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May 22, 2012

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MAY 23 2012
REG-MENT

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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

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MAY 23 2012

OFFICE OF PROCEEDINGS
SURFACE TRANSPORTATION BOARD

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Office of Proceedings

MAY 23 2012

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Public Record

Re: **Finance Docket No. 35630**
Wisconsin Central Ltd. -- Intra-Corporate Family Merger
Exemption -- Elgin, Joliet and Eastern Railway Company

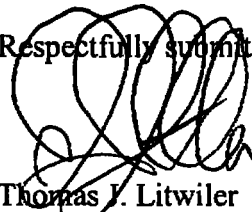
Dear Ms. Brown:

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)(3)**, dated May 22, 2012. A check in the amount of \$1,700, representing the appropriate fee for this filing, is attached. Please note that this filing includes a color map.

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. Kind regards.

Respectfully submitted,



Thomas J. Litwiler
Attorney for Wisconsin Central Ltd.,
Wisconsin Central Transportation Corporation
and Elgin, Joliet and Eastern Railway Company

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Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 35630

WISCONSIN CENTRAL LTD.
-- INTRA-CORPORATE FAMILY MERGER EXEMPTION --
ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(3)**

FILED

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FEE RECEIVED

MAY 23 2012

SURFACE
TRANSPORTATION BOARD

**ATTORNEYS FOR
WISCONSIN CENTRAL LTD.,
WISCONSIN CENTRAL TRANSPORTATION
CORPORATION AND ELGIN, JOLIET AND
EASTERN RAILWAY COMPANY**

Dated: May 22, 2012

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35630

WISCONSIN CENTRAL LTD.
-- INTRA-CORPORATE FAMILY MERGER EXEMPTION --
ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(3)

Wisconsin Central Ltd. ("WCL"), Wisconsin Central Transportation Corporation ("WCTC") and Elgin, Joliet and Eastern Railway Company ("EJ&E") hereby file this verified notice of exemption under 49 C.F.R. § 1180.2(d)(3) for the intra-corporate family merger of EJ&E with and into WCL, with WCL as the surviving corporation.

The proposed transaction will continue efforts to simplify the corporate structure of the U.S. operating subsidiaries of Canadian National Railway Company ("CNR"),¹ the indirect parent of WCL and EJ&E, by consolidating two separate, connecting railroads into a single entity.² The merger also will allow crew management flexibility and train service efficiencies in and around the important Chicago terminal area, where both carriers involved in the proposed merger currently operate. It is a transaction within a corporate family that will not adversely affect the level of any existing rail service and will not result in significant operational changes or any change in the competitive balance with carriers outside of the CN corporate family. Similarly, the merger of WCL and EJ&E will not affect CN's continued compliance, or ability to

¹ CNR and its railroad subsidiaries operate under the trade name "CN."

² As discussed further below, a related transaction will also eliminate an intermediate, non-carrier holding company in the CN corporate chain.

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comply, with the operational reporting and monitoring conditions imposed by the Board with respect to EJ&E's rail lines in Canadian National Railway Company and Grand Trunk Corporation -- Control -- EJ&E West Company, Finance Docket No. 35087 (STB served December 24, 2008) ("CN/EJ&E Control"), aff'd sub nom. Village of Barrington v. STB, 636 F.3d 650 (D.C. Cir. 2011).

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

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

WCL is an Illinois corporation and a common carrier by rail which owns or operates approximately 2250 route miles of rail line in the states of Illinois, Wisconsin, Michigan and Minnesota, including a main line extending from Chicago through Wisconsin and northeastern Minnesota to a connection with CNR at the international border at Ranier, Minnesota.³ WCL is a wholly-owned subsidiary of WCTC, a Delaware corporation which, in turn, is a direct subsidiary of Grand Trunk Corporation ("GTC"). GTC is the holding company for CNR's U.S. rail carrier subsidiaries, and is a direct subsidiary of CNR. CNR and GTC acquired control of WCTC and its related rail carriers in 2001. See Canadian National Ry. Co. -- Control -- Wisconsin Central Transp. Corp., 5 S.T.B. 890 (2001) ("CN/WC").⁴

