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BY FAX AND HAND DELIVERY
202-565-9002

July 21, 2004

ENTERED
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Part of
Public Record

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20412-0001

**RE: STB Finance Docket No. 34464, Wisconsin & Southern
Railroad Co. - Acquisition Exemption - Iowa, Chicago &
Eastern Railroad Corporation**

CERTIFICATE OF COMPLIANCE WITH 49 CFR §1150.42(e)

Dear Secretary Williams:

I am writing on behalf of the Wisconsin & Southern Railroad Co. ("WSOR") in connection with the above-captioned transaction. Pursuant to its decision served June 30, 2004, the Board required WSOR to certify that it had fully complied with the requirements of 49 CFR 1121.4(h).

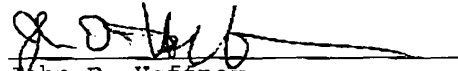
Although WSOR had previously complied with the Board's decision by posting notice on its own property and certifying that posting to the Board, WSOR arranged with the Iowa, Chicago, & Eastern Railroad Corporation ("IC&E") for posting this notice on IC&E's property as well.

Accordingly, by this instrument, and through the undersigned counsel, IC&E hereby certifies that, as of July 21,

2004, it has posted the attached notice at the workplaces of IC&E employees on the affected lines.

Any questions regarding this certification should be addressed to the undersigned, designated counsel or to William Sippel at 312-252-1505.

Respectfully submitted,


John D. Heffner

Counsel for Wisconsin &
Southern Railroad Co.

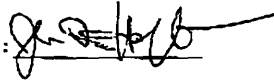
Enclosures

cc: William Sippel, Esq.
Mr. William Gardner

CERTIFICATION OF POSTING

This will confirm that the Notice of Intent to Purchase certain rail lines owned by the Iowa, Chicago & Eastern Railroad Corporation was posted on July 20, 2004, at the work places of the affected employees at Savanna, IL, and South Beloit, WI, to insure that all affected employees of the Iowa, Chicago & Eastern Railroad Corporation are properly notified of a proposed rail line transaction as provided under 49 CFR 1121.4(h).

Signed:



Title: WSOR counsel

john heffner

From: "William C. Sippel" <wsippel@fletcher-sippel.com>
To: <j.heffner@verizon.net>; <xiccg@att.net>
Sent: Wednesday, July 21, 2004 12:41 PM
Subject: Posting

The Notice faxed to me by Fritz on July 19 was posted yesterday at the workplaces of the IC&E employees who work on the affected lines. I received confirmation this morning. I emailed to John on 6/7 the address of the national office for the BLE which represents the T&E employees on IC&E. Please send me a copy of the Certification for my file.

Bill

William C. Sippel
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, IL 60606-2875
Phone: (312) 252-1505
Fax: (312) 252-2400
E-mail: wsippel@fletcher-sippel.com

STB Finance Docket No.34464
WISCONSIN & SOUTHERN RAILROAD CO.

NOTICE OF INTENT TO PURCHASE

PURSUANT TO 49 U.S.C. 10902 AND
49 CFR 1121.4(h)

Pursuant to Surface Transportation Board regulations at 49 CFR 1121.4(h), Wisconsin & Southern Railroad Co. ("WSOR"), hereby offers notice to WSOR employees that on or before June 30, 2004, WSOR proposes to purchase certain rail assets of the Iowa, Chicago & Eastern Railroad Corporation ("IC&E"), which it currently operates under lease, including yard and ancillary tracks and structures, as follows:

between the division of ownership at MP 94.49 on Buyer's line to Fox Lake, IL, and the division of ownership at MP 11.02 on Buyer's line to Monroe, WI, between MP 98.27 and MP 46.75 on Buyer's line to Milton, Jct., WI, and between MP 9.96 and MP 46.00 consisting generally of the north leg of the wye track at Janesville, WI (collectively "the Leased Properties").

In addition, WSOR gives notice that on or before June 30, 2004, it shall purchase certain additional rail assets of the IC&E as follows:

the connecting trackage between MP 45.23 and the connection with the Leased Premises at MP 46.08 ("the Connecting Line").

The total mileage to be purchased is approximately 7.33 miles.

WSOR currently projects that it will continue to use the services of its existing employees who presently operate over the subject line. These personnel and their rates of pay are listed below:

1. Engineer(s) at an annual salary of approximately \$34, - 51,000.
2. Trainmen at an annual salary of approximately \$32-48,000.
3. Maintenance of way personnel at an annual salary of approximately \$23-37,000.

WSOR will continue to offer:

- Dental, medical, and disability insurance
- Expense reimbursement
- Holidays
- Earned time off in lieu of vacation, sick, and certain other types of leave
- Family and medical leave
- Jury duty
- Military leave
- 401(k) plan

WSOR will continue to select any new employees on the basis of:

- Current certifications held
- Railroad job knowledge
- Skills and ability
- Previous work experience

Any WSOR employee interested in further information concerning positions available with WSOR should contact Manager of Human Resources Director Suzanne Immel at 414-438-8820 ext. 222.



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DATE: 7/21/04

TO: David Konschuk
FROM: John D. Heffner *Bill Sippe*
FAX Number: *565-9002*
512-252-2400

Direct Line: (202) 263-4180
Number of Pages: Cover + 6
Client/Matter: 9221

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MESSAGE:

*original + 10 copies will be filed
tomorrow 7/22*

If you have any problems with this fax, please call (202) 263-4180