writing to follow up my telephone conversation today with Ms. Frankie McNair with the Office of Proceedings.

By this letter, pursuant to 49 CFR 1150.43(g) WSOR certifies that its projected revenues as a result of this transaction will not result in the creation of a Class II or Class I carrier so as to require processing under sec. 1150.45.

Please contact me if you have any other questions.

Sincerely yours,


John D. Heffner

cc: Mr. Tim Karp