³ On December 31, 2011, WCL merged with Duluth, Missabe and Iron Range Railway Company ("DMIR") and Duluth, Winnipeg and Pacific Railway Company ("DWP"), two other CN-affiliated rail carriers operating in the United States, with WCL as the surviving corporation. See Wisconsin Central Ltd. -- Intra-Corporate Family Merger Exemption -- Duluth, Missabe and Iron Range Railway Company and Duluth, Winnipeg and Pacific Railway Company, Finance Docket No. 35476 (STB served April 22, 2011 and June 24, 2011).

⁴ At the time of the 2001 CN/WC transaction, the WCTC family of carriers included WCL, Fox Valley & Western Ltd. ("FVW"), Sault Ste. Marie Bridge Company ("SSMB") and

EJ&E is an Illinois corporation and a common carrier by rail which owns or operates approximately 158 route miles of rail line in the states of Illinois and Indiana. EJ&E's principal line extends in an arc around Chicago, from Waukegan, Illinois on the north to Gary, Indiana on the south. A major classification and interchange facility, Kirk Yard, is located in Gary. EJ&E is a direct subsidiary of GTC. CNR and GTC acquired control of EJ&E on January 31, 2009. See CN/EJ&E Control. EJ&E was previously known as EJ&E West Company, and adopted its present name immediately after its acquisition by CN.

The lines of WCL and EJ&E connect at Leithton, north of Chicago, and WCL has existing overhead trackage rights over EJ&E's line to reach Kirk Yard and other interchange locations on the line. See CN/EJ&E Control, Decision No. 16 at 12, 28, 54 (approving WCL-EJ&E trackage rights in Finance Docket No. 35087 (Sub-No. 5)). CN has invested and is investing significant resources in improvements and enhancements to Kirk Yard, which increasingly will serve as a centralized Chicago-area yard facility for CN. Kirk Yard serves a particularly important function for traffic moving to and from WCL, since WCL does not have substantial yard facilities on its own lines in Chicago.

As a preliminary step to the WCL-EJ&E merger transaction proposed in this notice, WCL will be merged up into its immediate parent WCTC, with WCTC as the surviving entity. WCTC will then be immediately renamed Wisconsin Central Ltd. This merger of a rail carrier subsidiary into its non-carrier holding company does not otherwise require agency approval. Maryland Midland Railway, Inc. -- Exemption from 49 U.S.C. 11343 and 11301,

Wisconsin Chicago Link Ltd. ("WCCL"). FWV has since been dissolved into WCL. Wisconsin Central Transportation Corporation, Wisconsin Central Ltd., and Fox Valley & Western Ltd. -- Intracorporate Family Transaction Exemption, Finance Docket No. 34296 (STB served January 22, 2003). SSMB and WCCL remain in existence as rail carriers and subsidiaries of WCTC.

Finance Docket No. 30237 (ICC served January 6, 1987) at 7. The newly-renamed WCL (formerly WCTC) will continue to control SSMB and WCCL, as WCTC has done pursuant to agency authorization since 1988 and 2000, respectively.⁵ In an abundance of caution, WCTC has joined this notice to assure that any hypothetical regulatory requirements regarding necessary parties are met.

After completion of the preliminary merger, and pursuant to an Agreement and Plan of Merger to be entered into by WCL and EJ&E (and consented to by GTC), EJ&E will be merged with and into WCL, with WCL as the surviving corporation. The consolidated entity will continue all existing operations of WCL and EJ&E, but with a more unified workforce, enhanced efficiencies and crew management flexibility in the Chicago terminal.

The proposed merger of WCL and EJ&E is a transaction within a corporate family that will not result in adverse changes in service levels, significant operational changes or any change in the competitive balance with carriers outside of the CN corporate family.

