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BY HAND

December 1, 2004

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

RE: STB Docket No. AB-303 (Sub. No. 27)
Wisconsin Central Ltd.-Abandonment- In
Ozaukee, Sheboygen and Manitowoc Counties, WI

**Offer of Financial Assistance Submitted On
Behalf of Wisconsin Department of Transportation
And Wisconsin & Southern Railroad Co.**

Dear Mr. Williams:

I am writing on behalf of the Wisconsin Department of Transportation ("WisDOT"), Wisconsin & Southern Railroad Co. ("WSOR"), and Wisconsin Central Ltd. ("WCL"), in connection with the above-captioned proceeding.

Pursuant to 49 CFR 1152.27(f)(2), I am writing to advise the Board that the parties signed an agreement today for the purchase of the subject line by WisDOT and the acquisition of an exclusive permanent operating easement and common carrier operating authority by WSOR. Accordingly, the parties request that the Board approve the transaction and dismiss WCL's application.

Sincerely yours,



John D. Heffner

Cc: Theodore Kalick, Esq.
William Sippel, Esq.
Allyn Lepaske, Esq.
Thomas McFarland, Esq.
Mr. William Gardner