The merger of EJ&E into WCL will not impede or in any other manner affect CN's compliance with the monitoring and oversight conditions imposed in the CN/EJ&E Control proceeding. See Decision No. 16 at 25-26, 72 (VM 101), 84 (FMC 74); Decision No. 21 at 4; Decision No. 26 at 15 (extending reporting period to January, 2015). Pursuant to those conditions, CN submits monthly status reports on various operational subjects relating to CN and former EJ&E rail lines in the Chicago area, and quarterly status reports on the implementation of the environmental conditions imposed on the transaction. None of that reporting depends on a separate corporate existence for EJ&E, and there will be no change in the availability or

⁵ See Wisconsin Central Ltd. -- Control Exemption -- Sault Ste. Marie Bridge Company, Finance Docket No. 31167 (ICC served December 23, 1987 and March 25, 1988); Wisconsin Central Transportation Corporation -- Continuance in Control Exemption -- Wisconsin Chicago Link Ltd., Finance Docket No. 33811 (STB served March 8, 2000).

presentation of oversight data regarding former EJ&E lines after consummation of the proposed merger. The Board retains full jurisdiction over CN and GTC, which were the Applicants that sought, obtained and exercised the control authority in CN/EJ&E Control and which remain fully subject to the conditions imposed on that approval.⁶ To the extent that EJ&E could be construed to have obligations relating to the monitoring and oversight conditions distinct from those of the Applicants, WCL will inherit those obligations upon completion of the proposed merger.

The full name and address of the applicants herein are as follows:

Wisconsin Central Ltd.
Wisconsin Central Transportation Corporation
Elgin, Joliet and Eastern Railway Company
17641 South Ashland Avenue
Homewood, Illinois 60430
(708) 332-3500

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

Thomas J. Litwiler
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

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

Subject to the negotiation or (if necessary) arbitration of labor implementing agreements, the proposed intra-corporate family merger of WCL and EJ&E would occur on

⁶ These include CN's contribution toward grade separations at Ogden Avenue in Aurora, Illinois and Lincoln Highway in Lynwood, Illinois (Decision No. 16 at 76, FMC 14), and compliance with the 27 voluntary mitigation agreements that CN has executed with communities along the EJ&E arc. The pending proceeding in Finance Docket No. 35087 (Sub-No. 8), Canadian National Railway Company -- Control -- EJ&E West Company [Barrington Petition for Mitigation], would likewise be unaffected by a merger of EJ&E into WCL.

December 31, 2012. In no event would the transaction occur sooner than June 22, 2012. The preliminary merger of WCL into WCTC, and the concurrent name change of WCTC back to WCL, is expected to occur on September 30, 2012.

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

CNR's current U.S. rail network is comprised of six formerly separate rail systems. CNR historically controlled DWP and Grand Trunk Western Railroad Company ("GTW"). In 1999, CNR assumed control of the Illinois Central family of rail carriers. Canadian National Ry. Co. -- Control -- Illinois Central Corp., 4 S.T.B. 122 (1999).⁷ In 2001, CNR assumed control of the Wisconsin Central family of rail carriers. CN/WC, supra. In 2004, CNR assumed control of the Great Lakes Transportation family of rail carriers, including DMIR. Canadian National Ry. Co. -- Control -- Duluth, M. & I.R. Ry. Co., 7 S.T.B. 526 (2004). And in 2009, CNR acquired EJ&E. CN/EJ&E Control.

All of these transactions were handled as control proceedings, and did not involve merger of the acquired entities. CNR has since engaged in certain corporate rationalization,⁸ and today CNR has eleven (11) rail carrier subsidiaries in the United States.⁹ The proposed merger of WCL and EJ&E will further simplify CN's corporate structure and reduce the administrative

⁷ Three years earlier, Illinois Central had acquired control of the Chicago, Central & Pacific system. See Illinois Central Corporation and Illinois Central Railroad Company -- Control -- CCP Holdings, Inc., Chicago, Central & Pacific Railroad Company and Cedar River Railroad Company, Finance Docket No. 32858 (STB served May 14, 1996).

⁸ See notes 3 and 4, supra, and St. Clair Tunnel Company -- Intra-Corporate Family Merger Exemption -- Grand Trunk Western Railroad Incorporated, Finance Docket No. 35142 (STB served July 25, 2008).

⁹ All of CNR's U.S. rail operating subsidiaries report to the Board on a consolidated Class I basis under GTC. See Consolidated Reporting By Commonly Controlled Railroads, 5 S.T.B. 1050 (2001), codified at 49 C.F.R. § 1201(1-1)(b)(1). CNR also owns several short distances of rail line in the United States in its own name.

burden associated with tax matters, financial reporting, accounting, IT systems, and corporate filings that are required to support the separate existence of EJ&E.

The proposed merger of WCL and EJ&E also will address certain operational and crew management inefficiencies that the carriers face in the Chicago area. EJ&E's Kirk Yard is assuming greater importance as an operational hub within CN's Chicago-area terminal, and is the subject of significant upgrading and investment by CN. Yet current overhead trackage rights for WCL over EJ&E allow WCL crews to set off and pick up cars at Kirk, but not perform additional work in the yard even if time remains on their shifts.¹⁰ Similarly, a WCL train operating over EJ&E to Kirk Yard may set-out cars at (for example) the BNSF Railway Company interchange in Eola, Illinois, but cannot pick up cars waiting at Eola for delivery to Kirk Yard even though the train may have capacity to handle that traffic.

The existing artificial barriers between WCL and EJ&E also lead to numerous crew changes at points along the EJ&E main line. Trains originating at Kirk Yard with EJ&E crews destined for WCL points must change to WCL crews on EJ&E's line before or at Leithton. In the Eola example above, an inbound WCL train to Kirk would have to be recrewed by EJ&E in order to pick up blocks of traffic at Eola. Among other things, these crew changes increase transit times and crossing gate down time as trains slow and stop.

Further, as with the recently completed intra-corporate merger of WCL, DMIR and DWP,¹¹ the proposed merger would help alleviate certain crewing demands on EJ&E during the fall and winter seasons resulting from increased volumes of potash, grain and iron ore traffic that consume larger portions of the EJ&E crew base.

¹⁰ The same restrictions apply to WCL trains at EJ&E's Joliet Yard.

¹¹ See note 3, supra.

The proposed merger will address these and other similar inefficiencies and help assure the fluidity of operations in and around Chicago. It also will allow incremental progress in unifying CN's properties and workforces in the Chicago terminal and, in turn, allow more responsive and efficient service to CN customers. While CN has previously sought to obtain operational flexibility in the Chicago area through numerous grants of reciprocal trackage rights,¹² such rights do not allow the operational flexibility and efficiency that a merger of WCL and EJ&E would. Nor would such actions accommodate the corporate, financial reporting, accounting and other administrative simplification purposes noted above.

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

WCL owns or operates over rail property in the states of Illinois, Wisconsin, Michigan and Minnesota. 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 of WCL and EJ&E is attached hereto as Exhibit 1.

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

A draft of the Agreement and Plan of Merger by and between WCL and EJ&E is attached hereto as Exhibit 2.

¹² See supra at p. 3 and Elgin, Joliet & Eastern Railway Company - Trackage Rights Exemption -- Illinois Central Railroad Company, Finance Docket No. 35264, et al. (STB served September 1, 2009) (embracing sixteen (16) additional intra-corporate trackage rights transactions in Finance Docket Nos. 35265-35280).

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

As a condition to this exemption, any WCL or EJ&E employees adversely affected by the proposed merger transaction will be protected by the employee protective arrangements established in New York Dock Ry. -- Control -- Brooklyn Eastern Term. Dist., 360 I.C.C. 60 (1979).

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

Under 49 C.F.R. § 1105.6(c)(2)(ii), the intra-corporate merger of EJ&E into WCL is exempt from environmental reporting requirements. The proposed transaction will not result in significant changes in current or future carrier operations, *i.e.*, changes that exceed the thresholds of 49 C.F.R. § 1105.7(e)(4) or (5). CN and WCL do not intend to reroute or add any trains to the EJ&E line as a result of the proposed merger, and the corporate simplification and operational efficiency benefits to be gained from elimination of EJ&E as a separate operating entity will not change the traffic projections of the Operating Plan in the CN/EJ&E Control proceeding. As the Board has previously noted, "minor coordinations such as intra-family [] arrangements are not unusual as carriers integrate or gain experience with newly acquired rail properties" CN/EJ&E Control, Decision No. 21 at 4. The Board's monitoring and oversight of operations on former EJ&E lines in Chicago will continue for two years after the anticipated December 31, 2012 merger of EJ&E into WCL, and CN's ongoing operational reporting in CN/EJ&E Control will be available to all parties during that time.

Under 49 C.F.R. § 1105.8(b)(2), the proposed intra-corporate family transaction also is exempt from historic preservation reporting requirements. As indicated, the merger of WCL and EJ&E will not result in significant changes in existing or anticipated operations.

Respectfully submitted

By:


Theodore K. Kalick

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601 Pennsylvania Avenue, N.W.
Suite 500 North Building
Washington, DC 20004
(202) 347-7840

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**ATTORNEYS FOR
WISCONSIN CENTRAL LTD.,
WISCONSIN CENTRAL TRANSPORTATION
CORPORATION AND ELGIN, JOLIET AND
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(514) 399-6500

Dated: May 22, 2012



AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made as of _____, 2012, by and between Elgin, Joliet and Eastern Railway Company, an Illinois corporation (the "Merging Entity"), and Wisconsin Central Ltd., a Delaware corporation (the "Surviving Entity"). This Agreement has been approved, adopted, certified, executed and acknowledged by each of the undersigned in accordance with the requirements of the Illinois Business Corporation Act of 1983 and the Delaware General Corporation Law.

WHEREAS, the Merging Entity and the Surviving Entity are wholly owned subsidiaries of Grand Trunk Corporation, a Delaware corporation ("Parent"); and

WHEREAS, Parent desires that the Merging Entity be merged with and into the Surviving Entity pursuant to the terms of this Agreement.

NOW THEREFORE, in consideration of the promises and mutual covenants and agreements contained herein, and other good and valuable consideration, and further in accordance with the Illinois Business Corporation Act of 1983 and the Delaware General Corporation Law, it is agreed by and between the parties hereto that the Merging Entity shall be merged into the Surviving Entity upon the terms and conditions set forth herein.

1. Merger. On the Effective Date (as hereinafter defined), the Merging Entity shall be merged with and into the Surviving Entity pursuant to the Illinois Business Corporation Act of 1983 and the Delaware General Corporation Law, with the Surviving Entity continuing as the surviving entity (the "Merger").

2. Effective Date. Upon the execution of this Agreement, the Merging Entity and the Surviving Entity shall be and hereby are directed to file Articles of Merger in the office of the Secretary of State of the State of Illinois and a Certificate of Merger in the office of the Secretary of State of the State of Delaware. The Merger shall become effective on _____, 2012 (the "Effective Date").

3. Surviving Entity. On the Effective Date, the Merging Entity shall be merged with and into the Surviving Entity, and the separate corporate existence of the Merging Entity shall thereupon cease. The Surviving Entity shall (a) be the surviving corporation in the Merger and shall possess all the rights, privileges, claims, demands, property, powers, franchises and authority, both public and private, and all debts due to the Merging Entity and the Surviving Entity, (b) be subject to all the restrictions, disabilities and duties of both the Merging Entity and the Surviving Entity, (c) be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to the Merging Entity and the Surviving Entity, and (d) be liable for all of the obligations and liabilities of the Merging Entity and the Surviving Entity. On and after the Effective Date, the title to any real estate vested by deed or otherwise in the Merging Entity shall be vested in the Surviving Entity, all rights of creditors and all liens upon property of the Merging Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. The title to any such real estate, or any interest therein, vested in the Merging Entity or Surviving Entity shall not revert or be in any way impaired by reason of the

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Merger. This Agreement is on file at the principal place of business of the Surviving Entity, the address of which is 17641 South Ashland Avenue, Homewood, Illinois 60430. A copy of this Agreement will be furnished to any shareholder of the Merging Entity or Surviving Entity upon request and without cost.

4. **Additional Actions.** If, at any time after the Effective Date, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignment, assurance or any other actions or things are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Entity its right, title or interest in, to or under any of the rights, properties or assets of the Merging Entity or the Surviving Entity acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (b) or otherwise carry out the purposes of this Agreement, the Merging Entity and its officers and directors shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to execute and deliver all such deeds, bills of sale, assignments and assurances and to take and do all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Entity and otherwise to carry out the purposes of this Agreement; and the officers and directors of the Surviving Entity are fully authorized in the name of the Merging Entity or the Surviving Entity, or otherwise to take any and all such actions.

5. **Cancellation of Stock of Merging Entity.** On the Effective Date, and without any further action on the part of the Merging Entity or the Surviving Entity, (a) each of the shares of common stock of the Surviving Entity issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding immediately subsequent to the Effective Date as shares of common stock of the Surviving Entity, (b) each of the shares of the common stock of the Merging Entity issued and outstanding immediately prior to the Effective Date shall be cancelled without payment of any consideration therefor and cease to exist and be outstanding.

6. **Service of Process.** The Surviving Entity hereby agrees that it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of the Merging Entity and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Entity against the Surviving Entity.

7. **Name.** The name of the Surviving Entity immediately prior to the Effective Date shall be the name of the Surviving Entity following the Effective Date.

8. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Entity immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Entity following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

9. **By-laws.** The by-laws of Surviving Entity immediately prior to the Effective Date shall be the by-laws of Surviving Entity following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

10. **Board of Directors and Officers.** The members of the board of directors and the officers of Surviving Entity immediately prior to the Effective Date shall be the members of the board of directors and the officers of Surviving Entity following the Effective Date, unless and

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until the same shall be terminated or replaced in such positions as provided in the by-laws.

11. Plan of Reorganization. This Agreement constitutes a plan of reorganization pursuant to Internal Revenue Code §368(a) to be carried out in the manner, on the terms, and subject to the conditions set forth herein, it being the intent of the parties that the merger of the Merging Entity, which is a wholly owned subsidiary of Parent, into Surviving Entity, which is a wholly owned subsidiary of Parent, qualify as an acquisitive “D Reorganization” described in Internal Revenue Code §368(a)(1)(D).

12. Termination/Abandonment. This Agreement may be abandoned by the mutual consent of the Merging Entity and the Surviving Entity, each acting by its board of directors at any time prior to the filing of the Articles of Merger in the State of Illinois. In the event of any termination of this Agreement, this Agreement shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of (a) the Merging Entity, its board of directors or shareholder or (b) the Surviving Entity, its board of directors or shareholder.

13. Counterparts. This Agreement may be executed in multiple counterparts.

[Signature page follows]

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IN WITNESS WHEREOF, each of the Surviving Entity and the Merging Entity, pursuant to authority duly granted by its shareholder and its board of directors, has caused this Agreement to be executed by its duly authorized officers.

Surviving Entity:

WISCONSIN CENTRAL LTD., a Delaware corporation

By: _____
Name: _____
Its: _____

Merging Entity:

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY, an Illinois corporation

By: _____
Name: _____
Its: _____

Parent:

GRAND TRUNK CORPORATION, a Delaware corporation

Acknowledging its consent as the sole stockholder of the Merging Entity and of the Surviving Entity

By: _____
Name: _____
Its: _____


VERIFICATION

State of Illinois)
) SS:
County of Cook)

Jim Vena, being duly sworn, deposes and says that he is Senior Vice-President – Southern Region of Wisconsin Central Ltd., Wisconsin Central Transportation Corporation and Elgin, Joliet & 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.


Jim Vena

SUBSCRIBED AND SWORN TO
before me this 22nd day
of May, 2012.


Notary Public

My Commission expires:

